



**NOTICE OF MEETING
ROYAL OTTAWA HEALTH CARE GROUP
GOVERNANCE COMMITTEE**

March 9, 2021 at 4:30 p.m.

Join Zoom Meeting

<https://zoom.us/j/5193866253?pwd=bDZhcUtOSnAxTWE0V09MVWMyZzRFQT09>

Meeting ID: 519 386 6253

Passcode: aMgV5r

OR Dial: +1 647 558 0588 (Canada Toll)

Meeting ID: 519 386 6253

Passcode: 156931

- Oral presentation
- Paper enclosed
- Paper to follow
- Paper at meeting
- IN** Information
- DEC** Decision required
- **** Guidance required

Time (min)	#	ITEM	REFERENCE	RESPONSIBILITY	STATUS	
4:30pm (03)	1.	CALL TO ORDER		C. Coulter	○	IN
4:33pm (02)	2.	CONSENT AGENDA	a) Acceptance of Agenda of March 9, 2021 b) Approval of February 25, 2021 Minutes	All	●	DEC
4:35pm (20)	3.	DISCUSSION ITEMS	a) Discussion regarding Family and Client Advisory Councils	C. Coulter	○●	DISC
4:55pm (30)			b) The Importance of Collaboration (<i>follow up from February 24, 2021 Board Connections Day</i>)	C. Coulter	○	DISC
5:25pm (05)			c) Proposed Information to be Provided to New Board Members	S. Squire	○●	DISC
5:30pm (05)			d) Update on REB Reporting to the Quality Committee	C. Coulter	○●	DEC
5:35pm (45)	4.	BY-LAW REVIEW	a) First draft of ROHCG By-laws (<i>final approval at June 24, 2021 AGM</i>)	All	○●	**
6:20pm (10)	5.	DECISION/ INFORMATION ITEMS	a) Committees of the Board	C. Coulter		
			i. Update on Board and Committee Membership	A. Graham	○	IN
			ii. Audit Committee Terms of Reference		●	DEC
			iii. Finance Committee Work Plan		●	DEC
			iv. Update from Quality Committee Regarding REB Matters		○●	IN
	6.	NEW BUSINESS (if any)				
6:30pm	7.	ADJOURNMENT	Next Meeting: May 25, 2021	C. Coulter	●	DEC

C. Coulter, Chair

RSVP to patricia.robb@theroyal.ca

MINUTES
ROYAL OTTAWA HEALTH CARE GROUP
GOVERNANCE COMMITTEE
February 25, 2021 at 4:30 p.m.
Via Zoom (details in calendar)

Trustees	Present	Regrets	Trustees	Present	Regrets
C. Coulter, Chair	X		I. Levy	X	
S. Squire, Vice Chair	X		A. Graham	X	
D. Somppi	X				

Management Staff

J. Bezzubetz	X		P. Robb	X	
--------------	---	--	---------	---	--

#	ITEM	REFERENCE	ACTION REQUIRED
1.	CALL TO ORDER	Sharon Squire, Vice-Chair, opened the meeting by acknowledging that the land on which we gather is the traditional and unceded territory of the Algonquin nation. She then called the meeting to order at 4:33 p.m. and declared it to have been regularly called and properly constituted for the transaction of business.	
2.	CONSENT AGENDA	<p>No items were removed from the Consent Agenda.</p> <p>Moved by D. Somppi and seconded by C. Coulter</p> <p>BE IT RESOLVED THAT the Consent Agenda, including the motions contained therein, is approved as follows:</p> <p>a) Acceptance of Agenda of February 25, 2021 b) Approval of January 26, 2021 Minutes</p> <p style="text-align: right;">CARRIED</p>	
3.	BOARD OF TRUSTEE VACANCIES	a) Review Applications Against Skills Matrix – C. Coulter	
		<p>Following a review of the applications, it was agreed that interviews are to be set up to meet with G. Brimacombe and A. Manley. S. Devlin's application will be looked at further in the context of the revised Skills Matrix, but a second interview will not be pursued right now as she was already interviewed.</p> <p>The other candidates will be advised that after consideration by the Governance Committee, they will not be interviewed at this time, but will be thanked for their interest.</p> <p>The timeline to have the interviews completed will be by the end of March and will include at least two Committee members on the Selection Committee as well as J. Bezzubetz.</p> <p>D. Somppi recused himself from any decisions regarding S. Stadnisky, I. Levy recused himself regarding G. Brimacombe, and A. Graham and C. Coulter recused themselves regarding S. Devlin.</p>	P. Robb

C. Coulter Chair

J. Bezzubetz
Secretary, Board of Trustees

Governance Meeting Action Items

Action Item	Individual Responsible	Status
February 25, 2021		
To set up interviews with G. Brimacombe and A. Manley.	P. Robb	By end of March, 2021
J. Bezzubetz is going to speak to the Centre of Excellence about S. Stadnisky because of his background as a veteran.	J. Bezzubetz	
The annual meeting of the CEOs and Governance Chairs to be set up, subject to availability.		By end of March, 2021
February 18, 2021 Board meeting		
Excluded Meeting Policy: The language of this policy will be updated to favour open meetings. This will come back to the Governance Committee and then to the Board for final approval.	P. Robb	2021-06-24 Board meeting May 25, 2021 Governance Committee Confirming date with Susan Sibbit
January 26, 2021		
At the next Innovation Committee meeting, a review is to be done of the current Terms of Reference and Work Plan in order to update them to reflect the changes needed. The Committee will also comment on the SMT Innovation Governance framework, which will replace the Innovation Governance Framework that the Board approved. The Governance Committee agreed with this recommendation. Once the Innovation Committee has done their work at their next meeting, it is to be brought forward to the Governance Committee.	N. Bhargava P. Robb	April 27, 2021 Innovation Committee meeting May 25, 2021 Governance Committee meeting
To have further discussions with Trustees regarding intentions regarding Board and Committee membership and interests or suggestions regarding Chair position. This is to be reported back at the March 9, 2021 meeting.	A. Graham	March 9, 2021
To set up a special Committee meeting regarding Board vacancies and the needs of the Board going forward. The interviews can then be scheduled in March 2021	P. Robb	COMPLETED February 25, 2021
To meet to draft a one pager on what should be provided to potential Board members and bring back to the next meeting for review.	P. Robb S. Squire	March 9, 2021
To send a calendar invite to hold the date for the next Board Connections Day and invite the Volunteer Board Chair, Centre of Excellence Board Chair and the Family and Client Advisory Council Chairs will also be invited.	P. Robb	COMPLETED
To consider whether the Board Connections Day is the best name for this event. A suggestion put forward was Board Days.	J. Bezzubetz	
To keep the Committee advised on when the next OHA Board Assessment survey will be available.	P. Robb	
To check if the last Chair assessment was done using the OHA tool or done internally, and report back to the Chair.	P. Robb	COMPLETED It was done by Survey Monkey

The meetings for the Innovation and Advocacy Committees will need to be updated on the 2021-2022 Board and Committee meeting schedule. Once finalized, this will then be brought forward to the June Board meeting for approval and meeting requests sent.	P. Robb	June 24, 2021
To report to Committee on attendance at Client and Family Centered Care in Healthcare Settings Virtual Symposium on March 26, 2021.	A. Graham	May 25, 2021
December 1, 2020 (<i>Innovation Committee action</i>)		
Committee members to provide feedback to Innovation Committee Chair on evolution options of Committee/Innovation oversight. Chair to review evolution of Committee with Board via Governance Committee.	N. Bhargava	COMPLETED January 26, 2021
October 13, 2020		
Legal advice to be sought regarding sharing Board and Committee materials to determine what the obligations are.	P. Robb	COMPLETED
P. Robb will also look at what others are doing and share that information with the Committee. The goal of the Board and Committees is to be as inclusive as possible.	P. Robb	COMPLETED
D. Somppi to connect with L. Leikin regarding M. Langlois' request to share documents from the last Quality Committee meeting. They are to contact M. Langlois and release items with no risk and advise her that it is being provided without legal advice and with the understanding that it goes no further than the Family Advisory Council members. D. Somppi will consult with the Committee electronically to update members on this issue.	D. Somppi	COMPLETED
E-Vote action: To require Family and Client Advisory Council members to sign a confidentiality agreement on or about the beginning of each Board year, in order to receive any meeting materials requested on their behalf by their respective Chairs, or in order to receive any meeting materials from any Board or Committee meeting(s) they attend (with the disclosure of meeting materials ultimately being in the discretion of the Board or relevant Committees, having regard to legal, privacy and related considerations).	P. Robb J. Dagher	COMPLETED To be discussed again at January 26, 2021 meeting, including sending delegates/representatives to meeting
E-Vote action: To send a self-assessment for Directors (using the OHA assessment). The Committee also agreed at the meeting to use the OHA Board assessment tool, which will begin in the Spring 2021.	P. Robb	COMPLETED March 2021 Will be delayed due to Covid – Pat to follow up with OHA
E-Vote action: To send revised Skill Matrix to Trustees to fill in and bring back to next Committee meeting.	P. Robb	COMPLETED sent to trustees January 26, 2021

		COMPLETED February 25, 2021 (To use to vet for vacant Board position)
To organize by-law review with J. Dagher.	P. Robb	IN PROGRESS March 9, 2021 May 25, 2021 June 24, 2021 AGM for approval
The Board Education Budget is to be mentioned as part of the verbal Governance Committee report at the December Board meeting to inform Board members that these funds are available for their educational purposes.	C. Coulter P. Robb	COMPLETED December 17, 2020 Board meeting
To make change to Governance Committee Terms of Reference and include in the December Board package for approval. Also include Quality and Innovation Committee Terms of Reference and Work Plans. Red font detail to be removed from Quality Committee Work Plan.	P. Robb	COMPLETED December 17, 2020 Board meeting
Revisions to be made to the Skills Matrix document and sent to Committee members to exchange views electronically before final approval by e-vote. Once approved, P. Robb is to send the Skills Matrix to Board Trustees to update as needed.	P. Robb P. Robb	COMPLETED
To circle back with A. Manley to update her on the discussion regarding client representative on the Board.	J. Bezzubetz A. Graham	
To arrange interviews to fill the vacant positions on the Board only after the Skills Matrix is finalized so it can be used as a guide. Assessments will be made for those that have already been interviewed, and any new applicants who are qualified will be asked for an updated matrix.	P. Robb	
The OHA Board Assessment is to be used for the Board Assessment survey beginning in the Spring of 2021 to be reported to the Board at the June meeting. Second cohort of OHA assessment to begin in March to June 2021.	P. Robb	March 2021 - Contact P. Houldon, OHA, to begin Board assessment. UPDATE: P. Houldon advised it may be delayed. June 24, 2021 Board meeting for final report/pending outcome of above note.
J. Bezzubetz and P. Robb will check with OHA to see if they have a peer assessment tool and report back to this Committee.	J. Bezzubetz P. Robb	COMPLETED – OHA does not have a peer assessment tool, but does have a self-assessment tool

The incoming Chair is to be chosen one year ahead of the current Chair's last term, which is in 2022. Discussions will be started earlier on this matter at this Committee to solicit interest.	P. Robb	January 26, 2021 March 9, 2021
To save time on the agenda, to consider changes such as moving the assessment of the President & CEO and the Chief of Staff to the beginning of the agenda where the education sessions are currently held, or having a separate session for the in-camera items. These ideas will be left with A. Graham to consider.	A. Graham	COMPLETED December 17, 2020 Board meeting and meetings going forward
To include times on the agenda rather than the amount of time for each item to make it easier to keep track of time at the meeting.	P. Robb	COMPLETED December 17, 2020 Board meeting and meetings going forward
To share the results of the Chair Assessment to the Board at the December meeting as part of the Governance Committee's verbal report.	P. Robb	COMPLETED December 17, 2020 Board meeting
To make correction to Board/Committee attendance sheet to show 100% attendance for D. Somppi for Compensation & Succession Planning Committee meetings for 2019-2020.	P. Robb	COMPLETED
March 10, 2020		
The REB matters will go through the Quality Committee and then will be reported to the Board. This will be reviewed after a year to see if it fits or whether it should go to another Committee.	C. Coulter to advise L. Lewis	COMPLETED March 26, 2020 For review after a year - March 9, 2021
Moved to Quality Committee Action Items		
To do more work regarding the REB Board and Chair terms and come back to the Board with some recommendations.	J. Bezzubetz F. Dzierszinski	March 26, 2020 May 21, 2020 no meeting due to Covid
To work on the objectives that the REB Chair performance evaluation will be measured against and bring back to this Committee. The objectives will be based on the Terms of Reference.		COMPLETED Moved to Quality Committee June 1, 2020
By-law changes: - The by-laws will need to be amended to note that the term of the Past Chair is for one year - To amend the by-laws to indicate that a change can be made to the University of Ottawa <i>ex-officio</i> position incumbent after 9 years	P. Robb	May 21, 2020 no meeting due to Covid October 13, 2020 IN PROGRESS
A lunch meeting is to be arranged with the Chair, Vice Chairs and the Past Chair to have a discussion to finalize Board Committee placements. This will happen in the next two to three weeks with a recommendation to the Board for final approval at the June AGM.	P. Robb	COMPLETED Meeting scheduled for March 25, 2020 COMPLETED Board meeting June 18, 2020

By-law change: To bring the proposed resolution regarding extending membership terms to The Royal's external legal counsel for review to ensure there are no legal issues before it goes in the Board package.	J. Bezzubetz	March 26, 2020 May 21, 2020 no meeting due to Covid COMPLETED June 18, 2020 Board agenda October 13, 2020 IN PROGRESS
After the final interview on April 15, 2020, to set up a meeting with A. Graham, I. Levy, and C. Coulter to make a final recommendation to the Board for a new Board member.	P. Robb	Deferred due to Covid October 13, 2020 January 26, 2021 (This item was deferred until after Skills Matrix is revised and filled in by Board members) See above
Skills Matrix changes: - To add 'Lived Experience' to the categories - To bring recommended changes to the Skills Matrix back to the Governance Committee to ensure we have a team with a rounded set of attributes. [Further to March 26, 2020 Board meeting, they are to also reach out to other Committee members for their input]	P. Robb J. Bezzubetz A. Graham	COMPLETED May 21, 2020 no meeting due to Covid October 13, 2020
To canvass the Board and ask what topics might be relevant and of interest to them for next year's mini-series presentations.	P. Robb	March 26, 2020 May 21, 2020 no meeting due to Covid COMPLETED September 24, 2020 Board meeting for information
January 23, 2020		
To add a discussion to the next agenda regarding the Chair of the REB. To look at what other institutions are doing in regards to how many times the chair and members can be renewed and incorporate suggested changes to the Terms of Reference for consideration. To incorporate these changes into a revised Terms of Reference and once they are amended, to come back to this Committee for an e-vote with the intention of approving it before the February 2020 Board meeting.	J. Bezzubetz F. Dzersinski F. Dzersinski	COMPLETED March 10, 2020 COMPLETED For Approval before February 20, 2020 Board meeting
To draft guidelines for e-votes and add to a future Committee agenda.	P. Robb	March 9, 2021 Sent proposed language to BLG lawyers via J. Dagher
To check the By-laws to see if the Past Chair counts for quorum and let the Chair know.	P. Robb	COMPLETED

		Not counted for quorum/non-voting member
The Skills Matrix document to be reviewed again at the next meeting.	P. Robb	COMPLETED March 10, 2020 October 13, 2020
By-Law change: Proposed that all new Board members be appointed for a one-year term in their first year as a probationary period. This suggested change is to be added to the next By-law revision.	P. Robb	October 13, 2020 March 9, 2021
To contact Dr. Nyman to advise her of the decision to recommend her for appointment to the University of Ottawa position on the Board, the recommendation to make it a voting member position and to make clear what the expectations are with a voting position. She is also to invite her to attend the February 2020 Board meeting where this will be brought for approval, but she will be asked to leave for the vote on this matter.	A. Graham P. Robb	COMPLETED February 20, 2020
To set up an interview for the vacant Board position with G. Brimacombe. Once that interview is finalized, a meeting will be set up with C. Coulter, I. Levy and A. Graham to review all the candidate applications and come up with a recommendation for the March June meeting.	P. Robb P. Robb C. Coulter I. Levy A. Graham	CANCELLED INTERVIEW DUE TO COVID-19 – Will keep application on file for future vacancy
The results of the Board assessment is to be shared at the Board meeting in February and C. Coulter or A. Graham will speak to it and open it up for conversation. This item will be put on the February 20, 2020 Board Restricted Session agenda to allow for open discussion.	C. Coulter or A. Graham P. Robb	COMPLETED February 20, 2020
The Chair assessment survey will begin in April 2020. The same survey questions from last year are to be used.	P. Robb	COMPLETED Sent May 2020
To ask L. Leikin to put forth a recommendation regarding the size of the Quality Committee.	C. Coulter	
To add a box to the Board of Trustees' application form regarding consent to identify candidates publicly by name.	P. Robb	COMPLETED
2020 Board Development Days: Board members who are interested will be asked to help plan the agenda. A suggestion made for a future agenda is to have a blue sky exercise on the strategic plan where Board members have an opportunity to provide input on what they would like to see The Royal doing. This item will be put on the February 20, 2020 Board Restricted Session agenda to allow for open discussion.	A. Graham J. Bezzubetz P. Robb	COMPLETED February 20, 2020
To continue with the practice of providing the Family and Client Advisory Council members with a copy of the agenda and not the full Board package.	P. Robb	ONGOING

To discuss the matter of Board Communication with the executive team and make a decision.	J. Bezzubetz	COMPLETED
To add the DRAFT 2020-2021 Board schedule to the February Board agenda for review and approval so no religious holidays or other potential conflicts are missed. Meeting requests will then be sent to secure the dates in the Trustees' calendars.	P. Robb	COMPLETED February 20, 2020
Once confirmed, the schedule will also be sent to the IMHR and Foundation Boards for their information.	P. Robb	COMPLETED February 20, 2020
To take into consideration whether we need a new position for corporate counsel.	J. Bezzubetz	

Briefing Note

To: Governance Committee	Date: March 2, 2021
From: Catherine Coulter	Prepared By: Patricia Robb
CC to:	
Subject: Further discussions from January 26, 2021 Governance Committee meeting	

Purpose (mark an X beside the appropriate choice)

For approval		For Information		For Discussion	X	Other	
--------------	--	-----------------	--	----------------	---	-------	--

Issue:

It was proposed at the last Governance Committee meeting that the Committee could have further discussions on the following questions:

- **Why a Family and Client Council as opposed to a Committee?**
- **Is there any reason why a Council member cannot become a Board member?**
- Should consideration be given to cross pollination with the IMHR and Foundation Boards?

Background:

A quick Google search defines council and committee in this way: A **council** refers to a group of people who come together to consult, deliberate, or make decisions, while a **committee** is a group of people who get together to make decisions or plans for the larger organization they represent. Since the FAC and CAC do not represent the Board, they would meet the definition of a council. The Board does not have representation on the Councils, or they on the Board (they are invited to sit at the table with the Board only). Which leads to the second question, why not?

At the January 23, 2020 Governance Committee meeting there was a similar discussion about making the Chair of the FAC and CAC members of the Board. I recall one of the members brought up the fact that the Board currently has no control over who the representatives are on the Councils. They also do not go through the same vetting process the Board does, and the Board does not have any say over who is appointed. The Governance Committee ultimately recommended to the Board that the FAC and CAC Chairs be welcomed at the Board table as contributors, but a change would not be made to the By-laws to add them as members and the current practice of providing them with a copy of the agenda and not the full Board package would also continue as is, as per policy.

As a comparison, the Volunteer Board was formed by the ROHCG Board, and is referred to in the by-laws (see references below). They report annually to the Board, their by-laws have to be approved by us and they report their financials to our Board's Finance Committee. They elect their own members and ROHCG does not have input in that. They do invite the ROHCG President & CEO to their AGM, but otherwise there is no other involvement.

- 1.1.1. “**Volunteer Association**” means the unincorporated group of volunteers known as the Royal Ottawa Volunteer Association established and mandated to conduct Hospital volunteer activities.

SECTION 14 – VOLUNTEER ASSOCIATION

- 14.1.1. The Board may sponsor the formation of the Volunteer Association. The Volunteer Association shall be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients.
- 14.1.2. The Volunteer Association shall elect its own officers and formulate its own by-laws but at all times the by-laws, objects and activities of the Volunteer Association shall be subject to review and approval of the Board. The Volunteer Association shall report annually to the Board.
- 14.1.3. The Volunteer Association shall have its financial affairs reviewed by the Corporation's Finance Committee for the purposes of assuring reasonable internal control.

The Quality Committee receives an Annual Report on Client and Family provided by J. Desrochers, Manager, Client & Family Relations, but the Board does not have any official reporting from the Chairs of the FAC/CAC. Client and Family members did present to the Board in a mini series on December 12, 2019 on Client and Family Centred Care and each meeting is opened with a presentation by a Client and/or Family member.

There is an interesting paper by the Change Foundation (with input from the OHA and others) at this link about family and advisory councils in hospitals: <https://changefoundation.ca/patient-family-advisory-council/> The Change Foundation is an independent health policy think-tank working to inform positive change in Ontario's health care system. They engage the voices of patients, family caregivers, and health and community care providers.

Below are some interesting portions from the above article:

Reporting practices

Reporting practices varied across PFACs. Some of the councils reported on a monthly basis, others weekly, bi-monthly or annually. Reporting relationships likewise varied:

Some staff reported directly to the board or to the board's quality committee if they themselves were on the board; members who were not on the senior team reported to the senior staff, the president or the CEO. **As for who actually did the reporting, some PFACs delegated that role to the chair or co-chair, others to a staff member. The institution's hierarchical structure reflected the way in which a PFAC accessed upper management and board members, and how it was governed.** Staff used various tools to close the feedback loop between the PFAC and management: tracking or progress logs, stoplight progress reports, **the CEO providing real-time feedback at council meetings**, and meeting summaries.

Building trust, setting priorities

The vast majority (96%) of patient/family members **described the council as a safe place to freely express their views, opinions and advice;** they were able to propose ideas, share feelings and experiences and make suggestion. Further, 96% of patient/family members felt they participated as equals with all council members. All participants felt they had a voice on their council. **This kind of supportive environment helped to nurture an equitable exchange of ideas between the hospital and council, and was conducive to their working together to set priorities.**

Transparency was a key factor in building trust and a sense of confidence that the hospital and council were working toward the same goal. Management demonstrated

transparency through concrete actions: providing feedback to members on issues being dealt with and responding to council requests for information.

Impact

The more experienced councils tended to work on more corporate and policy issues – sitting on staff interview panels, re-designing clinical and educational programs, revamping hospital policies. Such initiatives often took more time to implement because they required co-operation from multiple stakeholders in the institution; **complex multiservice initiatives needed more evidence and sometimes required board approval. Several patient and family members presented to hospital boards** and earned endorsements for PFAC ideas and initiatives. Institutions with a PFAC and individual advisors/PEPs were able to influence institutional policies and procedures at all levels of the organization – they had more personnel and therefore could participate in almost every aspect of hospital operations.

Discussion:

This is considered to be a generative type discussion to bring these issues to the table.

SEEKING CANDIDATES FOR THE ROYAL'S BOARD OF DIRECTORS

The Royal is one of Canada's foremost mental health care, teaching and research hospitals. Our mandate is simple: to help more people living with mental illness and addiction into recovery faster. We combine our specialized mental health care, advocacy, research, and education to transform the lives of people living with complex and treatment-resistant mental illness. Our Institute of Mental Health Research, affiliated with the University of Ottawa, brings together leading mental health professionals, scientists, and technology to gain a deeper understanding of the brain, and investigate innovative approaches to preventing and treating mental illness. The Royal Ottawa Foundation for Mental Health raises funds that help support our work. It brings together community leaders and mental health advocates to advance mental health research and education. We place a sharp focus on awareness building and health promotion public education initiatives such as Conversations at The Royal and Is It Just Me? Conversations about Youth Mental Health. The newly developed strategic plan entitled Access, Hope and New Possibilities will:

- Innovate and shape care to client and family needs
- Advance specialized care
- Connect care and services for more accessible system
- Integrate research, education, practice and lived expertise to improve client and family-oriented outcomes and experiences
- Advocate and partner for systemic equity

To learn more about the exciting work of The Royal and its strategic plan, please visit: www.theroyal.ca/about-royal/about-us/co-creating-access-hope-and-new-possibilities

The Royal is seeking two trustees to complete its 13-member Board of Trustees for the term beginning June 2021 as a result of term limit expiries. There are seven standing committees of the Board: Audit, Finance, Quality, Governance, Innovation, Advocacy, Compensation and Succession Planning.

Role of the Board

The Board governs and supervises the management of the affairs of The Royal.

As a result of the annual skills inventory review and understanding The Royal's new strategic plan, the following skills and competencies are needed to complement the existing Board's skills and experiences (see competency profile in Annex A):

- **[Create some wording around adding an accounting designation, legal and background, bilingual capacity, diversity]**

As well, all Trustees will need to work as part of a team with a willingness to consider the opinions of other members, contribute thoughtful and strategic opinion and accept and support decisions reached by the board; have strong communications skills with the ability to listen and raise questions constructively, and be innovative and creative.

Commented [PR1]: Current Board Recruitment Statement on website includes all 3 boards and can be found at this link <https://www.theroyal.ca/get-involved/volunteer/board-recruitment>

As a Trustee, you will be willing to serve for a one-, two- or three-year term as may be determined by the Board on the recommendation of the Governance Committee, with the ability to participate and contribute as a member and/or chair or vice-chair of the Board's committees. The maximum a Trustee may serve is 9 consecutive years.

Commitment:

Trustees are expected to:

- Commit to 8-10 hours per month related to work of The Royal and come prepared having read all materials prior to meetings
- Participate in Board meetings (approximately 4 meetings a year) (70% attendance)
- Participate in committee meetings of which they are a member (approximately 4-6 meetings a year) (50% attendance)
- Attend board development days (approximately two times a year)
- Participate in Board and self-evaluations
- Act in the best interest of The Royal
- Represent The Royal in the community

While in-person attendance is preferred, Board and Committee meetings may be attended by telephone or by other electronic means. During the pandemic, all meetings will be held virtually.

The Royal welcomes and encourages diverse candidates and strongly believes that our organization benefits from the perspectives and talents of differing demographics. Accommodations are available on request for candidates taking part in all aspects of the selection process.

No medical staff or dental staff member, or employee of The Royal, shall be eligible for election or appointment to the Board. No spouse, child, parent or sibling of any person referred to above shall be eligible for election or appointment to the Board.

How to Apply

Please submit an application with a cover letter and resume [\[Insert link\]](#).

Please note the application deadline is: XXXXXX, 2021

Annex A – Skill/Competency Inventory

Briefing Note

To: Governance Committee	Date: March 2, 2021
From: Catherine Coulter	Prepared By: Patricia Robb
CC to:	
Subject: Research Ethics Board Matters Reporting	

Purpose (mark an X beside the appropriate choice)

For approval	X	For Information		For Discussion	X	Other	
--------------	---	-----------------	--	----------------	---	-------	--

Issue:

The Governance Committee have an action from last year to re-evaluate whether it continues to make sense for the Research Ethics Board (REB) to report through the Quality Committee.

Background:

At the March 20, 2020 Governance Committee meeting it was agreed that the REB matters would go through the Quality Committee and then reported to the Board. This was to be re-evaluated after a year to see if it still fits or whether it should go to another Committee.

March 10, 2020		
The REB matters will go through the Quality Committee and then will be reported to the Board. This will be reviewed after a year to see if it fits or whether it should go to another Committee.	C. Coulter to advise L. Lewis	COMPLETED March 26, 2020 For review after a year - March 9, 2021

Discussion:

After connecting by email with the Chair of the Quality Committee about this matter, he recommended that since the meeting on March 1, 2021 was the first time that an REB representative attended at the meeting to provide a report that the assessment period should be extended for an additional year.

Please see the email correspondence below:

From: LEWIS LEIKIN <drleikin@rogers.com>

Sent: Tuesday, March 2, 2021 7:46 AM

To: Coulter, Catherine <catherine.coulter@dentons.com>

Cc: Patricia Robb <Patricia.Robb@theroyal.ca>

Subject: Re: Governance Committee question arising out of Quality Committee meeting

Hi Catherine

...

My first thought about the governance of REB is to extend the assessment period at the Quality ctee for one more year

Last night at the Quality meeting was actually the very first time we have met a representative, and received a report from them

It went well, but hardly enough exposure to assess fit

Happy to chat if needed

Cheers

Lewis

Lewis Leikin

Sent from my iPhone

On Mar 2, 2021, at 7:16 AM, Coulter, Catherine <catherine.coulter@dentons.com> wrote:

Hi Lewis. ...

I understand from Pat, who keeps us all super well organized, that the Quality Committee had a meeting yesterday. The Governance Committee is meeting early next week.

One of the things that we're supposed to review is whether it continues to make sense for Research Ethics Board reporting to go through the Quality Committee. As per Pat's notes below, when that was agreed to last year, it was to be looked at after a year to see whether that continues to make the most sense. Was any of this discussed at yesterday's meeting and what's the committee's view on where REB should be reporting to? If it would be easier to chat, you can give me a call today at your convenience, at XXX.

Thanks!

Catherine

Governance Committee

ROHCG By-law review – March 9, 2021

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
<p>Section 3.1.1 Responsibilities of the Board</p> <p>Page 5 of By-laws Clean Copy</p>	<p>S. Lalonde: We did not see any document in the Schedules to the By-laws that set out matters for which the Board is responsible. We have suggested alternate language that does not reference a particular schedule. This does not preclude the Board from further describing its duties in a separate policy. Detailed descriptions of Board duties and responsibilities or Committee responsibilities are best left out in the By-laws and included in a separate Policy. For example, if you wanted the Board duties prescribed by the PHA and its Regulations included in ROHCG's governance documents, those could be included in a separate Policy.</p>		
<p>Section 3.3. 2. Board Composition</p> <p>Page 6 of By-laws Clean Copy</p>	<p>S. Lalonde: We assume that the "University Trustee" means a Trustee nominated by the University of Ottawa. Since the University Trustee is not automatically made a Trustee of the Corporation by virtue of a particular office or position held at the University, the position of University Trustee is not</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	<p>an “ex officio” position. Since the University Trustee appears to be a voting Trustee, we suggest including that language in this Section instead. It would also clarify that the Trustee nominated by the University is subject to the same 9-year tenure rule as all other Elected Trustees.</p> <p>This item was a follow up item from the February 20, 2020 Board of Trustees’ meeting. A question was raised whether the <i>ex-officio</i> University of Ottawa position should have a limited term. After discussion, it was agreed that the by-laws should be amended to allow for a change after 9 years. The Governance Committee reviewed on March 10, 2020 and agreed to add this to the By-law Review.</p>		
<p>Section 3.4. 1 & 2 Qualifications of Directors</p> <p>Page 6 of By-laws Clean Copy</p>	<p>S. Lalonde: The eligibility requirements set out at paragraphs 1 and 2 are prescribed by the <i>Corporations Act</i> (see s. 286).</p>		
<p>Section 3.4. 3 Qualifications of Directors</p> <p>Page 6 of By-laws Clean Copy</p>	<p>S. Lalonde: this is a requirement of the Hospital Management Regulation enacted under the PHA. The By-laws may also provide that the requirement applies to former employees or</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	former members of the Professional Staff.		
Section 3.5.1 Term of Office Page 6 of By-laws Clean Copy	S. Lalonde: The changes made to this section are to reflect Subsection 12(4) of the <i>Public Hospitals Act</i> , which provides: Despite the <i>Corporations Act</i> , a hospital may provide by by-law for the election and retirement of directors in rotation, but in that case no director shall be elected for a term of more than five years and at least four directors shall retire from office each year.		
Section 3.5.1 Term of Office Page 6 of By-laws Clean Copy	<p>S. Lalonde: FOR DISCUSSION - ROHCG indicated that it would like the By-laws revised to provide that new Trustees shall serve an initial 1-year term, which would be probationary. This is not a customary practice and it is not something we usually see in the By-laws. We would like a better understanding of the rationale for this before making a recommendation.</p> <p>This came from the January 23, 2020 Governance Committee meeting and was mentioned at the February 20, 2020 Board meeting. Nothing was approved at the Board as</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	it is pending the By-law review.		
<p>Section 3.5.2. 2 Term of Office</p> <p>Page 7 of By-laws Clean Copy</p>	<p>S. Lalonde: Added in accordance with P. Robb's email of Oct.20.2020</p> <p>This item came out of the March 10, 2020 Governance Committee meeting. The purpose of this change was to amend the By-laws to extend the term of office of an elected Trustee. The Governance Committee recommended the motion for approval and the Board approved in June 18, 2020.</p> <p>BE IT RESOLVED THAT the ROHCG By-laws be revised as follows to allow for an extension of the term of office of an elected Trustee beyond what is provided for in recognition of exceptional circumstances:</p> <p>3.5.1 The elected Trustees shall hold office for a one, two or three-year term as may be determined by the Board, on the recommendation of the Governance Committee, and shall be eligible for re-election, provided that each elected Trustee shall hold office until the earlier of the date on which their</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	<p>office is vacated under section 3.7 or until the end of the annual meeting when his or her term expires or until his or her successor is elected. With the exception of the Chair, and subject to what follows, no person may be elected a Trustee for more terms than will constitute nine consecutive years of service. Notwithstanding the foregoing, on the recommendation of the Governance Committee, the Board may extend the term of office of an elected Trustee beyond what is provided for herein in recognition of exceptional circumstances as confirmed by resolution of the Board.</p>		
<p>Section 3.7 Vacation of Office</p> <p>Page 7 of By-laws Clean Copy</p>	<p>S. Lalonde: we redrafted this section to comply with the director/trustee removal rules set out in the <i>Corporations Act</i> (Ontario). This language also aligns better with the OHA Prototype/Model Corporate By-law, which reflects best practices.</p>		
<p>Section 3.9 Interest of Trustees in Contracts</p> <p>Page 8 of By-laws Clean Copy</p>	<p>S. Lalonde: we redrafted this section to comply with the conflict of interest rules set out in the <i>Corporations Act</i> (Ontario). This language also mirrors COI provisions of the OHA Prototype/Model Corporate By-law. The</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	COI rules in the Act are limited to contracts and transactions entered into by the Hospital and in which a Trustee may have an interest. It is customary for the By-laws to deal only with those statutory conflict rules, then adopt a separate COI Policy to deal with all other types of conflicts that may arise. ROHCG's COI Policy will need to be reviewed to ensure that it works well with these updated COI clauses.		
Section 4.1 Location Page 10 of By-laws Clean Copy	S. Lalonde: Sections 4.1 to 4.3 have been redrafted to be more concise and remove some of the procedural details that are not particularly relevant where the members and Trustees are the same individuals. These new provision are also consistent with the OHA's Prototype/Model Corporate By-law.		
Section 4.2.1 Annual Meeting Page 10 of By-laws Clean Copy	S. Lalonde: The PHA currently requires that the annual meeting of members be held between April 1 and July 31 of every year. Since that requirement is subject to change, we suggest keeping only a general reference to the PHA.		
Section 4.3.1 Calling Meetings Page 10 of By-laws Clean Copy	S. Lalonde: The <i>Corporations Act</i> (Ontario) was amended in 2017 to allow meetings of Members to be held by		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	electronic means. This section provides that in calling a meeting of Members, the Board or Chair may provide for attendance by telephonic or electronic means. This provides flexibility to determine whether (or not) any particular meeting of Members should allow for member participation by remote means.		
<p>Section 4.5. b Notice</p> <p>Page 11 of By-laws Clean Copy</p>	S. Lalonde: There is an amendment to the PHA (not yet proclaimed) that will permit posting a notice of a members' meeting on the hospital's website and that will repeal the provision referencing publication of the notice in a newspaper. This by-law amendment, which simply refers to the PHA, means that until the PHA amendment is proclaimed into force, the permitted manner is by newspaper and after the proclamation, the permitted manner is by a posting on the hospital's website.		
<p>Section 4.7.3 Voting</p> <p>Page 11 of By-laws Clean Copy</p>	S. Lalonde: we removed the "in person" language to accommodate meetings held electronically.		
Section 4.7.4 Voting	S. Lalonde: There is a trend that is moving away from the practice of allowing a Chair to have a casting vote to break a tie		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
Page 11 of By-laws Clean Copy	on the basis that it goes against the principle of trying to achieve consensus. If a particular matter cannot get more than 50% support, it probably means that the matter requires further consideration.		
Section 5.2.2 Special Board Meetings Page 12 of By-laws Clean Copy	S. Lalonde: We recommend deleting this. Urgent matters can arise at any moment and the Board should be allowed to convene a meeting quickly, even if it occurs during a weekend or statutory holiday.		
Section 5.4.1 Quorum Page 12 of By-laws Clean Copy	S. Lalonde: we amended this section to provide that a majority of the Elected Trustees (i.e. the Trustees entitled to vote) are required to establish quorum for a meeting of the Board. This would mean that at least 8 of the 14 Elected Trustees need to be present at a Board meeting for quorum to be achieved.		
Section 5.6 Casting Vote Page 13 of By-laws Clean Copy	S. Lalonde: As mentioned above at s. Error! Reference source not found. , there is a trend that is moving away from the practice of allowing a Chair to have a casting vote to break a tie on the basis that it goes against the principle of trying to achieve consensus. If a particular matter cannot get more than 50% support, it probably means that the matter requires further		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	consideration. We recommend that the Chair not be given the right to cast a second, tie-breaking vote.		
<p>Section 6.1.7 Standing Committees</p> <p>Page 14 of By-laws Clean Copy</p>	<p>S. Lalonde: ROHCG asked if the Chair counts towards quorum for Committee meetings? As a voting member of Committees, the Chair's position should be included when determining the number of committee members required to establish quorum. Sometimes, a committee's Terms of Reference (ToRs) will provide that a majority of the committee members entitled to vote shall constitute a quorum. The desired quorum for ROHCG Board Committees should be clearly set out in each committee's ToRs.</p>		
<p>Section 7 Research Ethics Board</p> <p>Page 15 of By-laws Clean Copy</p>	<p>S. Lalonde: It is not customary to have the REB provided for in By-laws. For flexibility, consider removing from the By-laws and including in the Hospital's standalone Policies for the REB and its related rules and procedures.</p>		
<p>Section 9 Nursing Staff Representation</p> <p>Page 16 of By-laws Clean Copy</p>	<p>S. Lalonde: This entire Section on Nursing Staff Representation is very procedural. For greater flexibility to amend, consider removing this section from the By-laws and adding it to a Policy. To ensure compliance</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
	<p>with PHA requirements in respect of By-laws, section 9.1 to 9.4 could be replaced with the following language, which is taken from the OHA Prototype/Model Administrative By-law:</p> <p>9.1 Nurses and other Staff and Professionals on Committees</p> <p>The President and Chief Executive Officer shall from time to time approve a process for the participation of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President and Chief Executive Officer to have a nurse, staff or professional representation.</p>		

Section	Legal Counsel Comments	Accepted/Rejected	Questions/Comments/Follow up
<p>Section 16.6 Financial Year</p> <p>Page 21 of By-laws Clean Copy</p>	<p>S. Lalonde: For ease of reference, we suggest stating that the year end in March 31, but leaving in the flexibility of the Board to change it or changes required by the PHA. We also moved the “Financial Year” provision out of the “Meeting of Members” section and placed here, where it seems more appropriate.</p>		

DRAFT – March 01, 2021

ROYAL OTTAWA HEALTH CARE GROUP
ADMINISTRATIVE BY-LAWS

As amended, restated and consolidated by approval of the members on [DATE]

- 1 -

TABLE OF CONTENTS

SECTION 1 - DEFINITIONS AND INTERPRETATION	4
1.1 Definitions	4
1.2 Interpretation	5
SECTION 2 - MEMBERS	5
2.1 Member	5
2.2 Termination of Membership	5
SECTION 3 - BOARD OF TRUSTEES	5
3.1 Responsibilities of the Board	5
3.2 Nominations for Election of Trustees	5
3.3 Board Composition	6
3.4 Qualifications of Directors	6
3.5 Term of Office	6
3.6 Required Attendance	7
3.7 Vacation of Office	7
3.8 Filling Vacancies	7
3.9 Interest of Trustees in Contracts	8
3.10 Confidentiality	8
3.11 Remuneration	9
3.12 Indemnification	9
3.13 Insurance	10
SECTION 4 - MEETINGS OF MEMBERS	10
4.1 Location	10
4.2 Annual Meeting	10
4.3 Calling Meetings	10
4.4 Quorum	10
4.5 Notice	10
4.6 Chair	11
4.7 Voting	11
4.8 Adjourned Meetings	11
SECTION 5 - BOARD MEETINGS	12
5.1 Regular Board Meetings	12
5.2 Special Board Meetings	12
5.3 Chair	12

- 2 -

5.4	Quorum.....	12
5.5	Voting.....	12
5.6	Casting Vote.....	13
5.7	Polls.....	13
5.8	Adjourned Meetings.....	13
5.9	Telephone Meetings.....	13
SECTION 6	- COMMITTEES OF THE BOARD.....	13
6.1	Standing Committees.....	13
SECTION 7	- RESEARCH ETHICS BOARD.....	15
7.1	Membership.....	15
7.2	Terms of Reference.....	15
7.3	Frequency of Meetings.....	15
SECTION 8	- VICE PRESIDENT, PATIENT CARE SERVICES, PROFESSIONAL PRACTICE AND CHIEF NURSING EXECUTIVE.....	15
8.1	Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive.....	15
SECTION 9	- NURSING STAFF REPRESENTATION.....	16
9.1	Nursing Participation.....	16
9.2	Election of Staff Nurses.....	16
9.3	Failure to Elect Staff Nurses and Vacancies.....	16
9.4	Appointment of Nurses Who are Managers.....	16
SECTION 10	- PROCEDURES.....	17
10.1	Notice of Meeting.....	17
10.2	Questions of Procedure.....	17
10.3	Errors/Omissions in and Waivers of Notices.....	17
SECTION 11	- OFFICERS.....	17
11.1	Officers.....	17
11.2	Terms of Office.....	17
SECTION 12	- DUTIES OF OFFICERS.....	18
12.1	Duties.....	18
12.2	Past Chair.....	18
12.3	Chair.....	18
12.4	Vice Chair(s).....	18
12.5	President and Chief Executive Officer.....	18
SECTION 13	- PROGRAMS.....	18

- 3 -

13.1	Occupational Health and Safety Program	18
13.2	Health Surveillance Program.....	19
SECTION 14 - VOLUNTEER ASSOCIATION		19
SECTION 15 - RETENTION OF WRITTEN STATEMENTS		19
SECTION 16 - MISCELLANEOUS		20
16.1	Banking and Borrowing.....	20
16.2	Signing Officers.....	20
16.3	Auditor.....	20
16.4	Investments.....	20
16.5	Notice.....	20
16.6	Financial Year.....	21
SECTION 17 - BY-LAW AMENDMENTS		21
17.1	Amendments to By-Laws	21

- 4 -

ADMINISTRATIVE BY-LAWS

SECTION 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these By-laws, unless the context otherwise requires:

- 1.1.1 “Board” means the board of trustees of the Corporation.
- 1.1.2 “By-Laws” means the by-laws of the Corporation.
- 1.1.3 “Chief of Staff/Psychiatrist-in-Chief” means the Medical Staff member appointed by the Board to serve as chief of staff in accordance with the regulations under the Public Hospitals Act.
- 1.1.4 “Chair” means the chair of the Board.
- 1.1.5 “Committee” means any committee established by the Board or under the By-Laws.
- 1.1.6 “Corporation” means Royal Ottawa Health Care Group, with a head office at 1145 Carling Avenue, Ottawa, Ontario.
- 1.1.7 “Corporations Act” means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended.
- 1.1.8 “Elected Trustees” means the Trustees elected in accordance with Section 3.3.11 of these By-laws.
- 1.1.9 “Ex officio” means membership “by virtue of the office” and includes all rights, responsibilities and power to vote, unless otherwise provided.
- 1.1.10 “Hospital” means the public hospital operated by the Corporation.
- 1.1.11 “Member” means a member of the Corporation.
- 1.1.12 “Nurse” means a holder of a current certificate of competence issued in Ontario as a registered nurse, who is a full-time or a part-time employee of the Hospital.
- 1.1.13 “President and Chief Executive Officer” means, in addition to “administrator” as defined in the Public Hospitals Act, the employee of the Corporation who has been duly appointed by the Board as president and chief executive officer of the Corporation.
- 1.1.14 “Public Hospitals Act” means the *Public Hospitals Act* (Ontario) and where the context requires includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended.
- 1.1.15 “Trustee” means a member of the Board.

- 5 -

1.1.16 “University” means the University of Ottawa.

1.1.17 “Vice President, Quality Patient Care Services, Professional Practice and Chief Nursing Executive” means the senior Nurse employed by the Hospital who reports directly to the President and Chief Executive Officer and is responsible for nursing services provided in the Hospital.

1.1.18 “Volunteer Association” means the unincorporated group of volunteers known as the Royal Ottawa Volunteer Association established and mandated to conduct Hospital volunteer activities.

1.2 Interpretation

1.2.1 In these By-Laws, unless the context otherwise requires, words importing the singular number include the plural and vice-versa; words importing gender include all genders; and references to persons include references to individuals, corporations, partnerships, trusts, unincorporated associations, governments, government agencies, boards, commissions or authorities, or any other form of entity or organization.

SECTION 2 - MEMBERS

2.1 Member

2.1.1 The Members of the Corporation shall consist of the Trustees from time to time of the Corporation who shall be ex officio Members for so long as they serve as Trustees.

2.2 Termination of Membership

2.2.1 The interest of a Member is not transferable and membership in the Corporation terminates automatically if the Member ceases to be a Trustee.

SECTION 3 - BOARD OF TRUSTEES

3.1 Responsibilities of the Board

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

3.1.2 The Board shall ensure the provision of designated services to the public in both official languages (English and French), and that the Hospital meets or exceeds the requirements for designation of programs and services under the French Language Services Act (Ontario) as directed by the Ministry of Health and Long Term Care. The Hospital is a specialized academic institution dedicated to the promotion of mental health and committed to providing services in English and French.

3.2 Nominations for Election of Trustees

Commented [LS1]: S. Lalonde: We did not see any document in the Schedules to the By-laws that set out matters for which the Board is responsible. We have suggested alternate language that does not reference a particular schedule. This does not preclude the Board from further describing its duties in a separate policy. Detailed descriptions of Board duties and responsibilities or Committee responsibilities are best left out in the By-laws and included in a separate Policy. For example, if you wanted the Board duties prescribed by the PHA and its Regulations included in ROHCG’s governance documents, those could be included in a separate Policy.

- 6 -

- 3.2.1 Nominations made for the election of Trustees at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

3.3 Board Composition

- 3.3.1 The Board shall be composed of:

1. Fourteen (14) Trustees elected by the Members and selected from a list of names determined by the Board, provided that one such Trustee be nominated by the University; and
2. the following *ex officio* non-voting Trustees:
 - a. the President and Chief Executive Officer
 - b. the Chief of Staff/Psychiatrist-in-Chief;
 - c. the President of the Medical Staff;
 - d. the Vice President, Quality Patient Care Services, Professional Practice and Chief Nursing Executive; and
 - e. the Past Chair.

Commented [LS2]: S. Lalonde: We assume that the "University Trustee" means a Trustee nominated by the University of Ottawa. Since the University Trustee is not automatically made a Trustee of the Corporation by virtue of a particular office or position held at the University, the position of University Trustee is not an "ex officio" position. Since the University Trustee appears to be a voting Trustee, we suggest including that language in this Section instead. It would also clarify that the Trustee nominated by the University is subject to the same 9-year tenure rule as all other Elected Trustees.

- 3.3.2 The number of French-speaking Trustees shall be proportionate to the French-speaking community served and not less than three.

3.4 Qualifications of Directors

No person shall be qualified for election or appointment as an Elected Trustee if he or she:

1. is less than eighteen (18) years of age;
2. has the status of bankrupt;
3. is a [current or former] employee of the Corporation or member of the Medical Staff or Dental Staff;
4. is the spouse, child, parent or sibling of any [current or former] employee of the Corporation or member of the Medical Staff or Dental Staff.

Commented [LS3]: S. Lalonde: The eligibility requirements set out at paragraphs 1 and 2 are prescribed by the *Corporations Act* (see s. 286).

Commented [LS4]: S. Lalonde: this is a requirement of the Hospital Management Regulation enacted under the PHA. The By-laws may also provide that the requirement applies to former employees or former members of the Professional Staff.

Commented [LS5]: S. Lalonde: The changes made to this section are to reflect Subsection 12(4) of the *Public Hospitals Act*, which provides: Despite the *Corporations Act*, a hospital may provide by by-law for the election and retirement of directors in rotation, but in that case no director shall be elected for a term of more than five years and at least four directors shall retire from office each year.

Commented [LS6]: S. Lalonde: FOR DISCUSSION - ROHCG indicated that it would like the By-laws revised to provide that new Trustees shall serve an initial 1-year term, which would be probationary. This is not a customary practice and it is not something we usually see in the By-laws. We would like a better understanding of the rationale for this before making a recommendation.

3.5 Term of Office

- 3.5.1 Trustees shall be elected and shall retire in rotation as herein provided. The Elected Trustees shall be elected for a term of one, two or three years, as may be determined by

- 7 -

the Members, on the recommendation of the Governance Committee; provided that each Elected Trustee shall hold office until the earlier of the date on which their office is vacated under section 3.7 or until the end of the annual meeting when his or her term expires or until his or her successor is elected. At least four (4) Elected Trustees shall retire from office each year, subject to re-election as permitted by section 3.5.2.

3.5.2 Elected Trustees shall be eligible for re-election up to a maximum of nine (9) consecutive years of service. Notwithstanding the foregoing:

1. The term of office of the Trustee serving as Chair may be extended as required beyond the nine consecutive year period to accommodate their term in office as Chair; and
2. On the recommendation of the Governance Committee, the Board may, by resolution, allow an Elected Trustee to serve for more than nine (9) consecutive years in recognition of exceptional circumstances.

Where a Trustee was appointed to fill an unexpired term of a Trustee, such partial term shall be excluded from the calculation of the maximum years of service.

3.5.3 The *ex officio* Trustees shall hold office until their successors are appointed.

3.6 Required Attendance

3.6.1 Trustees have a duty to attend Board meetings and Committee meetings of which they are a member. Each Trustee shall attend at least 70% of all Board meetings and at least 50% of all Committee meetings of which they are a member in any fiscal year of the Corporation.

3.7 Vacation of Office

The office of a Trustee may be vacated by a simple majority resolution of the Members:

- a. if a Trustee fails to comply with the attendance requirements set out in Section 3.6.1 of these By-laws; or
- b. if a Trustee fails to comply with the Public Hospitals Act, the Corporations Act, the Corporation's Letters Patent, By-laws, rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

3.8 Filling Vacancies

3.8.1 When a vacancy occurs among the Elected Trustees, if there is a quorum of Trustees still in office, the vacancy may be filled for the remainder of that term of office by an appointment made by the Trustees still in office.

Commented [LS7]: S. Lalonde: Added in accordance with P. Robb's email of Oct.20.2020

Commented [LS8]: S. Lalonde: we redrafted this section to comply with the director/trustee removal rules set out in the *Corporations Act* (Ontario). This language also aligns better with the OHA Prototype/Model Corporate By-law, which reflects best practices.

- 8 -

3.8.2 In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Trustees required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A Trustee so appointed or elected shall hold office for the unexpired portion of the term vacated.

3.9 Interest of Trustees in Contracts

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

3.9.2 The disclosure required by subsection 3.9.1 shall be made:

1. at the meeting at which a proposed contract is first considered if the Trustee is present, and otherwise, at the first meeting after the Trustee becomes aware of the contract or proposed contract;
2. if the Trustee was not then interested in a proposed contract, at the first meeting after such Trustee becomes so interested; or
3. if the Trustee becomes interested after a contract is made, at the first meeting held after the Trustee becomes so interested.

3.9.3 A Trustee referred to in subsection 3.9.1 is not liable to account for any profit made on the contract by the Trustee or by a corporate entity, business firm or organization in which the Trustee has a material interest, provided:

1. the Trustee disclosed the Trustee's interest in accordance with subsection 3.9.2 or 3.9.5; and
2. the Trustee has not voted on the contract.

3.9.4 A Trustee referred to in subsection 3.9.1 shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.

3.9.5 For the purposes of this section 3.9 a general notice to the Trustees by a Trustee declaring that the person is a Trustee or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

3.9.6 These provisions are in addition to any conflict of interest policy adopted by the Board from time to time.

3.10 Confidentiality

Commented [LS9]: S. Lalonde: we redrafted this section to comply with the conflict of interest rules set out in the *Corporations Act* (Ontario). This language also mirrors COI provisions of the OHA Prototype/Model Corporate By-law. The COI rules in the Act are limited to contracts and transactions entered into by the Hospital and in which a Trustee may have an interest. It is customary for the By-laws to deal only with those statutory conflict rules, then adopt a separate COI Policy to deal with all other types of conflicts that may arise. ROHCG's COI Policy will need to be reviewed to ensure that it works well with these updated COI clauses.

- 9 -

- 3.10.1 Every Trustee, officer, Committee member, Medical Staff member, Dental Staff member and employee of the Corporation shall respect the confidentiality of matters brought before the Board or any Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements could adversely affect the interest of the Corporation.
- 3.10.2 The President and Chief Executive Officer shall have the authority to make statements to the news media or public about matters brought before the Board. Media inquiries directed to Trustees relating to Hospital matters shall be referred to the President and Chief Executive Officer for response. If the matter relates specifically to the President and Chief Executive Officer, then the Board Chair shall have the authority to respond. The Board may also give authority to one or more other Trustees, officers or employees of the Corporation to respond to the news media or public.

3.11 Remuneration

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

3.12 Indemnification

- 3.12.1 Any Trustee or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Trustee, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Trustee's or officer's respective office unless such occurrence is as a result of such Trustee's or officer's own wilful neglect or default.
- 3.12.2 Every Trustee, officer, Committee member, Research Ethics Board member and Volunteer Association member, and his or her heirs, executors, administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against (1) all costs, charges and expenses that he or she incurs in or about any action, suit or proceeding that is commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted or omitted to be done by him or her in or about the execution of his or her duties on behalf of the Corporation; and (2) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- 3.12.3 This indemnity:

- 10 -

1. shall not apply to any liability which a Trustee or officer of the Corporation may sustain or incur as the result of any act or omission as a Medical Staff or Dental Staff member; and
2. shall be applicable only if the Trustee, officer, Committee member, Research Ethics Board member or Volunteer Association member acted honestly and in good faith with a view to the best interests of the Corporation, and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

3.13 Insurance

- 3.13.1 Subject to applicable laws, the Board will cause to be purchased such insurance as it considers necessary to ensure that Trustees, officers, Committee members, Research Ethics Board members and Volunteer Association members will be indemnified in accordance with these By-Laws. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Location

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

4.2 Annual Meeting

- 4.2.1 The Corporation shall hold the annual meeting of Members within any period prescribed by the Public Hospitals Act.

4.3 Calling Meetings

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

4.4 Quorum

- 4.4.1 A majority of the Members entitled to vote shall constitute a quorum at any meeting of Members.

4.5 Notice

Notice of a meeting of Members shall be given by one of the following methods:

Commented [LS10]: S. Lalonde: Sections 4.1 to 4.3 have been redrafted to be more concise and remove some of the procedural details that are not particularly relevant where the members and Trustees are the same individuals. These new provision are also consistent with the OHA's Prototype/Model Corporate By-law.

Commented [LS11]: S. Lalonde: The PHA currently requires that the annual meeting of members be held between April 1 and July 31 of every year. Since that requirement is subject to change, we suggest keeping only a general reference to the PHA.

Commented [LS12]: S. Lalonde: The *Corporations Act* (Ontario) was amended in 2017 to allow meetings of Members to be held by electronic means. This section provides that in calling a meeting of Members, the Board or Chair may provide for attendance by telephonic or electronic means. This provides flexibility to determine whether (or not) any particular meeting of Members should allow for member participation by remote means.

- 11 -

- a. by sending it to each Member entitled to notice by one of the methods set out in section 16.5 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; or
- b. in any other manner permitted by the *Public Hospitals Act*.

4.6 Chair

The chair of a meeting of Members shall be:

- a. the Chair;
- b. a Vice Chair, if the Chair is absent; or
- c. the Past Chair, if the Chair and Vice Chair(s) are absent; or
- d. a chair elected by the Members present if the Chair, Vice Chair(s) and Past Chair are absent.

4.7 Voting

4.7.1 Each Member in attendance at a meeting shall have the right to exercise one vote.

4.7.2 At all meetings of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-Laws.

4.7.3 Votes at all meetings of the Corporation shall be cast by those Members in attendance at the meeting and not by proxy.

4.7.4 Every question submitted to any meeting of the Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote to break the tie and the matter shall be deemed defeated.

4.7.5 At any meeting of the Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

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

4.8 Adjourned Meetings

Commented [LS13]: S. Lalonde: There is an amendment to the PHA (not yet proclaimed) that will permit posting a notice of a members' meeting on the hospital's website and that will repeal the provision referencing publication of the notice in a newspaper. This by-law amendment, which simply refers to the PHA, means that until the PHA amendment is proclaimed into force, the permitted manner is by newspaper and after the proclamation, the permitted manner is by a posting on the hospital's website.

Commented [LS14]: S. Lalonde: we removed the "in person" language to accommodate meetings held electronically.

Commented [LS15]: S. Lalonde: There is a trend that is moving away from the practice of allowing a Chair to have a casting vote to break a tie on the basis that it goes against the principle of trying to achieve consensus. If a particular matter cannot get more than 50% support, it probably means that the matter requires further consideration.

- 12 -

- 4.8.1 If within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board. Not less than two days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

SECTION 5 - BOARD MEETINGS

5.1 Regular Board Meetings

- 5.1.1 Subject to the right of the Board to hold "in camera" meetings, regular Board meetings shall be open to the public for attendance by the public and shall be held as the Board determines, provided that there shall be at least five regular meetings in each year. Subject to ratification by the Board, the Executive Committee shall act on behalf of the Board in matters of emergency.
- 5.1.2 Five days' notice of each regular meeting shall be sent to each Trustee provided that a regular Board meeting may be held without notice, immediately following the annual meeting of Members.

5.2 Special Board Meetings

- 5.2.1 Special Board meetings shall be called by the Secretary on the written request of the Chair or, if absent, a Vice Chair, or of any five Trustees.
- 5.2.2 Notice of a special Board meeting may be given by telephone or electronic communication and shall be given at least 24 hours in advance of the special meeting, provided this period of notice may be waived, subject to ratification of this action by unanimous decision of all Trustees. In calculating the 24-hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

5.3 Chair

The Chair of a meeting of the Board shall be:

- a. the Chair;
- b. a Vice Chair, if the Chair is absent; or
- c. the Past Chair, if the Chair and Vice-Chair(s) are absent; or
- d. a chair elected by the Trustees present if the Chair, Vice Chair(s) and Past Chair are absent.

5.4 Quorum

- 5.4.1 A majority of the Elected Trustees shall constitute a quorum at any Board meeting.

5.5 Voting

Commented [LS16]: S. Lalonde: We recommend deleting this. Urgent matters can arise at any moment and the Board should be allowed to convene a meeting quickly, even if it occurs during a weekend or statutory holiday.

Commented [LS17]: S. Lalonde: we amended this section to provide that a majority of the Elected Trustees (i.e. the Trustees entitled to vote) are required to establish quorum for a meeting of the Board. This would mean that at least 8 of the 14 Elected Trustees need to be present at a Board meeting for quorum to be achieved.

- 13 -

5.5.1 Each Elected Trustee present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.6 Casting Vote

5.6.1 In case of an equality of votes, the Chair shall not have a second vote and the matter shall be deemed defeated.

5.7 Polls

5.7.1 All votes at any such meeting shall be taken by ballot if so demanded by any Trustee present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion or the votes recorded in favour of or against such resolution.

5.8 Adjourned Meetings

5.8.1 If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting. At least 24 hours' notice of the adjourned meeting by an appropriate means shall be given to each Trustee.

5.9 Telephone Meetings

5.9.1 If all the Trustees present at or participating in the meeting consent, a meeting of the Board or of a Board Committee may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Trustee or Committee member participating in the meeting by those means is deemed to be present at the meeting.

SECTION 6 - COMMITTEES OF THE BOARD

6.1 Standing Committees

6.1.1 The Board shall establish the following standing Committees and, on the recommendation of the Chair, shall appoint chairs of the following standing Committees at the first Board meeting following the annual meeting:

1. Audit Committee;
2. Compensation and Succession Planning Committee;
3. Executive Committee;

Commented [LS18]: S. Lalonde: As mentioned above at s. 4.7.4, there is a trend that is moving away from the practice of allowing a Chair to have a casting vote to break a tie on the basis that it goes against the principle of trying to achieve consensus. If a particular matter cannot get more than 50% support, it probably means that the matter requires further consideration. We recommend that the Chair not be given the right to cast a second, tie-breaking vote.

- 14 -

4. Finance Committee;
5. Governance Committee;
6. Medical Advisory Committee; and
7. Quality Committee.

6.1.2 The composition and terms of reference of the standing Committees shall be set out in a Board policy or schedules or, in the case of the Medical Advisory Committee, in the Medical Staff By-Laws. The Finance Committee's terms of reference shall include responsibility for the activities of the fiscal advisory committee described in Regulation 965 of the Public Hospitals Act. The Quality Committee's terms of reference shall include responsibility for the joint health and safety committee described in Regulation 965 of the Public Hospitals Act. The Terms of Reference for all Committees shall provide for French-speaking representation.

6.1.3 The Board may establish such other Committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such Committees.

6.1.4 Subject to applicable laws, the Board may dissolve any Committee by resolution at any time.

6.1.5 Any member of any Committee shall cease to be a member of that Committee upon Board resolution.

6.1.6 Except for the Executive Committee, the Board may consider the appointment of Committee members who are not Trustees.

6.1.7 Except for the Medical Advisory Committee, the Chair shall be an ex officio voting member of all Committees.

6.1.8 The President and Chief Executive Officer shall be:

1. an ex officio member of the Executive Committee, Compensation and Succession Planning Committee, Finance Committee and Quality Committee, with a vote on advisory matters but without a vote on the Executive Committee or on matters delegated for final disposition to such Committee by the Board; and
2. management resource on the Audit Committee and Governance Committee.

6.1.9 Any member of the Compensation and Succession Planning Committee, Finance Committee or Quality Committee who is an ex officio Trustee or who is an employee or a Medical Staff or Dental Staff member shall have a vote on advisory matters but shall not have a vote on matters delegated for final disposition to such Committee by the Board.

Commented [LS19]: S. Lalonde: ROHCG asked if the Chair counts towards quorum for Committee meetings? As a voting member of Committees, the Chair's position should be included when determining the number of committee members required to establish quorum. Sometimes, a committee's Terms of Reference (ToRs) will provide that a majority of the committee members entitled to vote shall constitute a quorum. The desired quorum for ROHCG Board Committees should be clearly set out in each committee's ToRs.

- 15 -

6.1.10 Each Committee shall have the power to fix quorum at no less than a majority of its members.

6.1.11 Subject to sections 6.1.1 and 6.1.10 and unless established by Board resolution from time to time, the regulations for and procedures at Committee meetings shall be provided in a Board policy or schedules.

SECTION 7 - RESEARCH ETHICS BOARD

7.1 Membership

7.1.1 The Research Ethics Board shall be comprised of a membership representative of the Royal Ottawa Mental Health Centre and Brockville Mental Health Centre sites and a chair appointed by the Board in accordance with written terms of reference consistent with the Tri-Council Policy Statement on Research Involving Humans. The Research Ethics Board shall report to the Board, in writing, in accordance with the said terms of reference.

7.2 Terms of Reference

7.2.1 The functions, duties, responsibilities and powers of the Research Ethics Board shall be provided in its terms of reference.

7.3 Frequency of Meetings

7.3.1 The Research Ethics Board shall meet as prescribed in its terms of reference.

SECTION 8 - VICE PRESIDENT, PATIENT CARE SERVICES, PROFESSIONAL PRACTICE AND CHIEF NURSING EXECUTIVE

8.1 Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive

8.1.1 The President and Chief Executive Officer shall appoint a Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive for the Hospital, who shall report directly to the President and Chief Executive Officer as a member of the senior management committee.

8.1.2 The Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive shall:

1. be accountable for the quality of nursing practice at the Hospital in order to ensure safe, effective, professional nursing care; and
2. provide required professional nursing services in accordance with his or her job description, as from time to time amended.

Commented [LS20]: S. Lalonde: It is not customary to have the REB provided for in By-laws. For flexibility, consider removing from the By-laws and including in the Hospital's standalone Policies for the REB and its related rules and procedures.

- 16 -

SECTION 9 - ~~NURSING STAFF REPRESENTATION~~**9.1 Nursing Participation**

The President and Chief Executive Officer shall from time to time approve a process for the participation of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, nurse managers, staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the appointment of the Vice President, Patient Care Services, Professional Practice and Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President and Chief Executive Officer to have a nurse, staff or professional representation.

9.2 Election of Staff Nurses

- 9.2.1 There shall be a meeting of the staff Nurses every two years.
- 9.2.2 Elections of staff Nurses to committees that require nursing participation shall be conducted at each bi-annual meeting of the staff Nurses.
- 9.2.3. A nominating committee comprised of three staff Nurses shall be elected.
- 9.2.3 The nominating committee shall, at least 30 days before the bi-annual meeting of the staff Nurses, post a list of the names of those staff Nurses who are nominated to the committees that require nursing participation.
- 9.2.4 The nominating committee shall call for any further nominations to be made in writing to the chair of the nominating committee within 15 days after the posting of the names referred to in section 9.2.4.
- 9.2.5 These further nominations shall be signed by two staff Nurses.
- 9.2.6 These nominations shall be posted alongside the list referred to in section 9.2.4.
- 9.2.7 All nominees shall have signified in writing on the nomination form, acceptance of the nomination.

9.3 Failure to Elect Staff Nurses and Vacancies

- 9.3.1 Where the election process for staff Nurses has been carried out and no staff Nurse is elected, then the Board may appoint a staff Nurse to be a member of any committees that require nursing participation.
- 9.3.2 Where a duly elected staff Nurse resigns his or her seat on a committee, or is unable to complete a term for any reason, then the Board may appoint the staff Nurse with the next highest number of votes, or appoint a staff Nurse to complete the term.

9.4 Appointment of Nurses Who are Managers

Commented [LS21]: S. Lalonde: This entire Section on Nursing Staff Representation is very procedural. For greater flexibility to amend, consider removing this section from the By-laws and adding it to a Policy. To ensure compliance with PHA requirements in respect of By-laws, section 9.1 to 9.4 could be replaced with the following language, which is taken from the OHA Prototype/Model Administrative By-law:

9.1 Nurses and other Staff and Professionals on Committees

The President and Chief Executive Officer shall from time to time approve a process for the participation of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President and Chief Executive Officer to have a nurse, staff or professional representation.

- 17 -

- 9.4.1 The Vice President, Patient Care Services, Professional Practice and Chief Nursing Executive, in consultation with the President and Chief Executive Officer, will determine a mechanism by which the Vice President, Patient Care Services, Professional Practice and Chief Nursing Executive and staff Nurses are appointed to the various committees at the Hospital that require nursing participation.

SECTION 10 - PROCEDURES

10.1 Notice of Meeting

- 10.1.1 The declaration of the President and Chief Executive Officer that notice of a meeting has been given under these By-Laws shall be conclusive evidence of the giving of such notice.

10.2 Questions of Procedure

- 10.2.1 Any questions of procedure at or for any meetings of the Board, of any Committee or of the Corporation, which have not been provided for in these By-Laws or by the Corporations Act shall be determined by the chair of such meeting in accordance with Robert's Rules of Order or such other rules of procedure adopted by Board resolution.

10.3 Errors/Omissions in and Waivers of Notices

- 10.3.1 No accidental error or omission in giving notice for a meeting of the Board, of a Committee or of the Corporation and no error in any notice not affecting the substance thereof shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Trustee, Committee member or Member, as applicable, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat. Attendance and participation at a meeting constitutes waiver of notice.

SECTION 11 - OFFICERS

11.1 Officers

- 11.1.1 At its first Board meeting following the annual meeting, the Board shall appoint, from among the Elected Trustees, the Chair and up to two Vice Chairs. The Board may also appoint such other officers with such other duties as the Board may, in its discretion, deem necessary. Any officer of the Board shall cease to hold office upon Board resolution.

11.2 Terms of Office

- 11.2.1 The Past Chair shall hold office for a one-year renewable term or until a successor is appointed.
- 11.2.2 The Chair shall serve for a three-year non-renewable term, except as otherwise determined by the Board, or until a successor is appointed. If a Trustee assumes the

- 18 -

position of Chair in the ninth year of his or her term as a Trustee, the term of office as a Trustee may be extended by two years to accommodate the Trustee's term of office as Chair, which is three years.

11.2.3 The Vice Chairs shall serve for a one-year renewable term or until their successors are appointed.

11.2.4 Where an officer dies, resigns or becomes incapable of acting, the Board may appoint another in the place of that officer.

SECTION 12 - DUTIES OF OFFICERS

12.1 Duties

12.1.1 Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

12.2 Past Chair

12.2.1 The Past Chair shall perform the duties described in Schedule 12.2.1 and such other duties as may be determined by the Board.

12.3 Chair

12.3.1 The Chair shall perform the duties described in Schedule 12.3.1 and such other duties as may be required by statute or as may from time to time be determined by the Board.

12.4 Vice Chair(s)

12.4.1 The Vice Chair(s) shall perform the duties described in Schedule 12.4.1 and such other duties as may be determined by the Chair or the Board.

12.5 President and Chief Executive Officer

12.5.1 The Board shall appoint a President and Chief Executive Officer in accordance with its approved selection process. The Board may at any time revoke or suspend the appointment of the President and Chief Executive Officer.

12.5.2 The President and Chief Executive Officer shall be ex officio Secretary of the Corporation and ex officio non-voting member of the Medical Advisory Committee. The President and Chief Executive Officer shall perform the duties described in Schedule 12.5.2 and such other duties as may be determined by the Board.

SECTION 13 - PROGRAMS

13.1 Occupational Health and Safety Program

13.1.1 There shall be an occupational health and safety program for the Hospital, which shall include procedures with respect to:

- 19 -

1. a safe and healthy work environment and work practices in the Hospital;
2. the safe use of substances, equipment and medical devices in the Hospital;
3. the prevention of accidents to individuals on the premises of the Hospital; and
4. the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

13.1.2 The President and Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Hospital. The designate shall be responsible to the President and Chief Executive Officer for the implementation of the occupational health and safety program. The President and Chief Executive Officer shall report to the Board as necessary on matters concerning the occupational health and safety program.

13.2 Health Surveillance Program

13.2.1 There shall be a health surveillance program for the Hospital, which shall be in respect of all persons carrying on activities in the Hospital and include a communicable disease surveillance program.

13.2.2 The President and Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Hospital. The designate shall be responsible to the President and Chief Executive Officer for the implementation of the health surveillance program.

The President and Chief Executive Officer shall report to the Board as necessary on matters concerning the health surveillance program.

SECTION 14 - VOLUNTEER ASSOCIATION

14.1.1 The Board may sponsor the formation of the Volunteer Association. The Volunteer Association shall be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients.

14.1.2 The Volunteer Association shall elect its own officers and formulate its own by-laws but at all times the by-laws, objects and activities of the Volunteer Association shall be subject to review and approval of the Board. The Volunteer Association shall report annually to the Board.

14.1.3 The Volunteer Association shall have its financial affairs reviewed by the Corporation's Finance Committee for the purposes of assuring reasonable internal control.

SECTION 15 - RETENTION OF WRITTEN STATEMENTS

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

- 20 -

SECTION 16 - MISCELLANEOUS

16.1 Banking and Borrowing

- 16.1.1 The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.
- 16.1.2 Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:
1. borrow money on the credit of the Corporation;
 2. issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
 3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

16.2 Signing Officers

- 16.2.1 The Board shall by resolution, from time to time, designate the signing officers of the Corporation and the limits of their authority.

16.3 Auditor

- 16.3.1 The Members shall at each annual meeting appoint an auditor, who shall not be a Trustee, officer or employee of the Corporation or a partner or employee of any such person and who is duly licensed under the Public Accounting Act, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor.
- 16.3.2 The auditor shall perform the audit function as prescribed by law, report at the annual meeting of Members and from time to time report through the Audit Committee to the Board on audit work with any necessary recommendations. The Board shall fix the remuneration of the auditor.

16.4 Investments

- 16.4.1 The Board may invest in any investments that are authorized by the Corporation's investment policies.

16.5 Notice

- 16.5.1 Except as otherwise specifically provided, any notice required or permitted to be given hereunder shall be in writing and shall be sufficiently given if hand delivered or sent by

- 21 -

prepaid regular mail or by facsimile transmission or by email addressed to the applicable party at the address or fax number or email address of that party as set out in the records of the Corporation, or to such other address or fax number or email address as the party may advise from time to time in writing or by electronic text.

- 16.5.2 Any notice shall be deemed to have been received by the parties (a) if hand delivered, on the date of delivery, or (b) if sent by facsimile or by email, on the next business day following the date of transmission, or (c) if mailed, on the third business day following the date of mailing. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting, the date of giving the notice shall be excluded and the date of the meeting shall be included.

16.6 Financial Year

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

Commented [LS22]: S. Lalonde: For ease of reference, we suggest stating that the year end in March 31, but leaving in the flexibility of the Board to change it or changes required by the PHA. We also moved the "Financial Year" provision out of the "Meeting of Members" section and placed here, where it seems more appropriate.

SECTION 17 - BY-LAW AMENDMENTS

17.1 Amendments to By-Laws

- 17.1.1 The Board may pass or amend the By-Laws of the Corporation from time to time.
- 17.1.2 Where it is intended to pass or amend the By-Laws at a Board meeting, the Secretary shall send notice of such intention to each Trustee not less than five days before the meeting.
- 17.1.3 Where the notice of intention is not sent as provided in section 17.1.2, the Board may waive the notice period by unanimous decision.
- 17.1.4 A By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.
- 17.1.5 A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next meeting of Members called for that purpose. The notice of such meeting shall refer to the By-Law or amendment to be presented.
- 17.1.6 The Members at the annual meeting or special general meeting may confirm the By-Law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended.
- 17.1.7 Any rejection, amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this section, shall not invalidate any act done or right acquired under any such By-Law prior to its rejection, amendment or refusal to approve.

- 22 -

17.1.8 The Board may amend any schedule to the By-Laws from time to time and such amendment shall not be subject to approval by the Members.

120081476:v1

DRAFT – March 01, 2021

ROYAL OTTAWA HEALTH CARE GROUP
ADMINISTRATIVE BY-LAWS

As amended, restated and consolidated by approval of the members on [DATE]

Deleted: As approved by the Board of Trustees: June 22, 2017

- 1 -

TABLE OF CONTENTS

SECTION 1 - DEFINITIONS AND INTERPRETATION	4
1.1 Definitions	4
1.2 Interpretation	5
1.3 Repeal and Replacement of By-Laws	5
SECTION 2 - MEMBERS	5
2.1 Member	5
2.2 Termination of Membership	5
SECTION 3 - BOARD OF TRUSTEES	5
3.1 Responsibilities of the Board	5
3.2 Nominations for Election of Trustees	5
3.3 Board Composition	6
3.4 Ineligibility of Membership	6
3.5 Term of Office	6
3.6 Required Attendance	7
3.7 Vacation of Office	7
3.8 Filling Vacancies	7
3.9 Interest of Trustees in Contracts	8
3.10 Confidentiality	8
3.11 Remuneration	9
3.12 Indemnification	9
3.13 Insurance	10
SECTION 4 - MEETINGS OF MEMBERS	10
4.1 Location	10
4.2 Annual Meeting	10
4.3 Calling Meetings	10
4.4 Quorum	10
4.5 Notice	10
4.6 Chair	11
4.7 Voting	11
4.8 Adjourned Meetings	11
SECTION 5 - BOARD MEETINGS	12
5.1 Regular Board Meetings	12
5.2 Special Board Meetings	12

Deleted: 6

Deleted: 7

Deleted: 9

Deleted: 10

Deleted: 11

Deleted: 11

- 2 -

5.3	Chair.....	12
5.4	Quorum.....	12
5.5	Voting.....	12
5.6	Casting Vote.....	13
5.7	Polls.....	13
5.8	Adjourned Meetings.....	13
5.9	Telephone Meetings.....	13
SECTION 6 - COMMITTEES OF THE BOARD.....		13
6.1	Standing Committees.....	13
SECTION 7 - RESEARCH ETHICS BOARD.....		15
7.1	Membership.....	15
7.2	Terms of Reference.....	15
7.3	Frequency of Meetings.....	15
SECTION 8 - VICE PRESIDENT, PATIENT CARE SERVICES, PROFESSIONAL PRACTICE AND CHIEF NURSING EXECUTIVE.....		15
8.1	Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive.....	15
SECTION 9 - NURSING STAFF REPRESENTATION.....		16
9.1	Nursing Participation.....	16
9.2	Election of Staff Nurses.....	16
9.3	Failure to Elect Staff Nurses and Vacancies.....	16
9.4	Appointment of Nurses Who are Managers.....	16
SECTION 10 - PROCEDURES.....		17
10.1	Notice of Meeting.....	17
10.2	Questions of Procedure.....	17
10.3	Errors/Omissions in and Waivers of Notices.....	17
SECTION 11 - OFFICERS.....		17
11.1	Officers.....	17
11.2	Terms of Office.....	17
SECTION 12 - DUTIES OF OFFICERS.....		18
12.1	Duties.....	18
12.2	Past Chair.....	18
12.3	Chair.....	18
12.4	Vice Chair(s).....	18
12.5	President and Chief Executive Officer.....	18

Deleted: 12

Deleted: 12

Deleted: 14

Deleted: 14

Deleted: 15

Deleted: 15

Deleted: 15

Deleted: 16

Deleted: 16

Deleted: 16

Deleted: 17

Deleted: 17

- 3 -

SECTION 13 - PROGRAMS	18
13.1 Occupational Health and Safety Program	18
13.2 Health Surveillance Program.....	19
SECTION 14 - VOLUNTEER ASSOCIATION	19
SECTION 15 - RETENTION OF WRITTEN STATEMENTS	19
SECTION 16 - MISCELLANEOUS	20
16.1 Banking and Borrowing.....	20
16.2 Signing Officers.....	20
16.3 Auditor.....	20
16.4 Investments	20
16.5 Notice.....	20
16.6 Financial Year.....	21
SECTION 17 - BY-LAW AMENDMENTS	21
17.1 Amendments to By-Laws	21

Deleted: 18

Deleted: 19

Deleted: 19

Deleted: 20

- 4 -

ADMINISTRATIVE BY-LAWS

SECTION 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these By-laws, unless the context otherwise requires:

- 1.1.1 “Board” means the board of trustees of the Corporation.
- 1.1.2 “By-Laws” means the by-laws of the Corporation.
- 1.1.3 “Chief of Staff/Psychiatrist-in-Chief” means the Medical Staff member appointed by the Board to serve as chief of staff in accordance with the regulations under the Public Hospitals Act.
- 1.1.4 “Chair” means the chair of the Board.
- 1.1.5 “Committee” means any committee established by the Board or under the By-Laws.
- 1.1.6 “Corporation” means Royal Ottawa Health Care Group, with a head office at 1145 Carling Avenue, Ottawa, Ontario.
- 1.1.7 “Corporations Act” means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended.
- 1.1.8 “Elected Trustees” means the Trustees elected in accordance with Section 3.3.11 of these By-laws.
- 1.1.9 “Ex officio” means membership “by virtue of the office” and includes all rights, responsibilities and power to vote, unless otherwise provided.
- 1.1.10 “Hospital” means the public hospital operated by the Corporation.
- 1.1.11 “Member” means a member of the Corporation.
- 1.1.12 “Nurse” means a holder of a current certificate of competence issued in Ontario as a registered nurse, who is a full-time or a part-time employee of the Hospital.
- 1.1.13 “President and Chief Executive Officer” means, in addition to “administrator” as defined in the Public Hospitals Act, the employee of the Corporation who has been duly appointed by the Board as president and chief executive officer of the Corporation.
- 1.1.14 “Public Hospitals Act” means the *Public Hospitals Act* (Ontario) and where the context requires includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended.
- 1.1.15 “Trustee” means a member of the Board.

- 5 -

1.1.16 “University” means the University of Ottawa.

1.1.17 “Vice President, Quality Patient Care Services, Professional Practice and Chief Nursing Executive” means the senior Nurse employed by the Hospital who reports directly to the President and Chief Executive Officer and is responsible for nursing services provided in the Hospital.

1.1.18 “Volunteer Association” means the unincorporated group of volunteers known as the Royal Ottawa Volunteer Association established and mandated to conduct Hospital volunteer activities.

1.2 Interpretation

1.2.1 In these By-Laws, unless the context otherwise requires, words importing the singular number include the plural and vice-versa; words importing gender include all genders; and references to persons include references to individuals, corporations, partnerships, trusts, unincorporated associations, governments, government agencies, boards, commissions or authorities, or any other form of entity or organization.

SECTION 2 - MEMBERS

2.1 Member

2.1.1 The Members of the Corporation shall consist of the Trustees from time to time of the Corporation who shall be ex officio Members for so long as they serve as Trustees.

2.2 Termination of Membership

2.2.1 The interest of a Member is not transferable and membership in the Corporation terminates automatically if the Member ceases to be a Trustee.

SECTION 3 - BOARD OF TRUSTEES

3.1 Responsibilities of the Board

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

3.1.2 The Board shall ensure the provision of designated services to the public in both official languages (English and French), and that the Hospital meets or exceeds the requirements for designation of programs and services under the French Language Services Act (Ontario) as directed by the Ministry of Health and Long Term Care. The Hospital is a specialized academic institution dedicated to the promotion of mental health and committed to providing services in English and French.

3.2 Nominations for Election of Trustees

Deleted: <#>Repeal and Replacement of By-Laws¶
<#>The Administrative By-Laws of the Corporation are hereby repealed and replaced with these By-Laws.¶

Commented [LS1]: S. Lalonde: We did not see any document in the Schedules to the By-laws that set out matters for which the Board is responsible. We have suggested alternate language that does not reference a particular schedule. This does not preclude the Board from further describing its duties in a separate policy. Detailed descriptions of Board duties and responsibilities or Committee responsibilities are best left out in the By-laws and included in a separate Policy. For example, if you wanted the Board duties prescribed by the PHA and its Regulations included in ROHCG’s governance documents, those could be included in a separate Policy.

Deleted: The Board shall govern and supervise the management of the affairs of the Corporation and in so doing shall assume responsibility for the matters described in Schedule 3.1.1

- 6 -

- 3.2.1 Nominations made for the election of Trustees at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

3.3 Board Composition

- 3.3.1 The Board shall be composed of:

1. Fourteen (14) Trustees elected by the Members and selected from a list of names determined by the Board, provided that one such Trustee be nominated by the University; and
2. the following ex officio non-voting Trustees:
 - a. the President and Chief Executive Officer
 - b. the Chief of Staff/Psychiatrist-in-Chief;
 - c. the President of the Medical Staff;
 - d. the Vice President, Quality Patient Care Services, Professional Practice and Chief Nursing Executive; and
 - e. the Past Chair.

- 3.3.2 The number of French-speaking Trustees shall be proportionate to the French-speaking community served and not less than three.

3.4 Qualifications of Directors

No person shall be qualified for election or appointment as an Elected Trustee if he or she:

1. is less than eighteen (18) years of age;
2. has the status of bankrupt;
3. is a [current or former] employee of the Corporation or member of the Medical Staff or Dental Staff;
4. is the spouse, child, parent or sibling of any [current or former] employee of the Corporation or member of the Medical Staff or Dental Staff.

3.5 Term of Office

- 3.5.1 Trustees shall be elected and shall retire in rotation as herein provided. The Elected Trustees shall be elected for a term of one, two or three years as may be determined by

Deleted: an annual or special meeting of the Corporation

Deleted: 13

Commented [LS2]: S. Lalonde: We assume that the "University Trustee" means a Trustee nominated by the University of Ottawa. Since the University Trustee is not automatically made a Trustee of the Corporation by virtue of a particular office or position held at the University, the position of University Trustee is not an "ex officio" position. Since the University Trustee appears to be a voting Trustee, we suggest including that language in this Section instead. It would also clarify that the Trustee nominated by the University is subject to the same 9-year tenure rule as all other Elected Trustees.

Deleted:

Deleted:

Deleted:

Deleted:

Deleted: ; and

Deleted: <#>the University Trustee.¶

Deleted: <#>The ex officio Trustees described in sections 3.3.1.2(a)-(ed) shall be non-voting.¶

Commented [LS3]: S. Lalonde: The eligibility requirements set out at paragraphs 1 and 2 are prescribed by the *Corporations Act* (see s. 286).

Commented [LS4]: S. Lalonde: this is a requirement of the Hospital Management Regulation enacted under the PHA. The By-laws may also provide that the requirement applies to former employees or former members of the Professional Staff.

Deleted: <#>Ineligibility of Membership¶

<#>Subject to section 3.3.1.2, no Medical Staff or Dental Staff member, or employee of the Corporation, shall be eligible for election or appointment to the Board.¶
<#>No spouse, child, parent or sibling of any person referred to in section 3.4.1 shall be eligible for election or appointment to the Board.¶

Commented [LS5]: S. Lalonde: The changes made to this section are to reflect Subsection 12(4) of the *Public Hospitals Act*, which provides: Despite the *Corporations Act*, a hospital may provide by by-law for the election and retirement of directors in rotation, but in that case no director shall be elected for a term of more than five years and at least four directors shall retire from office each year.

Deleted: elected

Commented [LS6]: S. Lalonde: FOR DISCUSSION - ROHCG indicated that it would like the By-laws revised to provide that new Trustees shall serve an initial 1-year term, which would be probationary. This is not a customary ...

Deleted: hold office for a

Deleted: -

Deleted: term

- 7 -

the Members, on the recommendation of the Governance Committee; provided that each Elected Trustee shall hold office until the earlier of the date on which their office is vacated under section 3.7 or until the end of the annual meeting when his or her term expires or until his or her successor is elected. At least four (4) Elected Trustees shall retire from office each year, subject to re-election as permitted by section 3.5.2.

Deleted: , and shall be eligible for re-election,

Deleted: elected

3.5.2 Elected Trustees shall be eligible for re-election up to a maximum of nine (9) consecutive years of service. Notwithstanding the foregoing:

Deleted: With the exception of the Chair, no person may be elected a Trustee for more terms than will constitute nine consecutive years of service.

1. The term of office of the Trustee serving as Chair may be extended as required beyond the nine consecutive year period to accommodate their term in office as Chair; and

Deleted: s

2. On the recommendation of the Governance Committee, the Board may, by resolution, allow an Elected Trustee to serve for more than nine (9) consecutive years in recognition of exceptional circumstances.

Deleted: .

Commented [LS7]: S. Lalonde: Added in accordance with P. Robb's email of Oct.20.2020

Where a Trustee was appointed to fill an unexpired term of a Trustee, such partial term shall be excluded from the calculation of the maximum years of service.

3.5.3 The *ex officio* Trustees shall hold office until their successors are appointed.

3.6 Required Attendance

3.6.1 Trustees have a duty to attend Board meetings and Committee meetings of which they are a member. Each Trustee shall attend at least 70% of all Board meetings and at least 50% of all Committee meetings of which they are a member in any fiscal year of the Corporation.

3.7 Vacation of Office

The office of a Trustee may be vacated by a simple majority resolution of the Members:

a. if a Trustee fails to comply with the attendance requirements set out in Section 3.6.1 of these By-laws; or

b. if a Trustee fails to comply with the Public Hospitals Act, the Corporations Act, the Corporation's Letters Patent, By-laws, rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

Commented [LS8]: S. Lalonde: we redrafted this section to comply with the director/trustee removal rules set out in the *Corporations Act* (Ontario). This language also aligns better with the OHA Prototype/Model Corporate By-law, which reflects best practices.

3.8 Filling Vacancies

3.8.1 When a vacancy occurs among the Elected Trustees, if there is a quorum of Trustees still in office, the vacancy may be filled for the remainder of that term of office by an appointment made by the Trustees still in office.

Deleted: <#>The office of an elected Trustee shall automatically be vacated if a Trustee is removed from office by a resolution passed by at least two-thirds of the votes cast by the Members at a special meeting of the Corporation.¶

<#>The office of an elected Trustee may be vacated by a Board resolution if the Trustee does not comply with the requirements of section 3.6 or if the Trustee does not comply with the *Corporations Act*, the *Public Hospitals Act*, the Corporation's Letters Patent, By-Laws, Rules, Code of Conduct, policies and procedures adopted by the Board, including without limitation, its confidentiality and conflict of interest requirements.¶

<#>**Vacancy**

Deleted: elected

- 8 -

3.8.2 In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Trustees required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A Trustee so appointed or elected shall hold office for the unexpired portion of the term vacated.

Deleted: Directors

3.9 Interest of Trustees in Contracts

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

Commented [LS9]: S. Lalonde: we redrafted this section to comply with the conflict of interest rules set out in the *Corporations Act* (Ontario). This language also mirrors COI provisions of the OHA Prototype/Model Corporate By-law. The COI rules in the Act are limited to contracts and transactions entered into by the Hospital and in which a Trustee may have an interest. It is customary for the By-laws to deal only with those statutory conflict rules, then adopt a separate COI Policy to deal with all other types of conflicts that may arise. ROHCG's COI Policy will need to be reviewed to ensure that it works well with these updated COI clauses.

3.9.2 The disclosure required by subsection 3.9.1 shall be made:

Deleted: Conflict of

1. at the meeting at which a proposed contract is first considered if the Trustee is present, and otherwise, at the first meeting after the Trustee becomes aware of the contract or proposed contract;
2. if the Trustee was not then interested in a proposed contract, at the first meeting after such Trustee becomes so interested; or
3. if the Trustee becomes interested after a contract is made, at the first meeting held after the Trustee becomes so interested.

Deleted: <#>Trustees and their families shall not enter into any business or other financial arrangement with the Corporation in which they are interested directly or indirectly, except:¶
<#>unless otherwise determined by the Board, on a written and competitive sealed quotation basis; and¶
<#>having declared any interest therein and having refrained from any discussion in the matter and voting thereon.¶
<#>In the event of a dispute as to the existence of such interest, the matter shall be resolved by Board resolution.¶
<#>The chair of any Board or Committee meeting shall request any member who has declared an interest in any business or other financial arrangement with the Corporation which is being discussed, to leave the meeting for the discussion and for any vote upon the matter, and the event shall be recorded in the minutes.¶

3.9.3 A Trustee referred to in subsection 3.9.1 is not liable to account for any profit made on the contract by the Trustee or by a corporate entity, business firm or organization in which the Trustee has a material interest, provided:

1. the Trustee disclosed the Trustee's interest in accordance with subsection 3.9.2 or 3.9.5; and
2. the Trustee has not voted on the contract.

3.9.4 A Trustee referred to in subsection 3.9.1 shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.

3.9.5 For the purposes of this section 3.9 a general notice to the Trustees by a Trustee declaring that the person is a Trustee or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

3.9.6 These provisions are in addition to any conflict of interest policy adopted by the Board from time to time.

3.10 Confidentiality

- 9 -

3.10.1 Every Trustee, officer, Committee member, Medical Staff member, Dental Staff member and employee of the Corporation shall respect the confidentiality of matters brought before the Board or any Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements could adversely affect the interest of the Corporation.

3.10.2 The President and Chief Executive Officer shall have the authority to make statements to the news media or public about matters brought before the Board. Media inquiries directed to Trustees relating to Hospital matters shall be referred to the President and Chief Executive Officer for response. If the matter relates specifically to the President and Chief Executive Officer, then the Board Chair shall have the authority to respond. The Board may also give authority to one or more other Trustees, officers or employees of the Corporation to respond to the news media or public.

Deleted:

3.11 Remuneration

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

Deleted: paid

3.12 Indemnification

3.12.1 Any Trustee or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Trustee, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Trustee's or officer's respective office unless such occurrence is as a result of such Trustee's or officer's own wilful neglect or default.

3.12.2 Every Trustee, officer, Committee member, Research Ethics Board member and Volunteer Association member, and his or her heirs, executors, administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against (1) all costs, charges and expenses that he or she incurs in or about any action, suit or proceeding that is commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted or omitted to be done by him or her in or about the execution of his or her duties on behalf of the Corporation; and (2) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

3.12.3 This indemnity:

- 10 -

1. shall not apply to any liability which a Trustee or officer of the Corporation may sustain or incur, as the result of any act or omission as a Medical Staff or Dental Staff member; and
2. shall be applicable only if the Trustee, officer, Committee member, Research Ethics Board member or Volunteer Association member acted honestly and in good faith with a view to the best interests of the Corporation, and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

3.13 Insurance

- 3.13.1 Subject to applicable laws, the Board will cause to be purchased such insurance as it considers necessary to ensure that Trustees, officers, Committee members, Research Ethics Board members and Volunteer Association members will be indemnified in accordance with these By-Laws. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

SECTION 4 - MEETINGS OF MEMBERS

4.1 Location

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

4.2 Annual Meeting

- 4.2.1 The Corporation shall hold the annual meeting of Members within any period prescribed by the Public Hospitals Act.

4.3 Calling Meetings

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

4.4 Quorum

- 4.4.1 A majority of the Members entitled to vote shall constitute a quorum at any meeting of Members.

4.5 Notice

Notice of a meeting of Members shall be given by one of the following methods:

Deleted: sustained or incurred

Deleted: THE CORPORATION

Commented [LS10]: S. Lalonde: Sections 4.1 to 4.3 have been redrafted to be more concise and remove some of the procedural details that are not particularly relevant where the members and Trustees are the same individuals. These new provision are also consistent with the OHA's Prototype/Model Corporate By-law.

Commented [LS11]: S. Lalonde: The PHA currently requires that the annual meeting of members be held between April 1 and July 31 of every year. Since that requirement is subject to change, we suggest keeping only a general reference to the PHA.

Commented [LS12]: S. Lalonde: The *Corporations Act* (Ontario) was amended in 2017 to allow meetings of Members to be held by electronic means. This section provides that in calling a meeting of Members, the Board or Chair may provide for attendance by telephonic or electronic means. This provides flexibility to determine whether (or not) any particular meeting of Members should allow for member participation by remote means.

Deleted: <#>The date and location of the annual meeting of the Corporation shall be fixed by Board resolution, and notice of the annual meeting shall be sent to the Members at least ten days in advance of the meeting.¶
 <#>The fiscal year of the Corporation shall be as prescribed by the laws of the Province of Ontario.¶
 <#>The business enacted at the annual meeting shall include those items as determined by the law of the Province of Ontario and from time to time by the Board.¶
 <#>**Special Meetings**¶
 <#>The Chair, or in the absence of the Chair, a Vice Chair, may call a special meeting of the Corporation.¶
 <#>The Secretary of the Board shall call a special meeting of the Corporation on written requisition of Members carrying not less than 10% of the voting rights for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Corporations Act. The requisition shall state the general nature of the business to be presented at the meeting, be signed by the requisitioners and be deposited at the head office of the Corporation. If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out above, the Board shall call and hold such meeting within 21 days from the date of deposit of the requisition. If the Board does not within 21 days from the date of deposit of the requisition call and hold such meeting, any of the requisitioners may call such meeting, which shall be held within 60 days from the date of deposit of the requisition.¶
 <#>Notice of a special meeting shall be given in the same manner as provided in section 4.1.1.¶
 <#>Notice of a special meeting shall state the nature of the special business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment on the business and provide the text of any special resolution or by law to be submitted to the meeting.¶

- 11 -

- a. by sending it to each Member entitled to notice by one of the methods set out in section 16.5 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; or
- b. in any other manner permitted by the *Public Hospitals Act*.

4.6 Chair

The chair of a meeting of Members shall be:

- a. the Chair;
- b. a Vice Chair, if the Chair is absent; or
- c. the Past Chair, if the Chair and Vice Chair(s) are absent; or
- d. a chair elected by the Members present if the Chair, Vice Chair(s) and Past Chair are absent.

4.7 Voting

4.7.1 Each Member in attendance at a meeting shall have the right to exercise one vote.

4.7.2 At all meetings of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-Laws.

4.7.3 Votes at all meetings of the Corporation shall be cast aby those Members in attendance at the meeting and not by proxy.

4.7.4 Every question submitted to any meeting of the Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote to break the tie and the matter shall be deemed defeated.

4.7.5 At any meeting of the Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

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

4.8 Adjourned Meetings

Commented [LS13]: S. Lalonde: There is an amendment to the PHA (not yet proclaimed) that will permit posting a notice of a members' meeting on the hospital's website and that will repeal the provision referencing publication of the notice in a newspaper. This by-law amendment, which simply refers to the PHA, means that until the PHA amendment is proclaimed into force, the permitted manner is by newspaper and after the proclamation, the permitted manner is by a posting on the hospital's website.

Deleted: the Corporation

Deleted: in person

Commented [LS14]: S. Lalonde: we removed the "in person" language to accommodate meetings held electronically.

Deleted: Corporation

Commented [LS15]: S. Lalonde: There is a trend that is moving away from the practice of allowing a Chair to have a casting vote to break a tie on the basis that it goes against the principle of trying to achieve consensus. If a particular matter cannot get more than 50% support, it probably means that the matter requires further consideration.

Deleted: Corporation

- 12 -

- 4.8.1 If within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board. Not less than two days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

Deleted: Corporation**Deleted:** Corporation

SECTION 5 - BOARD MEETINGS

5.1 Regular Board Meetings

- 5.1.1 Subject to the right of the Board to hold "in camera" meetings, regular Board meetings shall be open to the public for attendance by the public and shall be held as the Board determines, provided that there shall be at least five regular meetings in each year. Subject to ratification by the Board, the Executive Committee shall act on behalf of the Board in matters of emergency.
- 5.1.2 Five days' notice of each regular meeting shall be sent to each Trustee provided that a regular Board meeting may be held without notice, immediately following the annual meeting of Members.

Deleted: the Corporation

5.2 Special Board Meetings

- 5.2.1 Special Board meetings shall be called by the Secretary on the written request of the Chair or, if absent, a Vice Chair, or of any five Trustees.
- 5.2.2 Notice of a special Board meeting may be given by telephone or electronic communication and shall be given at least 24 hours in advance of the special meeting, provided this period of notice may be waived, subject to ratification of this action by unanimous decision of all Trustees. In calculating the 24-hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

Commented [LS16]: S. Lalonde: We recommend deleting this. Urgent matters can arise at any moment and the Board should be allowed to convene a meeting quickly, even if it occurs during a weekend or statutory holiday.

5.3 Chair

The Chair of a meeting of the Board shall be:

- a. the Chair;
- b. a Vice Chair, if the Chair is absent; or
- c. the Past Chair, if the Chair and Vice-Chair(s) are absent; or
- d. a chair elected by the Trustees present if the Chair, Vice Chair(s) and Past Chair are absent.

5.4 Quorum

- 5.4.1 A majority of the Elected Trustees shall constitute a quorum at any Board meeting.

Commented [LS17]: S. Lalonde: we amended this section to provide that a majority of the Elected Trustees (i.e. the Trustees entitled to vote) are required to establish quorum for a meeting of the Board. This would mean that at least 8 of the 14 Elected Trustees need to be present at a Board meeting for quorum to be achieved.

Deleted: Board

Deleted: For the purpose of establishing quorum, any vacant ex officio Board position shall not be included.

5.5 Voting

- 13 -

5.5.1 Each Elected Trustee present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.6 Casting Vote

5.6.1 In case of an equality of votes, the Chair shall not have a second vote and the matter shall be deemed defeated.

5.7 Polls

5.7.1 All votes at any such meeting shall be taken by ballot if so demanded by any Trustee present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion or the votes recorded in favour of or against such resolution.

5.8 Adjourned Meetings

5.8.1 If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting. At least 24 hours' notice of the adjourned meeting by an appropriate means shall be given to each Trustee.

5.9 Telephone Meetings

5.9.1 If all the Trustees present at or participating in the meeting consent, a meeting of the Board or of a Board Committee may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Trustee or Committee member participating in the meeting by those means is deemed to be present at the meeting.

SECTION 6 - COMMITTEES OF THE BOARD

6.1 Standing Committees

6.1.1 The Board shall establish the following standing Committees and, on the recommendation of the Chair, shall appoint chairs of the following standing Committees at the first Board meeting following the annual meeting:

1. Audit Committee;
2. Compensation and Succession Planning Committee;
3. Executive Committee;

Moved (insertion) [1]

Deleted: of

Deleted: s/Tie Votes at Board Meetings

Deleted: Business arising at any Board meeting shall be decided by a majority of votes. The Chair shall exercise the right to vote at a Board meeting only in the case of an equality of votes, in which case the Chair's vote shall be the deciding vote.

Deleted: ¶

Deleted: <#>Executive Committee¶

- 14 -

4. Finance Committee;
5. Governance Committee;
6. Medical Advisory Committee; and
7. Quality Committee.

6.1.2 The composition and terms of reference of the standing Committees shall be set out in a Board policy or schedules or, in the case of the Medical Advisory Committee, in the Medical Staff By-Laws. The Finance Committee's terms of reference shall include responsibility for the activities of the fiscal advisory committee described in Regulation 965 of the Public Hospitals Act. The Quality Committee's terms of reference shall include responsibility for the joint health and safety committee described in Regulation 965 of the Public Hospitals Act. The Terms of Reference for all Committees shall provide for French-speaking representation.

6.1.3 The Board may establish such other Committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such Committees.

6.1.4 Subject to applicable laws, the Board may dissolve any Committee by resolution at any time.

6.1.5 Any member of any Committee shall cease to be a member of that Committee upon Board resolution.

6.1.6 Except for the Executive Committee, the Board may consider the appointment of Committee members who are not Trustees.

6.1.7 Except for the Medical Advisory Committee, the Chair shall be an ex officio voting member of all Committees.

6.1.8 The President and Chief Executive Officer shall be:

1. an ex officio member of the Executive Committee, Compensation and Succession Planning Committee, Finance Committee and Quality Committee, with a vote on advisory matters but without a vote on the Executive Committee or on matters delegated for final disposition to such Committee by the Board; and
2. management resource on the Audit Committee and Governance Committee.

6.1.9 Any member of the Compensation and Succession Planning Committee, Finance Committee or Quality Committee who is an ex officio Trustee or who is an employee or a Medical Staff or Dental Staff member shall have a vote on advisory matters but shall not have a vote on matters delegated for final disposition to such Committee by the Board.

Commented [LS19]: S. Lalonde: ROHCG asked if the Chair counts towards quorum for Committee meetings? As a voting member of Committees, the Chair's position should be included when determining the number of committee members required to establish quorum. Sometimes, a committee's Terms of Reference (ToRs) will provide that a majority of the committee members entitled to vote shall constitute a quorum. The desired quorum for ROHCG Board Committees should be clearly set out in each committee's ToRs.

- 15 -

6.1.10 Each Committee shall have the power to fix quorum at no less than a majority of its members.

6.1.11 Subject to sections 6.1.1 and 6.1.10 and unless established by Board resolution from time to time, the regulations for and procedures at Committee meetings shall be provided in a Board policy or schedules.

SECTION 7 - RESEARCH ETHICS BOARD

7.1 Membership

7.1.1 The Research Ethics Board shall be comprised of a membership representative of the Royal Ottawa Mental Health Centre and Brockville Mental Health Centre sites and a chair appointed by the Board in accordance with written terms of reference consistent with the Tri-Council Policy Statement on Research Involving Humans. The Research Ethics Board shall report to the Board, in writing, in accordance with the said terms of reference.

7.2 Terms of Reference

7.2.1 The functions, duties, responsibilities and powers of the Research Ethics Board shall be provided in its terms of reference.

7.3 Frequency of Meetings

7.3.1 The Research Ethics Board shall meet as prescribed in its terms of reference.

SECTION 8 - VICE PRESIDENT, PATIENT CARE SERVICES, PROFESSIONAL PRACTICE AND CHIEF NURSING EXECUTIVE

8.1 Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive

8.1.1 The President and Chief Executive Officer shall appoint a Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive for the Hospital, who shall report directly to the President and Chief Executive Officer as a member of the senior management committee.

8.1.2 The Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive shall:

1. be accountable for the quality of nursing practice at the Hospital in order to ensure safe, effective, professional nursing care; and
2. provide required professional nursing services in accordance with his or her job description, as from time to time amended.

Commented [LS20]: S. Lalonde: It is not customary to have the REB provided for in By-laws. For flexibility, consider removing from the By-laws and including in the Hospital's standalone Policies for the REB and its related rules and procedures.

- 16 -

SECTION 9 - ~~NURSING STAFF REPRESENTATION~~**9.1 Nursing Participation**

The President and Chief Executive Officer shall from time to time approve a process for the participation of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, nurse managers, staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the appointment of the Vice President, Patient Care Services, Professional Practice and Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President and Chief Executive Officer to have a nurse, staff or professional representation.

9.2 Election of Staff Nurses

9.2.1 There shall be a meeting of the staff Nurses every two years.

9.2.2 Elections ~~of staff Nurses to committees that require nursing participation shall be~~ conducted at each bi-annual meeting of the staff Nurses.

9.2.3. A nominating committee comprised of three staff Nurses shall be elected.

9.2.3 The nominating committee shall, at least 30 days before the bi-annual meeting of the staff Nurses, post a list of the names of those staff Nurses who are nominated to the committees that require nursing participation.

9.2.4 The nominating committee shall call for any further nominations to be made in writing to the chair of the nominating committee within 15 days after the posting of the names referred to in section 9.2.4.

9.2.5 These further nominations shall be signed by two staff Nurses.

9.2.6 These nominations shall be posted alongside the list referred to in section 9.2.4.

9.2.7 All nominees shall have signified in writing on the nomination form, acceptance of the nomination.

9.3 Failure to Elect Staff Nurses and Vacancies

9.3.1 Where the election process for staff Nurses has been carried out and no staff Nurse is elected, then the Board may appoint a staff Nurse to be a member of any committees that require nursing participation.

9.3.2 Where a duly elected staff Nurse resigns his or her seat on a committee, or is unable to complete a term for any reason, then the Board may appoint the staff Nurse with the next highest number of votes, or appoint a staff Nurse to complete the term.

9.4 Appointment of Nurses Who are Managers

Commented [LS21]: S. Lalonde: This entire Section on Nursing Staff Representation is very procedural. For greater flexibility to amend, consider removing this section from the By-laws and adding it to a Policy. To ensure compliance with PHA requirements in respect of By-laws, section 9.1 to 9.4 could be replaced with the following language, which is taken from the OHA Prototype/Model Administrative By-law:

9.1 Nurses and other Staff and Professionals on Committees

The President and Chief Executive Officer shall from time to time approve a process for the participation of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Vice President, QualityPatient Care Services, Professional Practice and Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President and Chief Executive Officer to have a nurse, staff or professional representation.

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

Deleted:

- 17 -

- 9.4.1 The Vice President, Patient Care Services, Professional Practice and Chief Nursing Executive, in consultation with the President and Chief Executive Officer, will determine a mechanism by which the Vice President, Patient Care Services, Professional Practice and Chief Nursing Executive and staff Nurses are appointed to the various committees at the Hospital that require nursing participation.

SECTION 10 - PROCEDURES

10.1 Notice of Meeting

- 10.1.1 The declaration of the President and Chief Executive Officer that notice of a meeting has been given under these By-Laws shall be conclusive evidence of the giving of such notice.

10.2 Questions of Procedure

- 10.2.1 Any questions of procedure at or for any meetings of the Board, of any Committee or of the Corporation, which have not been provided for in these By-Laws or by the Corporations Act shall be determined by the chair of such meeting in accordance with Robert's Rules of Order or such other rules of procedure adopted by Board resolution.

10.3 Errors/Omissions in and Waivers of Notices

- 10.3.1 No accidental error or omission in giving notice for a meeting of the Board, of a Committee or of the Corporation and no error in any notice not affecting the substance thereof shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Trustee, Committee member or Member, as applicable, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat. Attendance and participation at a meeting constitutes waiver of notice.

Moved up [1]: <#>Casting of Votes/Tie Votes at Board Meetings¶

<#>Business arising at any Board meeting shall be decided by a majority of votes. The Chair shall exercise the right to vote at a Board meeting only in the case of an equality of votes, in which case the Chair's vote shall be the deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Trustee present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion or the votes recorded in favour of or against such resolution.¶

SECTION 11 - OFFICERS

11.1 Officers

- 11.1.1 At its first Board meeting following the annual meeting, the Board shall appoint, from among the Elected Trustees, the Chair and up to two Vice Chairs. The Board may also appoint such other officers with such other duties as the Board may, in its discretion, deem necessary. Any officer of the Board shall cease to hold office upon Board resolution.

Deleted: elected

11.2 Terms of Office

- 11.2.1 The Past Chair shall hold office for a one-year renewable term or until a successor is appointed.
- 11.2.2 The Chair shall serve for a three-year non-renewable term, except as otherwise determined by the Board, or until a successor is appointed. If a Trustee assumes the

- 18 -

position of Chair in the ninth year of his or her term as a Trustee, the term of office as a Trustee may be extended by two years to accommodate the Trustee's term of office as Chair, which is three years.

11.2.3 The Vice Chairs shall serve for a one-year renewable term or until their successors are appointed.

11.2.4 Where an officer dies, resigns or becomes incapable of acting, the Board may appoint another in the place of that officer.

SECTION 12 - DUTIES OF OFFICERS

12.1 Duties

12.1.1 Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

12.2 Past Chair

12.2.1 The Past Chair shall perform the duties described in Schedule 12.2.1 and such other duties as may be determined by the Board.

12.3 Chair

12.3.1 The Chair shall perform the duties described in Schedule 12.3.1 and such other duties as may be required by statute or as may from time to time be determined by the Board.

12.4 Vice Chair(s)

12.4.1 The Vice Chair(s) shall perform the duties described in Schedule 12.4.1 and such other duties as may be determined by the Chair or the Board.

12.5 President and Chief Executive Officer

12.5.1 The Board shall appoint a President and Chief Executive Officer in accordance with its approved selection process. The Board may at any time revoke or suspend the appointment of the President and Chief Executive Officer.

12.5.2 The President and Chief Executive Officer shall be ex officio Secretary of the Corporation and ex officio non-voting member of the Medical Advisory Committee. The President and Chief Executive Officer shall perform the duties described in Schedule 12.5.2 and such other duties as may be determined by the Board.

Deleted: ¶

SECTION 13 - PROGRAMS

13.1 Occupational Health and Safety Program

13.1.1 There shall be an occupational health and safety program for the Hospital, which shall include procedures with respect to:

- 19 -

1. a safe and healthy work environment and work practices in the Hospital;
2. the safe use of substances, equipment and medical devices in the Hospital;
3. the prevention of accidents to individuals on the premises of the Hospital; and
4. the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

13.1.2 The President and Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Hospital. The designate shall be responsible to the President and Chief Executive Officer for the implementation of the occupational health and safety program. The President and Chief Executive Officer shall report to the Board as necessary on matters concerning the occupational health and safety program.

13.2 Health Surveillance Program

13.2.1 There shall be a health surveillance program for the Hospital, which shall be in respect of all persons carrying on activities in the Hospital and include a communicable disease surveillance program.

13.2.2 The President and Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Hospital. The designate shall be responsible to the President and Chief Executive Officer for the implementation of the health surveillance program.

The President and Chief Executive Officer shall report to the Board as necessary on matters concerning the health surveillance program.

SECTION 14 - VOLUNTEER ASSOCIATION

14.1.1 The Board may sponsor the formation of the Volunteer Association. The Volunteer Association shall be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients.

14.1.2 The Volunteer Association shall elect its own officers and formulate its own by-laws but at all times the by-laws, objects and activities of the Volunteer Association shall be subject to review and approval of the Board. The Volunteer Association shall report annually to the Board.

14.1.3 The Volunteer Association shall have its financial affairs reviewed by the Corporation's Finance Committee for the purposes of assuring reasonable internal control.

SECTION 15 - RETENTION OF WRITTEN STATEMENTS

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

- 20 -

SECTION 16 - MISCELLANEOUS

16.1 Banking and Borrowing

- 16.1.1 The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.
- 16.1.2 Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:
1. borrow money on the credit of the Corporation;
 2. issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
 3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

16.2 Signing Officers

- 16.2.1 The Board shall by resolution, from time to time, designate the signing officers of the Corporation and the limits of their authority.

16.3 Auditor

- 16.3.1 The Members shall at each annual meeting appoint an auditor, who shall not be a Trustee, officer or employee of the Corporation or a partner or employee of any such person and who is duly licensed under the Public Accounting Act, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor.
- 16.3.2 The auditor shall perform the audit function as prescribed by law, report at the annual meeting of Members and from time to time report through the Audit Committee to the Board on audit work with any necessary recommendations. The Board shall fix the remuneration of the auditor.

Deleted: the Corporation

16.4 Investments

- 16.4.1 The Board may invest in any investments that are authorized by the Corporation's investment policies.

16.5 Notice

- 16.5.1 Except as otherwise specifically provided, any notice required or permitted to be given hereunder shall be in writing and shall be sufficiently given if hand delivered or sent by

- 21 -

prepaid regular mail or by facsimile transmission or by email addressed to the applicable party at the address or fax number or email address of that party as set out in the records of the Corporation, or to such other address or fax number or email address as the party may advise from time to time in writing or by electronic text.

16.5.2 Any notice shall be deemed to have been received by the parties (a) if hand delivered, on the date of delivery, or (b) if sent by facsimile or by email, on the next business day following the date of transmission, or (c) if mailed, on the third business day following the date of mailing. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting, the date of giving the notice shall be excluded and the date of the meeting shall be included.

16.6 Financial Year

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

Commented [LS22]: S. Lalonde: For ease of reference, we suggest stating that the year end in March 31, but leaving in the flexibility of the Board to change it or changes required by the PHA. We also moved the "Financial Year" provision out of the "Meeting of Members" section and placed here, where it seems more appropriate.

SECTION 17 - BY-LAW AMENDMENTS

17.1 Amendments to By-Laws

17.1.1 The Board may pass or amend the By-Laws of the Corporation from time to time.

17.1.2 Where it is intended to pass or amend the By-Laws at a Board meeting, the Secretary shall send notice of such intention to each Trustee not less than five days before the meeting.

17.1.3 Where the notice of intention is not sent as provided in section 17.1.2, the Board may waive the notice period by unanimous decision.

17.1.4 A By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.

17.1.5 A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next meeting of Members called for that purpose. The notice of such meeting shall refer to the By-Law or amendment to be presented.

Deleted: annual meeting or to a special general meeting of the Corporation

Deleted: annual meeting or special general

17.1.6 The Members at the annual meeting or special general meeting may confirm the By-Law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended.

17.1.7 Any rejection, amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this section, shall not invalidate any act done or right acquired under any such By-Law prior to its rejection, amendment or refusal to approve.

- 22 -

17.1.8 The Board may amend any schedule to the By-Laws from time to time and such amendment shall not be subject to approval by the Members.

119563525:v2

AUDIT Committee Terms of Reference

TITLE: ROHCG BOARD COMMITTEES
SECTION: Audit Committee Terms of Reference
NO: ROHCG Schedules Section 6.1.1
**Issued and
Approved By:**
ROHCG Board of Trustees
APPROVAL DATE : 23/02/12
Date Initially Issued: 18/06/08
**Date Reviewed: 2019-03-19
2018-01-25**
**Date Revised: 2019-03-28
2018-01-25**
Role

The committee's role is to oversee the audit functions of the Board.

Responsibilities

1. to approve the scope of the audit work;
2. to review annually and discuss the external auditor's written report and address all factors that might impact on the auditor's independence;
3. to review the external auditor's performance from time to time;
4. to meet privately with the auditors and management to assess their working relationship;
5. to recommend the removal of the external auditors if so required;
6. to review areas of high exposure on a regular periodic basis including, but not limited to the following:
 - a) revenue recognition, accounting policies, off-balance sheet financing, special purpose vehicles, related party transactions, valuation of inventory and the taking of specific provisions or charges; and
 - b) the Financial Risk Register, which covers risks related to Finance Department staffing, regulatory reporting, control over assets and funding
7. to report to the Board following discussions with the external auditor and management and its own deliberations with respect to the draft annual financial statements of the ROHCG on the following:
 - a) compliance with generally accepted accounting principles and with presentation and disclosure standards;

AUDIT Committee Terms of Reference

	c) significant management judgment or estimates within the financial statements and the underlying assumptions contained within such judgments.
Membership & Voting	<u>Voting members of Committee</u> a) Chair of the Finance Committee; b) one other independent ROHCG trustee with accounting or related financial expertise evidenced by an accounting designation or equivalent ; and c) <u>a minimum of</u> four other independent ROHCG trustees.
	<u>Non-Voting Members of Committee</u> a) the President and Chief Executive Officer, as a management resource.
Chair	The Audit Committee shall have the same chair as the Finance Committee.
Appointment of delegates	N/A
Frequency of Meetings	The Audit Committee will hold a minimum of two meetings each year at the call of the Chair.
Quorum	The quorum for the Audit Committee shall be 51% of its voting members. The Quorum for the Audit Committee must include at least one of its members who have an accounting designation or related financial expertise.
Resources	The ROHCG Chief Executive Officer will identify staff member(s) to act as resources to the Committee.
	One staff member will be identified as the Committee Secretary.

AUDIT Committee Terms of Reference

Reporting

The Audit Committee shall report to the ROHCG Board of Trustees.

ROHCG - Finance Committee Workplan 2020-21

Item	Sep 10	Nov 19	Jan 21	Mar 11	May 20
Review of Terms of Reference	X				
Operating/Capital Budget <ul style="list-style-type: none"> Review and recommend for approval of operating budget for the next fiscal year Review any resource allocation implications Identify and assess associated risks to organization of budget plans and assumptions. Compare resources to those required to meet needs and achieve the strategic goals and objectives. Review options if insufficient resources to meet strategic goals and objectives. Consider any ethical, value, social costs and benefits and the potential impact on quality and safety. Review consequences and impact of changing service levels. Identify opportunities for improvement and monitor actions. Review and recommend for approval the Capital Project Budgets 			X		
Review and recommend for approval the HSAA, LSAA and MSAA for next fiscal year <ul style="list-style-type: none"> Update on consultation with LHIN to confirm the organization's mandate and core services Confirm LHIN mandated performance targets (financial, volume and other) Clarification of shared decision-making with the government and funding authority 				X	
Review interim financial statements	X	X	X	X	X
Review of financial domain of Strategic Plan Balanced Scorecard	X		X		X
Review insurance coverage	X				
Review of corporate Procurement Policy				X	
Report on Consultant contracts and sole source purchases		X			X
Review of effectiveness of risk management strategy for interest rate fluctuation. (Interest Rate Derivative Agreement)					X
Review and recommend on policy issues with respect to personnel,		X			

facility planning and information services, as necessary.					
Investment Performance Review <ul style="list-style-type: none"> Review and recommend investment strategies for all investment portfolios 	X		X	X	X
Report of activity of Fiscal Advisory Committee					X
Cyber Security (standing item per June 2017 Board Meeting)	X		X		
Review of Integrated Risk Management Tool		X	X	X	X
Review of Internal Controls			X		
Review of Multi Year Budget (as required)			X		
Review PET/MRI Concepts Standing item until completion	X				X
Legal Case – B. Clarke – Update Standing item until completion	X	X	X	X	X
Cyber risk tracking update (Quarterly)	X	X	X	X	X

Briefing Note

To: Governance Committee	Date: March 2, 2021
From: Catherine Coulter	Prepared By: Patricia Robb
CC to:	
Subject: Research Ethics Board Matters Reporting	

Purpose (mark an X beside the appropriate choice)

For approval	X	For Information		For Discussion	X	Other	
--------------	---	-----------------	--	----------------	---	-------	--

Issue:

The Governance Committee have an action from last year to re-evaluate whether it continues to make sense for the Research Ethics Board (REB) to report through the Quality Committee.

Background:

At the March 20, 2020 Governance Committee meeting it was agreed that the REB matters would go through the Quality Committee and then reported to the Board. This was to be re-evaluated after a year to see if it still fits or whether it should go to another Committee.

March 10, 2020		
The REB matters will go through the Quality Committee and then will be reported to the Board. This will be reviewed after a year to see if it fits or whether it should go to another Committee.	C. Coulter to advise L. Lewis	COMPLETED March 26, 2020 <i>For review after a year - March 9, 2021</i>

Discussion:

After connecting by email with the Chair of the Quality Committee about this matter, he recommended that since the meeting on March 1, 2021 was the first time that an REB representative attended at the meeting to provide a report that the assessment period should be extended for an additional year.

Please see the email correspondence below:

From: LEWIS LEIKIN <drleikin@rogers.com>

Sent: Tuesday, March 2, 2021 7:46 AM

To: Coulter, Catherine <catherine.coulter@dentons.com>

Cc: Patricia Robb <Patricia.Robb@theroyal.ca>

Subject: Re: Governance Committee question arising out of Quality Committee meeting

Hi Catherine

...

My first thought about the governance of REB is to extend the assessment period at the Quality ctee for one more year

Last night at the Quality meeting was actually the very first time we have met a representative, and received a report from them

It went well, but hardly enough exposure to assess fit

Happy to chat if needed

Cheers

Lewis

Lewis Leikin

Sent from my iPhone

On Mar 2, 2021, at 7:16 AM, Coulter, Catherine <catherine.coulter@dentons.com> wrote:

Hi Lewis. ...

I understand from Pat, who keeps us all super well organized, that the Quality Committee had a meeting yesterday. The Governance Committee is meeting early next week.

One of the things that we're supposed to review is whether it continues to make sense for Research Ethics Board reporting to go through the Quality Committee. As per Pat's notes below, when that was agreed to last year, it was to be looked at after a year to see whether that continues to make the most sense. Was any of this discussed at yesterday's meeting and what's the committee's view on where REB should be reporting to? If it would be easier to chat, you can give me a call today at your convenience, at XXX.

Thanks!

Catherine