



**NOTICE OF MEETING**  
**ROYAL OTTAWA HEALTH CARE GROUP**  
**GOVERNANCE COMMITTEE**  
**March 10, 2020 at 4:30 p.m.**  
**Royal Ottawa Mental Health Centre**  
**Executive Boardroom 2426-1**  
**Teleconference Dial-In: 1-888-875-1833 Passcode:**  
**926707277#**

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

Time (min)	#	ITEM	REFERENCE	RESONSIBILITY	STATUS	
05	1.	CALL TO ORDER		C. Coulter	○	IN
02	2.	ACCEPTANCE OF AGENDA	a) Acceptance of Agenda	All	●	DEC
03		APPROVAL OF PREVIOUS MINUTES	b) Approval of Previous Minutes	All	●	DEC
06	3.	BUSINESS ARISING FROM PREVIOUS MINUTES	Review of Action Items	C. Coulter	○●	IN
10	4.	DECISION/ INFORMATION ITEMS	a) Research Ethics Board (REB) Terms of Reference	J. Bezzubetz F. Dzierszynski	**●	GUID
			- Chair of REB			
			- Regular REB Reporting to Board			
05			b) IMHR By-laws	J. Bezzubetz	○●	IN
10			c) Board Membership and Committees of the Board			
			i. Board and Committee Membership Status Report	A. Graham	○●	IN
			ii. Extension of Board Membership - J. Charette	S. McLean	○●	IN
			iii. Term of <i>ex-officio</i> University of Ottawa Position	C. Coulter	○●	IN
			iv. Board Recruitment Update	C. Coulter	○	IN
			v. Patient Representation on the Board	C. Coulter	○●	DISC
05			d) Skills Matrix Review	C. Coulter	○●	IN
05			e) Board Development Days Planning	C. Coulter A. Graham J. Bezzubetz	○	DISC
02			f) Mini- Series Presentations to the Board	A. Graham J. Bezzubetz	○	IN

03			<b>g) Professional Development Reports</b> <ul style="list-style-type: none"> <li>- S. Squire, Let's talk Cyber Issues and the Audit Committee Perspective, February 13, 2020</li> <li>- A. Graham, OHA Webinar: Advocacy for Action, February 11, 2020</li> </ul>	C. Coulter	○●	IN
02	5.	<b>NEW BUSINESS</b> <i>(if any)</i>		C. Coulter		
02	6.	<b>ADJOURNMENT</b>	Next Meeting: May 21, 2020	C. Coulter	●	DEC

C. Coulter, Chair

RSVP to [patricia.robb@theroyal.ca](mailto:patricia.robb@theroyal.ca)



**MINUTES**  
**ROYAL OTTAWA HEALTH CARE GROUP**  
**GOVERNANCE COMMITTEE**  
**January 23, 2020 at 4:30 p.m.**  
**Royal Ottawa Mental Health Centre**  
**Executive Boardroom 2426-1**  
**Teleconference Dial-In: 1-888-875-1833 Passcode:**  
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Trustees	Present	Regrets	Trustees	Present	Regrets
C. Coulter, Chair	X		J. Charette	X	
S. Squire, Vice Chair	X		I. Levy	X	
D. Somppi		X	A. Graham	X	
			S. McLean		X
<b>Management Staff</b>					
J. Bezzubetz	X		P. Robb	X	
F. Dziersinski	X				

#	ITEM	REFERENCE	ACTION
1.	<b>CALL TO ORDER</b>	<p>C. Coulter, Governance Committee Chair, called the meeting to order at 4:39 p.m. and declared the meeting to have been regularly called and properly constituted for the transaction of business. Committee members were welcomed. J. Charette was also welcomed as this was her first in-person Committee meeting since she moved to the UK.</p> <p>The meeting was opened by acknowledging that the land on which we gather is the traditional and unceded territory of the Algonquin nation.</p>	
2.	<b>ACCEPTANCE OF AGENDA</b>	<p>Acceptance of Agenda of January 23, 2020.</p> <p>Moved by S. Squire and seconded by J. Charette</p> <p><b>BE IT RESOLVED THAT</b> the Agenda for January 23, 2020 be accepted, as presented.</p> <p style="text-align: right;"><b>CARRIED</b></p>	
	<b>APPROVAL OF PREVIOUS MINUTES</b>	<p>Approval of October 2, 2019 Minutes</p> <p>Moved by J. Charette and seconded by I. Levy</p> <p><b>BE IT RESOLVED THAT</b> the minutes of October 2, 2019 be approved, as presented.</p> <p style="text-align: right;"><b>CARRIED</b></p>	
3.	<b>BUSINESS ARISING FROM PREVIOUS MINUTES</b>	<p>The action items were reviewed and updated.</p>	

4.	DECISION/ INFORMATION ITEMS	a) Committee Terms of Reference	
		<p>The Terms of Reference of the Quality and Innovation Committees were reviewed at the last Governance Committee meeting and some suggested changes were sent back to each of the Committees. The Quality and Innovation Committees reviewed the changes and made further revisions and are recommending the Terms of Reference for approval. A small typo was noted on the Innovation Committee Terms of Reference and was corrected.</p> <p>The Terms of Reference for the Quality and Innovation Committees will now be forwarded to the Board of Trustees for final approval.</p> <p>Moved by I. Levy and seconded by S. Squire</p> <p><b>BE IT RESOLVED THAT</b> the Quality Committee Terms of Reference be approved as presented and brought forward to the Board of Trustees for final approval. <b>CARRIED</b></p> <p>Moved by J. Charette and seconded by A. Graham</p> <p><b>BE IT RESOLVED THAT</b> the Innovation Committee Terms of Reference be approved as amended and brought forward to the Board of Trustees for approval. <b>CARRIED</b></p>	
		<b>b) Research Ethics Board (REB) – J. Bezzubetz, F. Dziersinski</b>	
		<p>J. Bezzubetz provided a background on this item. She noted that there will be an upcoming discussion regarding the Chair of the REB, but for this meeting we are only looking at the Terms of Reference. A lot of work has been done in reviewing REBs at other institutions so a comparison could be made with ours. The briefing note that was included in the meeting package was revised and handed out at the meeting. The changes were highlighted in the Terms of Reference and F. Dziersinski provided a summary of the main changes. A copy is attached to these minutes.</p> <p>Discussion ensued and a question was raised about how many times the chair and members can be renewed. F. Dziersinski and J. Bezzubetz will look at what other institutions are doing and incorporate that change to the Terms of Reference for consideration.</p> <p>Other suggested changes were as follows:</p>	<p>J. Bezzubetz</p> <p>F. Dziersinski J. Bezzubetz</p>



		<ul style="list-style-type: none"> <li>- To add language about French language. P. Robb will send language to F. Dziersinski that is used in the ROHCG Board Committee Terms of Reference</li> <li>- To add language about meeting electronically so the Board is not restricted to face-to-face meetings only. P. Robb will send language to F. Dziersinski from the ROHCG By-laws</li> <li>- To add language about ongoing oversight and conduct and include language about audit activities.</li> <li>- A minor grammatical change was made to indicate that meetings will be held on a monthly basis <b>and additionally</b> at the call of the Chair</li> </ul> <p>F. Dziersinski is to incorporate these changes into a revised Terms of Reference.</p> <p>At this time it was agreed that it was premature to vote until the requested additional changes were made. Once changes have been made, the Terms of Reference are to come back to this Committee for an e-vote with the intention of approving it before the February 2020 Board meeting.</p> <p>A Committee member requested that guidelines for e-votes be added to a future Committee agenda.</p>	<p>P. Robb</p> <p>P. Robb</p> <p>F. Dziersinski</p> <p>F. Dziersinski P. Robb</p> <p>P. Robb</p>
		<b>c) Past Chair Role</b>	
		<p>At the last Committee meeting, the issue of the current role of the Past Chair was tabled as there was some confusion about it. Portions of the By-laws relating to the role of the Past Chair were included in the meeting package for background information.</p> <p>A concern was raised whether removing the Past Chair as a voting member of the Governance Committee would affect quorum. After discussion, it was agreed to leave the Past Chair's role as is for now. The matter of whether it would affect quorum will be looked into, but the Committee agreed that the Past Chair adds value in terms of history and from time to time is needed in terms of a vote.</p> <p>Moved by I. Levy and seconded by A. Graham</p> <p><b>BE IT RESOLVED THAT</b> the role of the Past Chair remain as is in the By-laws (no vote at Board meetings) and in the Governance Committee Terms of Reference (a vote is allowed at Governance Committee meetings). <b>CARRIED</b></p>	<p>P. Robb</p>
		<b>d) Board and Committee Positions – C. Coulter</b>	
		<b>i. Skills Matrix Review</b>	

		A Skills Matrix document with proposed changes was included in the meeting package for the review of the Committee. The proposed changes were reviewed along with a document describing the changes. It was noted that some of the items listed on the document are very operational and others strategic. This item will be reviewed again at the next meeting.	P. Robb
		<b>ii. Process for Board Membership Across the Three Organizations – C. Coulter</b>	
		<p>A meeting was organized last week involving the three Board Governance Chairs regarding recruitment. There is a process in place where the three Governance chairs meet for this purpose twice a year, but the Committee decided that once a year would be sufficient. Unfortunately, the IMHR Board was not represented at this meeting due to a last-minute conflict.</p> <p>A request was made to the Governance Committee to interview G. Brimacombe, who sent in an application and CV after our current interview process was over. This item will be considered later in the agenda under New Board Trustee Recommendation.</p>	
		<b>iii. Committee Membership</b>	
		<p>The purpose of this item was to discuss whether it would be beneficial to appoint potential candidates to Committees prior to approving them as Board members. This was seen as an opportunity to gain experience, know The Royal better and for the Board to know them. After discussion, it was agreed that rather than this, all new Board members will 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> <p>A copy of the current Board Committee membership was included in the meeting package.</p>	P. Robb
		<b>iv. University of Ottawa Vacant Position – Dr. Nyman – C. Coulter</b>	
		<p>An excerpt from the By-laws regarding the current status of the University of Ottawa position was included in the meeting package along with an environmental scan of CAHO members showing what their practices are in regards to the University position on their Boards. Dr. Nyman's bio was also included in the meeting package.</p> <p>The previous incumbent had indicated that she found it was a conflict serving the Board and the University and felt this should be a non-voting position and the By-laws were to be adjusted a few years ago to reflect this. In the meantime, a meeting was set up with Dr. Nyman who was seen as a great fit for the Board, but she requested</p>	

		<p>this be a voting position and felt she could handle wearing the two hats.</p> <p>The Chair noted that S. McLean relayed a caution to pass onto the Committee that the decision should not be made based on an individual, but rather on the position. This advice was taken into consideration.</p> <p>After discussion, the Committee agreed that as long as it is made clear what the expectations are with a voting position, the recommendation would be that Dr. Nyman be appointed to the University of Ottawa position on the Board of Trustees and that the By-laws be changed to make this a voting position. In the meantime, P. Robb will check the By-laws to see what it says about the timing to appoint members, but the intention will be that this be brought to the February 2020 Board meeting for approval. The Board Chair will advise Dr. Nyman of this outcome.</p> <p>Dr. Nyman is to be invited to attend the February meeting, but will be asked to leave for the vote on this matter.</p> <p>Moved by C. Coulter and seconded by J. Charette</p> <p><b>BE IT RESOLVED THAT</b> Dr. Nyman be recommended for appointment to the Board as the University ex-officio representative as of February 2020.</p> <p style="text-align: right;"><b>CARRIED</b></p> <p><b>BE IT RESOLVED THAT</b> the By-laws be amended to show that the University ex-officio Board member position is a voting member.</p> <p style="text-align: right;"><b>CARRIED</b></p>	<p>A. Graham P. Robb</p> <p>P. Robb</p>
		<p><b>v. New Board Trustee Recommendation – C. Coulter</b></p>	
		<p>The Application and CVs of the five candidates who were interviewed over the past two months were included in the meeting package. The candidate qualifications were reviewed with the Committee and although all the candidates had excellent qualifications, two stood out and were noted to be of interest. In the meantime, a further application was received and a request was made from the three Governance Chairs' meeting that this Committee interview him before a final decision is made.</p> <p>There was a brief discussion about Board size. The current by-laws indicate that the Board is composed of 13 members, but the by-laws could be changed if there was a decision to have a larger Board. A. Graham also indicated that she will be having discussions with present Trustees to see who is interested in continuing on the Board next year. The size of the Board will depend on everyone's intentions.</p>	

		<p>In this round of interviews it was made clear to the candidates that a decision would not be made before the June AGM so there was time for the Committee to consider all these matters.</p> <p>Discussion ensued and it was agreed that an interview should be set up with G. Brimacombe and 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 meeting.</p>	<p>P. Robb C. Coulter A. Graham I. Levy</p>
		<b>e) Board Self-Assessment Results - C. Coulter</b>	
		<p>A copy of the Self-Assessment Board Report was included in the meeting package. Also included was a Summary Report and Governance Action Plan Handbook. It was noted that there was 100% participation by Board members.</p> <p>Discussion ensued. The results will be shared at the Board meeting in February and C. Coulter or A. Graham will speak to it and open it up for conversation.</p> <p>This item will be put on the February 20, 2020 Board Restricted Session agenda to allow for open discussion.</p>	<p>C. Coulter or A. Graham</p> <p>P. Robb</p>
		<b>i. Board Chair Assessment</b>	
		<p>The Chair assessment will begin in April 2020. A copy of the survey questions from last year's survey were included in the meeting package and after considering them it was agreed that the same questions would be used.</p>	P. Robb
		<b>f) President &amp; CEO and Chief of Staff's Performance Evaluation Process Document – C. Coulter</b>	
		<p>The President &amp; CEO and Chief of Staff's Performance Evaluation Process document was included in the meeting package. This document was reviewed at an in-camera session of the December 12, 2019 Board of Trustees' meeting. The Board requested that the document be returned to this Committee to discuss moving dates/processes back closer to the start of the fiscal year so that the Board is not left approving the objectives two to three months into the fiscal year. The Board also wanted the Committee to consider adding language so that any new objectives could be inserted mid-year if they were material.</p> <p>After discussion, the Committee decided to leave the timing of the meetings as is since dates had already been added for an earlier Compensation &amp; Succession Planning Committee and a special Board meeting in</p>	

		<p>early June for this purpose. As for the matter of the objectives, the Committee recommended that the objectives only be reviewed annually, so this change was not made.</p> <p>It was also noted that the Compensation &amp; Succession Planning Committee minutes are now included in the in-camera Board package for transparency purposes and to provide a background on how the decisions were made. It was felt that this should alleviate any concerns the Board may have about the process.</p>	
		<b>g) Committee Size – C. Coulter</b>	
		<p>This item was brought forward by L. Leikin for a discussion about optimal Committee size and whether members should be on multiple Committees and, if so, how many would constitute a maximum number, including staff. This arose out of a concern that the Quality Committee was quite large. It was noted that a number of spots on the Quality Committee are ex-officio members and are required under legislation, or a staff member is needed to provide full information to the Committee to make decisions. After discussion, the Committee agreed that a request should be made to L. Leikin to put forth a recommendation for the Quality Committee specifically. The Committee felt the other Committees were at an appropriate size.</p> <p>A copy of the Committee membership from each of the Terms of References was included in the meeting package.</p>	C. Coulter
		<b>h) Board Membership Terms - C. Coulter</b>	
		The Board Membership Term document was updated to show that A. Graham's term as Chair has been extended and was included in the meeting package.	
		<b>i. Process for Board Vacancies</b>	
		<p>At the December 12, 2019 Board of Trustees' meeting, the Board asked the Governance Committee to take a further look at the Governance Committee Terms of Reference to see whether language should be included around a more formal process to report to the Board about vacancies before candidate interviews began.</p> <p>Following this request, an email was sent to the Board reminding them that an email had been sent after the May 14, 2019 Governance Committee meeting, which identified that there would be a vacant position once S. McLean ended his term, and requesting Trustees to use their networks to see if there were any potential candidates they were aware of who might align with the Board's skills matrix, which was attached to the email. Two Trustees forwarded names for consideration and both of these candidates were included in the interviews.</p>	

		<p>A. Graham indicated that when she calls Trustees about their interest on the Board, she will bring this up in the conversations to see if there are any other concerns, but in the meantime, the Committee felt this matter had been resolved and no further language was required on the Governance Committee Terms of Reference.</p> <p>A copy of the Governance Committee Terms of Reference was included in the meeting package.</p>	
		<p><b>ii. Disclosing Potential Board Candidate Names in the Minutes</b></p>	
		<p>An issue was raised by D. Somppi prior to this meeting and via email about whether the names of interested candidates for vacant Board positions should be included in the Governance Committee minutes. At that time, it was agreed that this should come back to the Governance Committee for review.</p> <p>The Committee discussed the matter, but it was agreed that since the minutes are not available outside of the Board and Senior Management Team, it should be left as is because it is important to document the steps taken about who was interviewed. For good practice, however, a box will be added to the web application form regarding consent, to identify candidates publicly by name.</p>	P. Robb
		<p><b>i) Board Development Days Survey Results - C. Coulter</b></p>	
		<p>A copy of the survey results from the 2019 Board Development Days was included in the meeting package.</p> <p>A. Graham provided a summary as follows:</p> <ul style="list-style-type: none"> <li>- One of the themes noted was that the Boards wanted more time to spend getting to know each other (networking opportunity)</li> <li>- The indigenous ceremony was an overwhelming success</li> <li>- There was some repetition on the governance presentation, but the discussions were worthwhile</li> <li>- The general feeling for next years' Board Development Days was a desire to have more input to the strategic plan</li> <li>- The date for the next Board Development days has been changed and will not fall on Hallowe'en as in previous years</li> </ul> <p>All these suggestions will be taken into consideration when planning for next years' event. Board members who are interested will be asked to help plan the agenda. A suggestion made for a future agenda was 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.</p> <p>This item will be put on the February 20, 2020 Board Restricted Session agenda to allow for open discussion.</p>	<p>A. Graham J. Bezzubetz</p> <p>P. Robb</p>

		<b>j) Role of Client and Family Representatives Attending Board Meetings and Receiving Full Board Packages– C. Coulter</b>	
		<p>This item was deferred from the October 2, 2019 Committee meeting. This discussion arose following a question at the September Board meeting about the role of the Chairs of the Client and Family Advisory Councils at the Board table. An environmental scan of a few local hospitals, including the Ottawa Hospital, was included in the meeting package and showed there were no Client and Family Advisory Council representatives on their Boards.</p> <p>Discussion ensued. It was agreed that since there is no control over who the representatives are on the Family and Client Advisory Councils, and because they do not go through the same vetting process the Board does and the Board does not have any say over who is appointed, that they will be welcomed at the Board table as contributors, but a change will not be made to the By-laws to add them as members. The current practice of providing them with a copy of the agenda and not the full Board package will also continue as is as per policy.</p> <p>A copy of the Corporate policy for Board meetings was included in the meeting package, which indicated that agenda packages are to be distributed to Board members and the Senior Management Team members only.</p>	P. Robb
		<b>k) Board Communication - C. Coulter</b>	
		<p>Dr. T. Lau, an ex-officio member of the Board of Trustees, has asked if he can have access to email the Board directly. The Royal currently has restrictions on who can communicate directly with the Board of Trustees, with only the President &amp; CEO, Chief of Staff (since he now reports directly to the Board), and the admin support to the Board having access. This is an internal restriction put on by the IT Department and is common practice in many organizations in order to give the CEO more control over what is sent to the Board.</p> <p>There was discussion and it was determined that since this is an operational question, J. Bezzubetz is to discuss it with the executive team and make a decision. The Committee did indicate, however, that the Board does not want to signal that they are inaccessible.</p>	J. Bezzubetz
		<b>l) 2020 - 2021 Board and Committee meeting dates – C. Coulter</b>	
		A copy of a proposed Board and Committee meeting schedule for 2020-2021 was included in the meeting package for review and approval by the Committee. On review, the dates looked fine, but this will now be brought to the February 2020 Board meeting for their review and approval so no religious holidays or other potential	P. Robb



		<p>conflicts are missed. Meeting requests will then be sent to secure the dates in the Trustees' calendars.</p> <p>Once confirmed, the schedule will also be sent to the IMHR and Foundation Boards for their information.</p>	P. Robb
5.	<b>NEW BUSINESS</b>	<p>J. Bezzubetz introduced the idea of adding corporate counsel as a participant at the Board meetings. She thought it would add a degree of confidence to all Board members and wanted to move ahead and introduce this to the Board.</p> <p>After discussion, the Committee agreed that a corporate counsel could be a support to the Board, but it might raise questions since the Board has not identified any problems. J. Bezzubetz is to take this feedback into consideration.</p>	J. Bezzubetz
6.	<b>ADJOURNMENT</b>	<p><b>Next Meeting: March 10, 2020</b></p> <p>There being no further business, the meeting was adjourned at 6:52 p.m.</p>	
<div> <div>C. Coulter Chair</div> <div>J. Bezzubetz Secretary, Board of Trustees</div> </div>			



## Governance Meeting Action Items

Action Item	Individual Responsible	Status
<b>January 23, 2020</b>		
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.	J. Bezzubetz F. Dzierzinski	March 10, 2020
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.	F. Dzierzinski P. Robb	COMPLETED For Approval before February 20, 2020 Board meeting
To draft guidelines for e-votes and add to a future Committee agenda.	P. Robb	
To check the By-laws to see if the Past Chair counts for quorum and let the Chair know.	P. Robb	
The Skills Matrix document to be reviewed again at the next meeting.	P. Robb	March 10, 2020
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	
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.	P. Robb	IN PROGRESS
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 meeting.	P. Robb C. Coulter I. Levy A. Graham	
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	April 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	
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	
<b>October 2, 2019</b>		
To add the issue of the role of the Past Chair on the next agenda for a fuller discussion and a decision.	P. Robb	January 23, 2020
To add acknowledgement that this is unceded Algonquin territory to Board meeting agendas.	P. Robb	COMPLETED and ONGOING
The Board Development Days agenda is to be sent to Trustees to highlight that it is two full days of meetings unlike previous years. The agenda will also be sent to the IMHR and Foundation Boards. Trustees will be encouraged to dress comfortably.	P. Robb	COMPLETED P. Robb Also sent to J. Scully and M. Prince to pass along to their respective Boards
C. Coulter will communicate to Board members before Tuesday's Accreditation meeting regarding individual board member performances and about the OHA self-assessments tool.	C. Coulter	COMPLETED C. Coulter sent email to Board
To proceed with OHA self assessment tool.	C. Coulter J. Bezzubetz P. Robb	COMPLETED Report back January 23, 2020
To reiterate process for Committee Membership and Officer selections.	A. Graham	In-camera December 12, 2019 Board meeting
To check with the Ottawa Hospital about why their University of Ottawa candidate is non-voting and then circle back to the Governance Committee for a decision. Also, reach out to CAMH and CAHO to see what their practices are. Pending discovery of some	J. Bezzubetz	COMPLETED Report back January 23, 2020

compelling reason, the Committee deferred to the Chair and CEO to make a provisional recommendation to make the by-law change so we can proceed with a decision.		
To reach out to Dr. Nyman to provide a status.	A. Graham	COMPLETED
Interviews for the vacant Board position will be set up by P. Robb for all three candidates. They will meet for an informal breakfast or lunch based on their availability. The meeting will be with C. Coulter, A. Graham, I. Levy and J. Bezzubetz. A. Graham will not attend the meeting with S. Devlin due to her working relationship with her.	P. Robb	COMPLETED See action from January 23, 2020 meeting above
Client and Family Representatives Attending Board Meetings and Receiving Full Board Package	P. Robb	COMPLETED January 23, 2020 Policy regarding Board packages to be included in meeting package
Skills Matrix Review	P. Robb	COMPLETED January 23, 2020
The Compensation & Succession Planning Committee Terms of Reference were also included in the meeting package. There was a discrepancy noted in Responsibility #5 as it only refers to the President & CEO in regard to acting as the Search and Selection Committee. This will be returned to the Compensation & Succession Planning Committee to consider whether the Chief of Staff/Psychiatrist-in-Chief should be added. In the meantime, J. Bezzubetz and P. Robb will check into the ROHCG by-laws and <i>Public Hospitals Act</i> to see if there is guidance about this.	J. Bezzubetz P. Robb  P. Robb	COMPLETED ROHCG By-laws and <i>Public Hospitals Act</i> check  To add to Compensation & Succession Planning Committee meeting on November 20, 2019
The process for the performance appraisal of the President & Chief Executive Officer and Chief of Staff was reviewed and was agreed to with a small change in language, and under June the order of 2 and 3 will be switched.	P. Robb	COMPLETED November 20, 2019
The Governance Committee concurred with the changes to the Innovation Committee Terms of Reference, but noted a small grammar change in the Role section. This will be track changed and sent back to the Committee for information.	P. Robb	COMPLETED Sent to N. Bhargava for information.  Will add to next Innovation Committee agenda for information and to December 12, 2019 Board meeting for approval.
The Finance Committee will be informed that their change from French-speaking to francophone was discussed and it was agreed for consistency with the ROHCG By-laws that it should remain as French-speaking.	C. Coulter	COMPLETED C. Coulter emailed J. Gallant and advised her P. Robb emailed C. Crocker and D. Bilodeau
A question arose at the last Board meeting about the	J. Bezzubetz P. Robb	COMPLETED

the Chairs of the Client Advisory Council and the Family Advisory Council being non-voting members of the Quality Committee. There was discussion whether they should automatically be appointed as non-voting members. J. Bezzubetz will look at how other organizations handle this and report back to the Committee. The Quality Committee will then consider the matter and if it chooses to make a change to their Terms of Reference, it will then come back to the Governance Committee and then to the full Board for approval. This information will be passed back to the Quality Committee.	C. Coulter	J. Bezzubetz/P. Robb checked with other organizations and sent findings to C. Coulter and S. Squire  COMPLETED C. Coulter advised L. Leikin  To put on agenda for information at December 2, 2019 Quality Committee meeting
It was recommended that a statement be made that both the Quality and Finance Committees are empowered to recommend changes to the Integrated Risk Management Framework and that each Committee ensures it makes it to the Board at the earliest opportunity. This will be reported back to the Quality Committee and they can bring to the Board in December that this is where we ended up on this issue.	C. Coulter	COMPLETED December 2, 2019 Quality Committee meeting and then to December 12, 2019 Board meeting for information
To check the by-laws for the reference about the Chair of the Board of Trustees' attendance at Committee meetings and about the Chair of the Committees voting at Committee meetings and report back to this Committee.	P. Robb	COMPLETED Email sent to Governance Committee following meeting
To prepare language about extending Board membership in certain circumstances. In particular, J. Charette's term will be considered. This will be brought back to this Committee with appropriate language to discuss and then determine if it needs to be brought to the full Board.	S. McLean	IN PROGRESS <del>January 23, 2020</del> Deferred to March 10, 2020
The requirement for a report from Trustees following attendance at any Board sponsored events will be brought to the Board's attention at their December 2019 meeting	A. Graham	COMPLETED December 12, 2019 Board meeting
<b>May 14, 2019</b>		
To add a follow up item regarding off-line conversations to the June 20, 2019, Board of Trustees' agenda for their consideration regarding capturing the information flow and staff section that was covered in J. Charette's document as a norm or rule.	P. Robb	COMPLETED
To appoint a new Board member by the AGM meeting in June 2019. This will require identifying candidates, setting up the interviews and recommending potential candidates to the Board for approval.	P. Robb	<del>October 2, 2019</del> <del>January 23, 2020</del> See action from January 23, 2020 meeting above

<p>To arrange Educational Session on Indigenous Training at October 31/November 1, 2019 Board Development Days and arrange an Indigenous meal at the December 12, 2019 Board of Trustees' meeting.</p>	<p>P. Robb</p>	<p>COMPLETED September 26, 2019 – HIROC October 31, 2019 – Board Development Days – Indigenous Blanket Ceremony COMPLETED December 12, 2019 Board meeting – Indigenous menu</p>
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## Briefing Note

<b>To: Governance Committee</b>	<b>Date: March 10, 2020</b>
<b>From: C. Coulter</b>	<b>Prepared By: P. Robb</b>
<b>CC to:</b>	
<b>Subject: Research Ethics Board (REB)</b>	

Purpose (mark an X beside the appropriate choice)

For approval		For Information		For Review	X	Other	
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### Issue:

At the February 20, 2020 Board of Trustees' meeting the Terms of Reference for the Research Ethics Board was tabled for a decision. It was noted that the REB reports to The Royal's Board and the Chair is appointed on the recommendation of senior management to the Governance Committee and then it goes to the Board for final approval.

After discussion, the Board had a number of questions such as:

- By which mechanism should this come to the Board (i.e. MAC or Governance Committee)?
- Should there be regular REB Updates at Board meetings to ensure regular reporting?
- Questions about the terms of REB members and REB Board Chair

It was agreed that the motion would be moved as presented, but that it should go back to the Governance Committee for a further review of the Terms of Reference based on the Board's discussions.

### Attachments:

- REB Terms of Reference as approved at the February 20, 2020 Board meeting
- Excerpt from ROHCG By-laws/IMHR Terms of Reference re Appointment of Chair of REB
- Excerpt from ROHCG By-laws/IMHR Terms of Reference re reporting to the Board
- A cross-sectional summary of various REB Terms of Reference

## Research Ethics Board – Terms of Reference - Final Draft for Review and Approval

**[highlighted areas (yellow) correspond to edits and additions compared to current (2013) terms of reference (attached)]**

**[Areas in track changes correspond to edits and additions as per ROHCG Governance committee, January 23, 2020]**

### 1.0 POLICY

1.1 The Board of Trustees of the Royal Ottawa Health Care Group (ROHCG) delegates to the Royal's Research Ethics Board (REB) responsibility for the review and ethics oversight of all research involving human participants at The Royal Ottawa Mental Health Centre (ROMHC), The Royal, The Institute of Mental Health Research (IMHR), and The Royal's Brockville Mental Health Centre (BMHC), the Community Mental Health Program (Carlingwood), and the Centre of Excellence on Post-Traumatic Stress & Related Mental Health Conditions (CoE). This delegation may extend to other institutions such as for applications submitted by members of the University of Ottawa (UO) and Carleton University (CU) who are involved in partnerships with the ROHCG.

1.2 The ROHCG Board of Trustees, through this policy, establish a structure to provide the REB with the mandate, autonomy, jurisdiction and authority to provide research ethics oversight of research investigations, and take reasonable measures to ensure that the roles and responsibilities of the REB are defined, resources are available and processes are in place to ensure compliance with relevant guidelines and applicable regulatory requirements. The ROHCG Board of Trustees, in collaboration with the ROHCG President/CEO, IMHR President/ROHCG Vice-Vice-President Research, ROHCG Psychiatrist-in-Chief/Chief of Staff, Psychiatrist in Chief and the Centre of Excellence President and CEO will refer candidates for the position of REB Chair to the ROHCG Governance Committee, who in turn will provide the final recommendation to the ROHCG Board of Trustees.

1.3 The ROHCG Board of Trustees will receive quarterly updates on activities/issues of the REB from the REB Chair or his/her delegate at regular meetings.

1.4 The REB will deliver a written report of its operations and the ensuing issues and mitigation strategies quarterly and annually to the Board of ROHCG Board of Trustees to ensure continuing accountability of its mandate.

1.5 There Given the specific institutional eligibility requirements to administer grants funds (e.g. Canadian federal funding agencies (Tri-Council CIHR, NSERC, SSHRC \* see section 2.0), and in line with the institutional policies on Responsible Conduct of Research (ROHCG CORP III – 140, UO Policy 115), there is an indirect ad hoc reporting arrangement in which the ROHCG REB and the University (UO) agree to inform each other, via the IMHR, of any issues arising relating to University research of which they become aware, including those relating to ethics, participant safety or scientific integrity. The reporting line is expressed in a MOU Authorization Agreement (2008) with regard to the University's recognition of ethical approvals granted by the ROHCG REB, which involves research grant funding (e.g. CIHR) flowing from/to the University in which research is conducted by University of Ottawa-affiliated employees, academic staff, trainees, postdoctoral fellows and students at the ROHCG.

1.6 The REB is responsible to ensure that research involving human participants meets current scientific and ethical research standards for the protection of human research participants.



1.7 The IMHR will provide staff and resources to support the administrative tasks of the REB office functions.

## 2.0 DEFINITIONS

**REB** – Research Ethics Board

**IMHR** – Institute of Mental Health Research

**ROHCG** – Royal Ottawa Health Care Group

**ROMHC** - Royal Ottawa Mental Health Centre

**BMHCG** – Brockville Mental Health Care Group Centre

**CoE** - Centre of Excellence on Post-Traumatic Stress & Related Mental Health Conditions

**UO** – University of Ottawa

**CU** – Carleton University

**CIHR** - Canadian Institutes of Health Research

**NSERC** - Natural Sciences and Engineering Research Council of Canada

**SSHRC** - Social Sciences and Humanities Research Council

**FDA** – United States Food and Drug Administration

**HC** – Health Canada

**OHRP** – Office for Human Research Protections

**ICH-GCP** ~~GCP~~ – International Conference on Harmonisation-Good Clinical Practice ~~Good Clinical Practice Guidelines~~

**TCPS2** – Tri-Council Policy Statement “Ethical Conduct for Research Involving Humans”

**QARE** – Quality Assurance for Research Excellence

**SOP** – Standard Operating Procedure

**PHIPA** – Personal Health Information Protection Act

## 3.0 GOVERNANCE AND JURISDICTION

Through ongoing oversight and reporting activities, the REB is responsible for ensuring that research involving human participants meets current scientific and ethical research standards for the protection of human research participants.

The IMHR and the ROHCG will rely on the service of the REB to ensure scholarly review by ensuring compliance with the Scientific Review policies and scholarly standards of research proposals submitted to it and conducted within or by members of the professional staff of the IMHR, ROHCG, BMHCG, CU and the UO. All research involving human participants requires REB review and approval before the research can begin.

3.1 The purpose of the REB is to determine the ethical acceptability of all research involving human participants at the ROHCG or by the investigators/personnel of the institution. The REB will assume responsibility for the review of applications from members of CU and UO in accordance with agreements held with these universities. Scientific and scholarly assessment will be provided by the REB, or if there is insufficient expertise, by experts not involved in the study within either the institution, or elsewhere. The REB has a responsibility to focus on the ethical implications of a proposed study rather than issues related to study content or scientific design. Unless there is a significant concern that impacts ethical acceptability, REB members must avoid critiquing the studies under review.

3.2 The REB will meet at the ROMHC, or at locations external to the involved institutions at the call of the Chair and/or Vice Chair as deemed suitable to facilitate the work of the REB. Meetings may be held via teleconferencing during publicly declared emergencies.



3.3 The IMHR will provide administrative staff support for the activities of the REB including management of the application and review process for all submitted research projects. Administrative staff will work directly with the REB Chair/Vice-Chair and will report administratively to the ~~IMHR Chief Operating Officer or equivalent~~ IMHR President/ROHCG Vice-President Research via their delegate.

3.4 The REB has the mandate to approve, reject, propose modifications to, renew, or terminate any proposed or ongoing research involving human participants that is conducted within, or by members of the ROHCG.

3.5 The REB will be responsible for the following tasks: reviewing all proposed research from scientific and ethical perspectives before the research is started; reviewing adverse event reports; conducting continuing annual review; and reviewing amendments before amendments are implemented.

3.6 The REB may suspend research deemed not to meet the standards established by the regulations and/or guidelines and/or legislation listed in section 9.

3.7 The REB is guided by the following core principles as defined in Article 1.1 of TCPS2 – Tri-Council Policy Statement “Ethical Conduct for Research Involving Humans” ~~\*\*the Tri-Council Policy Statement “Ethical Conduct for Research Involving Humans”~~: 1) Respect for persons; 2) Concern for Welfare; 3) Justice.

3.8 The REB and the IMHR shall monitor the activities of research involving human participants on an ongoing basis (including breaches of privacy, disclosures of conflict of interest or of perceived conflicts of interest related to human research). The REB fulfills this responsibility through continuing review of the research and review of unanticipated issues/problems. IMHR fulfills this responsibility through the conduct of internal audits (Quality Assurance for Research Excellence (QARE) Program).

3.9 The REB reports to the highest body of the institutions, the ROHCG Board of Trustees.

3.10 Any policies and SOPs for the REB will be written in compliance with Health Canada regulations, and adhere to existing guidelines (ICH-GCP), TCPS2, Personal health Information Protection Act (PHIPA). The REB will comply with American (FDA, OHRP) requirements, where applicable.

~~\*\* TCPS2 current version: Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans – TCPS 2 (2018)~~  
~~[https://ethics.gc.ca/eng/policy-politique\\_tcps2-eptc2\\_2018.html](https://ethics.gc.ca/eng/policy-politique_tcps2-eptc2_2018.html)~~

## 4.0 MANAGEMENT OF THE REB

### 4.1 REB Chair and Vice-Chair(s)

The REB Chair/Vice-Chair should be experienced and respected REB members with at least two years of experience serving on an REB, and shall have a broad and deep knowledge of research ethics, literature and debates, national and international guidelines, regulations, policies and their application to the human participant research undertaken within the jurisdiction of the REB.

### 4.2 Responsibilities of the REB Chair

- Leads convened meetings
- Performs delegated review, or delegates authority to perform delegated review to an appropriate REB member when appropriate.

- Is empowered, pending REB review, to suspend the conduct of research if he/she determines that an investigator is not following the REB's policies or procedures or if there is evidence that the investigator is non-compliant with the regulations and/or guidelines and or legislation listed in section 9.
- Monitors the REB's decisions for consistency and ensures these decisions are recorded accurately, and communicated clearly to the researchers in writing as soon as possible.
- May delegate any of his/her responsibilities to other suitably qualified individual(s) as appropriate. Such delegation must be in writing.
- Convenes administrative meetings with the Vice-Chair(s), IMHR Clinical Research Support Manager, IMHR ~~Chief Operating Officer or equivalent, and President/ROHCG Vice-President~~ Research or designate on a quarterly basis and notifies them of any major events.
- Guides the IMHR Clinical Research Support Manager and the REB Office Coordinator(s) on correspondence to investigators.

#### 4.3 Responsibilities of the Vice-Chair

- Undertake the responsibilities of the Chair when the Chair is unable to do so.
- Carry out the responsibilities assigned to them by the Chair.
- Chair the REB meeting as required.
- Assist in the overall operation of the REB.
- Monitor the REB's decisions for consistency and ensure that the decisions are recorded accurately and communicated clearly to the researchers in writing as soon as possible.
- Guide the Clinical Research Support Manager and REB Coordinator(s) on correspondence to investigators.

#### 4.4 Selection, Term and Evaluation

- ~~The Following a call for nominations, the~~ candidate(s) will be referred by the ROHCG President/CEO, IMHR President/ROHCG Vice-President Research, ROHCG Psychiatrist-in-Chief/Chief of Staff, and CoE President/CEO~~ROHCG President/CEO, Chief Psychiatrist and VP Research and CoE President/CEO~~ to the ROHCG Governance Committee, who in turn will provide the final recommendation to the ROHCG Board of Trustees.
- The REB Chair and/or Vice-Chair(s) will undergo regular performance evaluations by the IMHR President/ROHCG Vice-President Research~~VP Research~~. Performance criteria will include the ability to fulfill the role, attendance at the REB meetings, compliance with REB SOPs, guidelines and regulations.
- The REB Chair and/or Vice-Chairs will serve a term of up to five three years, renewable, for up to a maximum of three terms. Suitability for renewal will be determined by the IMHR President/ROHCG Vice-President Research~~VP Research IMHR~~, in consultation with their designate and with the Clinical Research Support Manager.
- REB Members-members will serve a term of 3 years. ~~By~~At the request of the Chair of the REB, and by mutual agreement between the REB member and the Chair of the REB, the REB member's term may be renewed, for up to a maximum of three consecutive terms.

### 5.0 BOARD COMPOSITION

5.1 The membership of the REB will be in compliance with Health Canada, current Tri-Council Policy Statement (TCPS) on Ethical Conduct for Research Involving Humans (Article 6.4), the International Council for Harmonisation Good Clinical Practice Guidelines (ICH-GCP 3.2.1), the Ontario Personal Health Information Protection Act (PHIPA) (s.15), U.S. Food and Drug Administration Code of Federal Regulations (US FDA CFR 56.107), and the Office for Human Research Protections (OHRP) (46.107).

5.2 Standard Operating Procedures (SOPs) detailing Board composition, appointment, resignation and removal process, duties, term, training requirements, provisions for ad hoc advisory process, quorum requirements, signing authority, application/submission procedures, review criteria, conflict management, and confidentiality. These SOPs have been subject to agreement and approval by ~~the the~~ IMHR President/ROHCG Vice-President Research ~~IMHR or delegate Chief Operating Officer or equivalent~~, REB Chair, and the IMHR Clinical Research Support Manager.

5.3 Individual members of the REB must be qualified through training, experience, and expertise to assess the acceptability of proposed research in terms of ethical principles and applicable regulations, guidelines and standards related to human participants or human materials protection.

5.4 Quorum shall consist of one-half of REB members (except REB Chair) plus one.

5.5 All members shall be without conflict of interest in the review/approval process and shall disclose actual, perceived or potential conflicts of interest at the outset of the meeting. Only those REB members who are independent of the investigator and the sponsor of a trial should participate in the initial or continuing review of any protocol or provide an opinion on a protocol-related matter, expect to provide information requested by the REB.

5.6. There shall be French-speaking representation on the REB

## 6.0 MEETING FREQUENCY AND ATTENDANCE

6.1 Meetings will be held on a monthly basis, and additionally ~~or~~ at the call of the Chair.

6.2 REB members are expected to attend every REB meetings as well as scheduled educational events/opportunities. Failure to attend a minimum of 66% of the meetings without explanation may be grounds for membership termination from the REB.

## 7.0 RECONSIDERATION AND APPEALS

Where a researcher does not receive ethics approval, or receive approval conditional on revisions that they find compromise the feasibility or integrity of the proposed research, they are entitled to re-consideration by the REB on substantive or procedural grounds. If that is not successful, they may appeal using the established mechanism in accordance with the institution's procedures, as described in 7.1 - 7.5.

7.1 The researcher and the REB should make every effort to resolve disagreements through deliberation, consultation or advice.

7.2 The REB must have an established procedure in place for handling appeals promptly.

7.3 The researcher and the REB must have fully exhausted the reconsideration process and the REB must have issued a final decision before the researcher initiates an appeal.

7.4 Once an appeal is initiated, the ROHCG Board of Trustees must appoint an ad hoc appeal committee that reflects a range of expertise, but does not include the REB members who originally reviewed the research.

7.5 The appeal committee shall have the authority to review negative decisions, approve, reject or request modifications to the research proposal. Its decision on behalf of the institution will be final.

## 8.0 REB REVIEW DURING PUBLICLY DECLARED EMERGENCIES

8.1 Research ethics review during publicly declared emergencies may follow modified procedures and practices, but must be particularly vigilant, enhance ethics oversight, and exercise special diligence in respecting ethical principles, standard operating procedures and the law. It is recognized that outbreaks may provide particular need for research, particular opportunity for research and particular vulnerability of research participants.

8.2 Procedures will be developed by the REB to detail how reviews will be conducted during an emergency. The following will be taken into account: a) what research is “essential” research during an emergency, b) the initial ethics review process of new research projects arising from the emergency; c) continuing ethics review of research undertaken prior to the occurrence of the emergency; and d) the ethics review process for changes to approved research that may require action very rapidly during emergencies.

8.3 The REB and researchers should ensure that the risks and potential benefits posed by any proposed research during an emergency are appropriately evaluated.

## 9.0 RELATED POLICIES AND/OR LEGISLATION

- Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans (TCPS Current Version)
- The International Council for Harmonisation Guidelines for Good Clinical Practice, Section 3;
- Health Canada [Division 5, Part C.05 of the Food and Drug Act (clinical drug trials), Division 3 (PET tracers), Medical Device Regulations, and the Natural and Non-Prescription Health Product Regulations];
- Ontario Personal health Information Protection Act (PHIPA)
- US Food and Drug Administration code of Federal Regulations, Title 21, Part 56.107;
- US FDA Information Sheets, Guidance for Institutional Review Boards and Clinical Investigators
- US office for Human Research Protections 45 Code of Federal Regulations title 46.107;
- Canadian Association of Research Ethics Boards Guidance on Reporting Unanticipated Problems including Adverse Events to Research Ethics Boards in Canada;
- US FDA Guidance for Industry and Investigators Safety Reporting Requirements for INDs and BA/BE Studies (2010);

**3.9** The REB reports to the highest body of the institutions, the ROHCG Board of Trustees.

#### **4.4 Selection, Term and Evaluation**

- The Following a call for nominations, the candidate(s) will be referred by the ROHCG President/CEO, IMHR President/ROHCG Vice-President Research, ROHCG Psychiatrist-in-Chief/Chief of Staff, and CoE President/CEO ROHCG President/CEO, Chief Psychiatrist and, VP Research and CoE President/CEO to the ROHCG Governance Committee, who in turn will provide the final recommendation to the ROHCG Board of Trustees.
- The REB Chair and/or Vice-Chair(s) will undergo regular performance evaluations by the IMHR President/ROHCG Vice-President ResearchVP Research. Performance criteria will include the ability to fulfill the role, attendance at the REB meetings, compliance with REB SOPs, guidelines and regulations.
- The REB Chair and/or Vice-Chairs will serve a term of up to five three years, renewable, for up to a maximum of three terms. Suitability for renewal will be determined by the IMHR President/ROHCG Vice-President ResearchVP Research IMHR, in consultation with their designate and with the Clinical Research Support Manager.
- REB Members members will serve a term of 3 years. By At the request of the Chair of the REB, and by mutual agreement between the REB member and the Chair of the REB, the REB member's term may be renewed, for up to a maximum of three consecutive terms.

## **ROHCG By-laws**

### **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.

#### **Research Ethics Board Terms of Reference**

1.3 The ROHCG Board of Trustees will receive quarterly updates on activities/issues of the REB from the REB Chair or his/her delegate at regular meetings.

1.4 The REB will deliver a written report of its operations and the ensuing issues and mitigation strategies quarterly and annually to the Board of ROHCG Board of Trustees to ensure continuing accountability of its mandate.

### Research Ethics Board Terms of Reference – REB Cross-Section

Carleton University	CHEO	CAMH	OHSN-REB	Ontario Shores	St. Michael's	The Royal (2020 Final)
<p><b>Membership Term:</b></p> <p><b>Chair</b> – appointed by Board 2 years renewable for additional 2 years or at the discretion of VP Research</p> <p><b>VP</b> – appointed by Board 2 years renewable for additional terms at the discretion of the VP Research</p> <p><b>Members</b> – appointed by VP Research, terms determined by the terms of appointment and renewable upon consultation with the Chair.</p>	<p><b>Chair &amp; Vice Chair</b> – appointed by the Board, the CEO of the Hospital and the CEO of the CHEO RI – 5 years which is renewable</p> <p><b>Members</b> – appointed in consultation with the REB Chair, the CEOs of the Hospital and Research Institute and the REB members – 3 year renewable term.</p>	<p><b>Chair</b> – appointed by the CAMH Research Committee upon recommendation by the CAMH Physician-in-Chief, 3 year term, renewable twice.</p> <p><b>Vice-Chair &amp; Members</b> – appointed by the Chair for a term of 3 years, renewable twice.</p>	<p><b>Chair</b> – selected by the VP Research TOH on the recommendation of the OHSN-REB Operations committee and in consultation with UOHI VP Research and OHRI Clinical Research Director – up to 5 year renewable. Terms are not defined for Vice-Chairs as there are 3 Chairs at OHSN-REB. Terms are not defined for members.</p>	<p><b>Chair</b> – appointed annually by the Board of Directors.</p> <p><b>Vice Chair &amp; Members</b> – appointed by the Chair in consultation with the institution's CEO. Further details re: term are not provided.</p>	<p>Terms are not defined in the Network REB ToR document.</p>	<p><b>Chair</b> – Following a call for nomination, candidates will be referred by the ROHCG President/CEO, IMHR President/ROHCG VP Research, ROHCG Psychiatrist in Chief/Chief of Staff, and CoE President/CEO to the ROHCG Board of Trustees. <b>Term:</b> up to 3 years, renewable for up to a maximum of 3 terms.</p> <p><b>Vice Chair</b> – appointed by the Chair, term up to 3 years renewable up to a maximum of 3 terms</p>

						<p><b>Members –</b> selected by the Chair, the other members of the REB in collaboration with the Clinical Research Support Manager, will serve a term of 3 years. At the request of the REB Chair and by mutual agreement between the member and the Chair of the REB the term may be renewed up to a maximum of 3 consecutive terms.</p>
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## MEMO

**To:** Joanne Bezzubetz, President and CEO  
**From:** Cal Crocker, Chief Operating Officer and CFO  
**Re:** IMHR Bylaws  
**Date:** February 25, 2020

Please find attached:

- Email from M. Jolicoeur re: comment related to role of CEO and President of IMHR
- Draft Bylaw changes

The main issues to be resolved:

- If you are CEO of IMHR, are you the direct report to the IMHR Board?
- If yes, is the President- IMHR a direct report to the IMHR Board, or a direct report to the CEO?
- Is the President an Officer of the Board – IMHR?

If there are any questions, please advise.

Sincerely,

C. Crocker  
Chief Operating Officer and CFO

## Cal Crocker

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**From:** Jolicoeur, Marc M. <MJolicoeur@blg.com>  
**Sent:** February 13, 2020 9:56 AM  
**To:** Cal Crocker  
**Cc:** Desjardins, Claire  
**Subject:** RE: IMHR Senior Roles

Cal, I should have added in yesterday's email that if you decide to proceed with changes to the by-laws, there might be other consequential changes needed to the by-laws (e.g. remove references to "President/CEO" throughout the by-laws and replace it with the appropriate title).

Marc

### Marc Jolicoeur

Senior Counsel / Avocat-conseil principal

T 613.787.3515 | [MJolicoeur@blg.com](mailto:MJolicoeur@blg.com)

World Exchange Plaza, 100, rue Queen street, bureau / suite 1300, Ottawa, ON, Canada K1P 1J9

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Borden Ladner Gervais S.E.N.C.R.L., S.R.L.

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**From:** Jolicoeur, Marc M.  
**Sent:** Wednesday, February 12, 2020 1:38 PM  
**To:** Cal Crocker <Cal.Crocker@theroyal.ca>  
**Cc:** Desjardins, Claire <cdesjardins@blg.com>  
**Subject:** IMHR Senior Roles

Cal,

I read the attachments in Dana's email of yesterday.

I understand that IMHR is in the process of recruiting someone to succeed Dr. Zul Merali and is considering changing the senior roles at IMHR as follows:

- The ROHCG CEO would, as part of her duties at ROH, also be appointed as the CEO of IMHR.
- Dr. Merali's successor will hold the title of President of IMHR and VP Research at ROHCG.

In our discussion you wanted to know whether those changes can be done and whether the by-laws of IMHR need to be modified to accommodate those changes.

There are no statutory or legal impediments in doing those changes, but there are governance issues that would need to be addressed. In addition, the by-laws of IMHR should be amended:

- **Article 9** of the IMHR by-laws deal with the Officers of the corporation. Section 9.01 contemplates who the officers may be (ie. Chair, Vice-Chair... "President/CEO". The role of the "President/CEO" is described in section 9.04(a)(iii).
- If the intention is to stop using the "President/CEO" title and replacing it with a "CEO" and a "President", the preferred way of proceeding is by:
  - **DELETING "President/CEO"** in section 9.01(a)(v); and **REPLACING** it with "CEO"; and **ADDING "President"** as section 9.01(a)(vi)
  - **DELETING** the description in section 9.04(a)(iii); and **REPLACING** it with a **new description of office for the "CEO"**; and **ADDING** a new description of office for the "President" as section 9.04(a)(vi).

While there may be a way of doing the changes without actually amending the by-laws, it would be a bit messy and would require the IMHR Board adopting a Policy that sets out the new titles and roles. Changing by-laws requires a bit more formality. In this case, I would suggest going with an amendment to the by-laws.

While recruiting is not my area of expertise, may I offer a few comments on Boyden Advertisement Copy:

- In reading the Ad Copy, it would be difficult to conclude that the role of President at IMHR is not the CEO of IMHR but in fact, reports/accounts directly to the CEO of IMHR.
- In fact, by using words like "lead", "leader" and "leading" in the third paragraph from the bottom of the Ad Copy, one could conclude that you are recruiting for the leadership role at IMHR. See, for example, the use, in that paragraph, of expressions like "*...has now prepared you to **lead** one of Canada's most respected mental health research enterprises...*", "*...are considered by your peers to be a credible **leader** in your field and an authoritative voice and advocate for health research*", and "*Your exceptional problem-solving skills have served you well in **leading** a complex research enterprise...*". (Emphasis Added)

If I can be of further assistance, please do not hesitate to contact me.

Best regards,

**Marc Jolicoeur**

Senior Counsel / Avocat-conseil principal

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**UNIVERSITY OF OTTAWA INSTITUTE OF MENTAL HEALTH RESEARCH/  
INSTITUT DE RECHERCHE EN SANTÉ MENTALE  
DE L'UNIVERSITÉ D'OTTAWA**

**BY-LAW NO. 1A**

Approved: September 22, 1999  
Revised: September 24, 2003  
Revised: June 2009  
Revised: November 21, 2013  
Approved: December 12, 2013  
Revised: [DATE, 2020]



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**BY-LAW NO. 1A**

A by-law relating generally to the conduct  
of the affairs of

**UNIVERSITY OF OTTAWA INSTITUTE OF MENTAL HEALTH RESEARCH/  
INSTITUT DE RECHERCHE EN SANTÉ MENTALE DE L'UNIVERSITÉ D'OTTAWA**

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

**ARTICLE 1  
INTERPRETATION**

**1.01 Definitions :** In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "Board" means the board of directors of the Corporation;
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "Director" means a member of the Board;
- (f) "Meeting of Members" includes an annual meeting of Members and a Special Meeting of Members;
- (g) "Members" means the members of the Corporation as described in Section 4.01(b);
- (h) "Officer" means an officer of the Corporation as described in Section 9.01;
- (i) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (j) "Chief Executive Officer" or "CEO" means the chief executive officer of the Corporation;
- (k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

- (l) “**Special Meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members; and
- (m) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

**1.02 Interpretation :** In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in the By-law, words, terms and expressions appearing in this By-law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization; and
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **ARTICLE 2**

### **GENERAL**

**2.01 Registered Office:** The registered office of the Corporation shall be situated in the City of Ottawa, in the province of Ontario.

**2.02 Fiscal Year:** The fiscal year of the Corporation shall end on March 31<sup>st</sup> of each year or as otherwise set by the Board.

**2.03 Execution of Documents**

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the [Chief Executive Officer OR President?]. [Note: which officers will have general signing authority under the new structure?]
- (b) The Board may also from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document.

**2.04 Banking:** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the

*Diff Levels*

**Commented [JD1]:** I am not in a position to advise which functions should be carried out by the CEO, and which should be assigned to the President. From my current understanding, it sounds like the position of President is to be more of an operational nature and it is not clear if those operative functions are to be carried out at the direction of the Board, or at the direction of the IMHR CEO. Please see my memo to you dated February 4, 2020.



Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

- 2.05 Annual Financial Statements:** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
- 2.06 Invalidity of any Provisions of this By-Law:** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

### **ARTICLE 3**

#### **CORPORATE SEAL**

- 3.01 Corporate Seal:** The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board, and the Secretary of the Corporation shall be the custodian of the corporate seal.

### **ARTICLE 4**

#### **MEMBERS**

**4.01 Membership Conditions**

- (a) Subject to the Articles, there shall be one (1) class of Members in the Corporation.
- (b) Membership in the Corporation shall consist of the following:
  - (i) The Royal Ottawa Health Care Group;
  - (ii) Any person or organization interested in furthering the objectives of the Corporation and whose application for Membership has received approval from the Board and the Members.
- (c) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members.

- 4.02 Membership Dues:** There shall be no membership fees or dues unless otherwise directed by the Board.

- 4.03 Transferability of Membership:** A membership may only be transferred to the Corporation.

**ARTICLE 5**  
**MEETINGS OF MEMBERS**

**5.01 Place of Meetings:** Meetings of Members shall be held at the head office of the Corporation or at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

**5.02 Annual Meetings**

- (a) The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.
- (b) The Board shall call an annual meeting of Members for the purpose of:
  - (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
  - (ii) electing Directors; and
  - (iii) appointing a public accountant, if required under Part 12 of the Act, and transacting such other business as may properly be brought before the meeting or is required under the Act.
- (c) Any matter of business other than the matters set out in Subsection 5.02(b) shall constitute special business.

**5.03 Special Meetings**

- (a) The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five per cent (5%) of the voting rights.
- (b) If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition referred to in Subsection 5.03(a), any Member who signed the requisition may call the meeting.

**5.04 Notice of Meetings**

- (a) Notice of the time and place of a Meeting of Members shall be sent to the following:
  - (i) to each Member entitled to vote at the meeting;
  - (ii) to each Director; and
  - (iii) to the public accountant of the Corporation.

- (b) Notice of the time and place of a Meeting of Members shall be given to each of the persons set out in Subsection 5.04(a) by the following means:
  - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (c) Notice of a Meeting of Members at which special business is to be transacted shall:
  - (i) state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business to be transacted; and
  - (ii) provide the text of any Special Resolution or By-law to be submitted to the meeting.
- (d) Notice of a Meeting of Members shall indicate that each Member has the right to vote by proxy at such Meeting of Members.
- (e) Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

**5.05 Waiving Notice:** A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**5.06 Persons Entitled to be Present:** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair, the Chief Executive Officer or with the consent of the meeting.

**5.07 Chair of the Meeting:** In the event that the Chair and Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number or a representative of a corporate Member to chair the meeting.

**5.08 Quorum:** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members present or represented by proxy and entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the persons present and entitled to vote may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**5.09 Participation at Meetings by Telephone or Electronic Means:**

- (a) Any person entitled to attend a Meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility.
- (b) A person participating in the meeting by any such means shall be deemed to have been present at that meeting.
- (c) A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

**5.10 Meeting Held by Electronic Means:** If the Directors or Members call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of teleconference or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**5.11 Absentee Voting:** Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a Meeting of Members may vote by appointing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member
  - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the Chair on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has



conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

- (d) if a form of proxy is created by a person other than the Member, the form of proxy shall:
  - (i) indicate, in bold-face type:
    - (A) the meeting at which it is to be used;
    - (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
    - (C) instructions on the manner in which the Member may appoint the proxyholder;
  - (ii) contain a designated blank space for the date of the signature;
  - (iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
  - (iv) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors;
  - (v) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors; and
  - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph 5.11(d) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

A Member participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

**5.12 Votes to Govern:** Subject to the Act and the By-laws, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution.

**5.13 Resolution in Lieu of Meeting:**

- (a) Subject to Section 166 of the Act:
  - (i) a resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of the Members; and
  - (ii) a resolution in writing dealing with all matters required by the Act to be dealt with at a Meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that Meeting of Members.
- (b) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

## **ARTICLE 6**

### **HONORARY PATRONS**

**6.01 Honorary Patrons:** Honorary patrons are people who have made particularly significant contributions to mental health and advancing mental health research. A person may be admitted as an honorary patron of the Corporation at the discretion of the Board, but honorary patrons shall not be considered to be Members of the Corporation under the Articles or the Act. Honorary patrons may attend meetings of Members but shall not have the right to vote thereat

## **ARTICLE 7**

### **DIRECTORS**

**7.01 Duty to Supervise Management:** Subject to the Act and the Articles, the Board shall supervise the management of the activities and affairs of the Corporation.

**7.02 Number:** Subject to the Articles, the Board shall consist of the number of Directors as determined from time to time by Ordinary Resolution of the Members, unless the Members have delegated such power to the Board. The number of elected and appointed Directors shall not exceed the maximum number set out in the Articles.

**7.03 Composition:** The Directors shall be elected by the Members as follows:

- (a) Up to two (2) Directors shall be elected from candidates proposed by the Royal Ottawa Health Care Group.
- (b) Up to two (2) Directors shall be elected from a list of three (3) or four (4) candidates proposed by the University of Ottawa.
- (c) Up to eleven (11) additional Directors shall be elected from a slate of potential candidates recommended by the Governance Committee.

**Commented [JD2]:** In our discussions, you mentioned that there were 3 Directors proposed by the ROHCG (yourself as CEO, Anne as the Hospital's Board Chair and Lewis).

The by-laws do not currently provide for 3 Directors proposed by the ROHCG under 7.03(a). It appears that Lewis was an elected member by the Governance Committee under 7.03(c). I have been provided with information from Patricia indicating same.

There are two options:

- 1) Maintain his status as an elected member by the GC; or
- 2) Amend the by-laws to change the number of representatives from 2 to 3 (7.03(a)).

**7.04 Election and Term:** Subject to the provisions of this By-law, the Members at an annual meeting shall elect Directors for a term of three (3) years each. A Director's term of office shall be from the date of the meeting at which the Director is elected until the annual meeting at which that Director's successor is elected. Commencing as at the date of these by-laws, no Director referred to in Sections 7.03(b) or (c) may serve more than three (3) consecutive terms, unless the Director is holding the position of Officer. Terms of office shall be staggered such that approximately one-third of the terms expire each year.

**7.05 Filling Vacancies**

- (a) Subject to the Act, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Board.
- (b) Notwithstanding Subsection 7.05(a) of this By-law, if there is not a quorum of Directors or if a vacancy results from either (i) a change to the minimum or maximum number of Directors provided in the Articles or (ii) a failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

**7.06 Remuneration and Expenses:** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such Director's position as such. Any Director may receive reimbursement for reasonable expenses incurred on behalf of the Corporation in their capacity as a Director. [Note: The issue of remuneration of officers is now dealt with directly in Article 9 - OFFICERS, subsection 9.06, which is the section of the By-laws dealing with matters relating to officers.]

**7.07 Borrowing Powers:** The Board may, with the authorization of the Members:

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



- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

**7.08 Delegation:** Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. [Note: Under the Act, certain Board powers cannot be delegated to executives or a board committee. We typically recommend that this provision, which mirrors the language of section 138 of the Act, be included in the By-laws to ensure such powers do not inadvertently get delegated in contravention of the Act.]

**7.09 Committees:** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The Board may remove any committee member. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. [Note: we noted that the By-laws make reference to certain committees, but that they do not otherwise deal with how committees of the board may be established. We recommend including this clause.]

**7.10 Gifts, etc.:** The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## ARTICLE 8 MEETINGS OF DIRECTORS

**8.01 Place of Meetings:** Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

**8.02 Frequency of Meetings:** The Board shall meet at least four (4) times per year.

**8.03 Notice of Meeting:**

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 13.01 to every Director:
  - (i) not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered other than by mail (which includes, but is not limited to, personal delivery and electronic means); and
  - (ii) not less than seven (7) days before the time when the meeting is to be held, if delivered by mail.



- (b) Notice of a meeting of the Board shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Section 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving financial statements, amending by-laws and establishing contributions to be paid by members).

**8.04 First Meeting of New Board:** Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

**8.05 Quorum:** A majority of the Directors entitled to vote constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 8.09, by teleconference and/or by other electronic means.

**8.06 Required Attendance:** Directors have a duty to attend meetings of the Board and committee meetings. Each Director shall be required to attend, in person or by telephone, at least seventy (70) percent of all meetings of the Board and at least fifty (50) percent of all Board committee meetings of which the Director is a member in any fiscal year of the Corporation. The Board may, by Ordinary Resolution, waive this requirement.

**8.07 Resolutions in Writing:** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

**8.08 Participation at Meeting by Telephone or Electronic Means:** A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

**8.09 Chair of the Meeting:** In the event that the Chair and Vice-Chair are absent is absent, the Directors who are present shall choose one of their number to chair the meeting.

**8.10 Votes to Govern:** Each Director is authorized to exercise only one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall exercise a casting vote.

## **ARTICLE 9**

### **OFFICERS**

#### **9.01 Officers:**

- (a) The Officers of the Corporation shall include:
- (i) the Chair;
  - (ii) the Vice-Chair;
  - (iii) the Treasurer if the Corporation does not have a Finance and/or Audit Committee;
  - (iv) the Secretary;
  - (v) the Chief Executive Officer; and
  - (vi) the President.

[Note: Delete subsections 9.01(a)(vi) and 9.01(a)(vi) if you do not wish to list the new position in the By-laws.]

and may include any such other officers as the Board may by resolution determine.

- (b) A person may hold more than one office, except for the offices of Chair and Vice-Chair.
- (c) A Director may be appointed to any office of the Corporation, except the office of Chief Executive officer. An Officer may, but need not be, a Director or Member, except that the Chair and the Vice-Chair shall be Directors of the Corporation.

**9.02 Appointment:** The Board may designate the offices of the Corporation, appoint Officers, specify their duties and delegate to such Officers the power to manage the activities and affairs of the Corporation, except powers to do anything referred to in subsection 138(2) of the Act and except as otherwise provided in this By-law. [Note: We updated this language to better mirror the language of the Act, and to remove the suggestion that all Officers needed to be Directors.]

**9.03 Term:** Officers, except for those who are retained as employees or independent contractors, shall hold their position for a period of one (1) year or, in those cases where an officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual meeting. [Note: we updated this language to provide that the 1-year term does not apply to any Officer who is an employee of or retained by contact by the Corporation.]

*question*  
- will the President  
be an officer  
of the Bd? or  
in the Bd  
contact the CEO?

?

**Commented [JD3]:** See previous note re: whether President will be appointed officer with a direct report to the Board.

#### 9.04 Description of Offices:

- (a) Unless otherwise specified by the Board, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- (i) *Chair*: The chair of the Board (the “**Chair**”) shall, when present, preside at all meetings of the Board and of the Members. The Chair shall be allowed to attend the meetings of any other Committee as a voting member, but will not be counted when establishing quorum for any such Committee unless that person was already a member thereof at the time he or she was elected Chair. The Chair shall, along with the Board, supervise the governance of the Corporation, report annually to the Members, and have such other duties and powers as the Board may specify.
  - (ii) *Vice-Chair(s)*: If the Chair is absent or is unable or refuses to act, a vice-chair of the Board or, if there is more than one, any of them (a “**Vice-Chair**”), shall, when present, preside at all meetings of the Board and of the Members. A Vice-Chair shall have all the powers and perform all the duties of the Chair, and shall have such other duties as the Board may specify.
  - (iii) *Chief Executive Officer*: The Chief Executive Officer shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. . The Chief Executive Officer shall be given notice of all meetings, and be entitled to attend the meetings of the Board, and be heard thereat, except as otherwise determined by the Board. The Chief Executive Officer shall also be allowed to attend the meetings of all other Committees as a member, but will not be entitled to vote, nor counted when calculating a quorum for these Committees. [Note: Presumably the CEO does not have the right to vote as a committee member; that should be clarified.]
  - (iv) *President*: [Note: The IMHR Board of directors needs to define the roles, responsibilities and duties of the President. Subsections 9.04(a)(iv) and **Error! Reference source not found.** can be deleted if you do not wish to list the positions of President in the by-laws]
  - (v) *Secretary*: The secretary shall attend and be the secretary of all meetings of the Board, committees of the Board, and Members. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Commented [JD4]: See previous notes.

- (vi) *Treasurer*: The Treasurer shall chair the Finance and Audit Committee. The Treasurer shall report key issues to the Board and shall also perform such other duties as the Board may specify.
- (b) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chief Executive Officer requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

#### 9.05 Vacancy in Office:

- (a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
  - (i) the officer's successor being appointed;
  - (ii) the officer's resignation;
  - (iii) such officer ceasing to be a Director (if a necessary qualification of appointment);
  - (iv) such officer's removal by resolution of the Board at any time, with or without cause; or
  - (v) such officer's death.
- (b) If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

- 9.06 Remuneration of Officers:** The Board may, by Ordinary Resolution, fix the reasonable remuneration of the officers of the Corporation, if any. However, no officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer may receive reimbursement for reasonable expenses incurred on behalf of the Corporation in their capacity as an officer. .

### **ARTICLE 10** **CONFIDENTIALITY**

- 10.01 Confidentiality:** Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation and the people it serves.

### **ARTICLE 11** **CONFLICT OF INTEREST**

- 11.01 Disclosure of Interest:** A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of



Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer

- (a) is a party to the contract or transaction;
- (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

**11.02 Compliance With The Act:** Directors and officers of the Corporation shall comply with Section 141 of the Act.

## **ARTICLE 12**

### **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**12.01 Indemnification of Directors and Officers:**

- (a) The Corporation shall indemnify a Director, an officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:
  - (i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.
- (b) The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

**12.02 Insurance:** Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 12.01 against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Corporation; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## ARTICLE 13

### NOTICES

#### 13.01 Method of Giving Notices:

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
  - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation to Industry Canada in accordance with Section 128 or 134; or
  - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
  - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**13.02 Omissions and Errors:** The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**13.03 Waiver of Notice:** Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

#### **ARTICLE 14** **DISPUTE RESOLUTION**

**14.01 Mediation and Arbitration:** Disputes or controversies among Members, Directors, or officers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 14.02.

**14.02 Dispute Resolution Mechanism:**

- (a) In the event that a dispute or controversy among Members, Directors, or officers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or officers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
  - (i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
  - (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - (iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the *Arbitration Act, 1991*, S.O. 1991, chap. 17. or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (b) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

**ARTICLE 15**  
**BY-LAWS AND EFFECTIVE DATE**

**15.01 By-laws and Effective Date:**

- (a) Subject to the By-laws, Articles and Section 197 of the Act, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.



- (b) If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

**ENACTED** this                      day of                      , 20\_\_.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members this                      day of                      , 20\_\_.

## Board of Trustees' Membership Terms

Name	Position	Initial Appointment	Term(s) Completed	Current Appointment	Remaining years of term as of AGM 2019	Eligible Until ( <i>no more than 9 consecutive years of service</i> )*
Graham, Anne	Chair	2010	2010-2011 (1) 2011-2014 (3) 2014-2017 (3) 2017-2019 (2)	2019-2020 (1) 2020-2022 (2)	3	2022*
Levy, Isra	Vice-Chair	2012	2012-2015 (3) 2015-2018 (3) 2018-2019 (1)	2019-2021 (2)	2	2021
Coulter, Catherine	Vice Chair	2017		2017-2020 (3)	1	2026
Leikin, Lewis	Trustee	2016	2016-2018 (2)	2018-2021 (3)	2	2025
Charette, Janice	Trustee	2011	2011-2014 (3) 2014-2017 (3)	2017-2020 (3)	1	2020
Gallant, José	Trustee	2015	2015-2018 (3)	2018-2020 (2)	1	2024
Bhargava, Niraj	Trustee	2016	2016-2019 (3)	2019-2022 (3)	3	2025
Gillen, Lynette	Trustee	2016	2016-2018 (2)	2018-2020 (2)	1	2025
Somppi, David	Trustee	2016	2016-2019 (3)	2019-2022 (3)	3	2025
Anderson, Roxanne	Trustee	2017	2017-2019 (2)	2019-2022 (3)	3	2026
MacRae, James	Trustee	2017		2017-2020 (3)	1	2026
Squire, Sharon	Trustee	2017	2017-2019 (2)	2019-2022 (3)	3	2026
Vacant						
Jacline Nyman	<i>Ex-officio</i> Voting Member	2020				<i>Until Successor appointed</i>
McLean, Scott	Past Chair	2011	2011-2013 (2) 2013-2016 (3) 2016-2018 (2) 2018-2019 (1)	2019-2020 (1)	1	2020** Or until Successor appointed

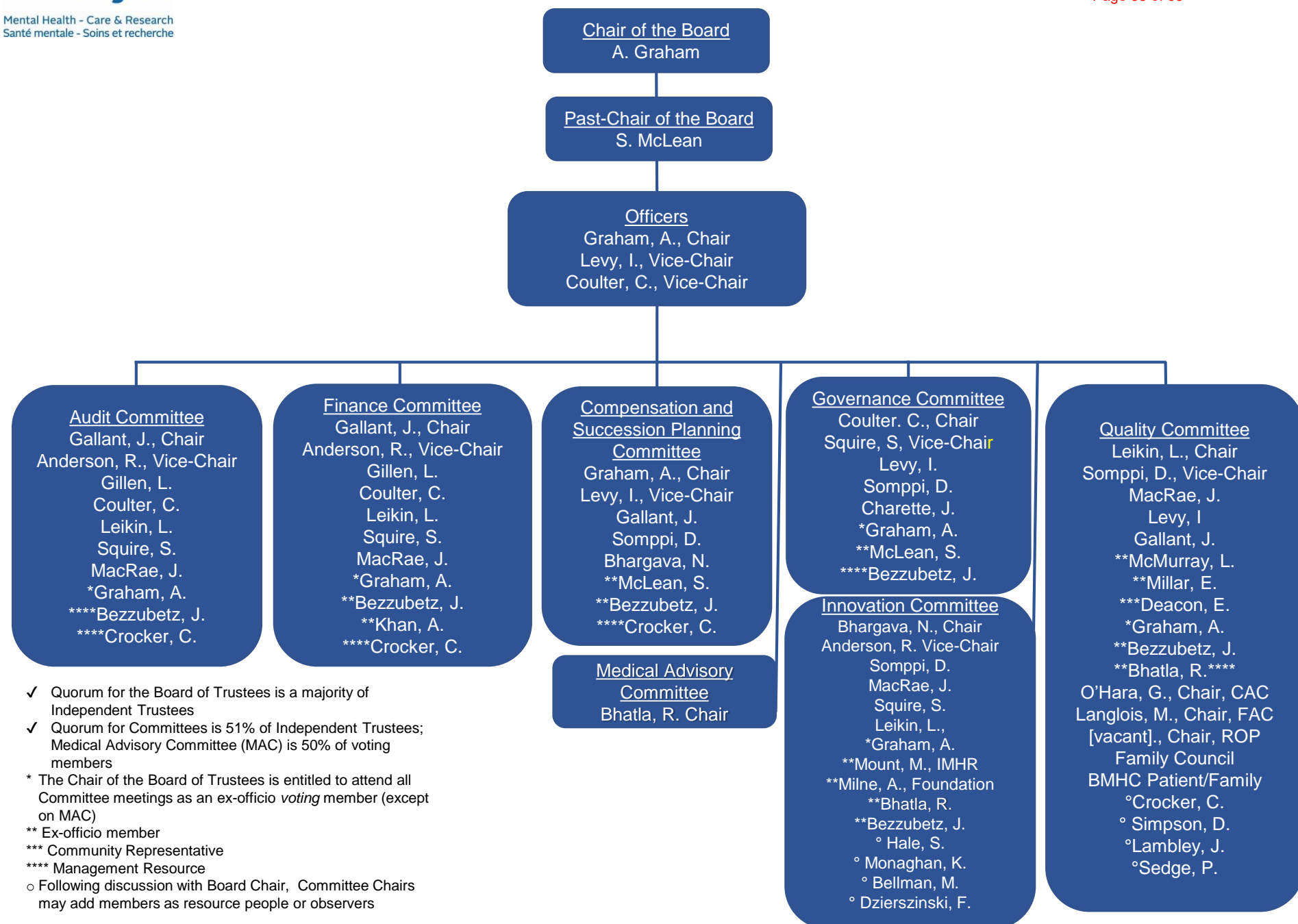
- \*ROHCG Bylaws section 3.5.1 ... With the exception of the Chair, no person may be elected a Trustee for more terms than will constitute nine consecutive years of service. The term of office of the Trustees serving as Chair may be extended as required beyond the nine consecutive year period to accommodate their term in office as Chair. 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 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.

- \*\*ROHCG Bylaws section 11.2 ... The Past Chair shall hold office for a one-year renewable term or until a successor is appointed.

- Ex-officio: Joanne Bezzubetz, Raj Bhatla, Tim Lau, Esther Millar, Jacline Nyman. In office until successor appointed.

- New Board members are to be appointed for a 1-year term their first year as a probationary period

# 2019-2020 Board Committee Membership



## Briefing Note

<b>To: Governance Committee</b>	<b>Date: March 10, 2020</b>
<b>From: S. McLean</b>	<b>Prepared By: P. Robb</b>
<b>CC to: C. Coulter</b>	
<b>Subject: Extension of Board Membership Terms</b>	

Purpose (mark an X beside the appropriate choice)

For approval		For Information		For Review	X	Other	
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### Issue:

Extension of Board Membership Terms in certain circumstances.

### Background:

At the October 2, 2019 Governance Committee meeting, S. McLean had an action to prepare language about extending Board membership in certain circumstances. In particular, J. Charette's term was to be considered.

This item was to be brought back to this Committee with appropriate language to discuss and then determine if it needs to be brought to the full Board.

### Recommendation:

It would be useful in *extraordinary* circumstances if the term of a Trustee could be extended by the Board at its discretion. This is something that would be exceptional to the general order of things. For that reason, the provision in the Bylaws could require the unanimous recommendation of the Governance Committee and an approving vote at the Board counting in  $\frac{3}{4}$  of the *independent* members of the Board. Still to check: whether there is any statutory restriction on the Board to establish this amendment to the existing provision. Scott is looking into that and will advise certainly before the meeting next week.

The current provision reads as below:

### 3.5. Term of Office

**3.5.1.** The elected Trustees shall hold office for a one, two or three-year term as may be determined by the Members, 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 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, no person may be elected a Trustee for more terms than will constitute nine consecutive years of service.* The term of office of the Trustees serving as Chair may be extended as required beyond the nine consecutive year period to accommodate their term in office as Chair. 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.

The *prescription* here is pretty clear, and absolute. No exceptions are stipulated. Assuming the jurisdiction issue is resolved (i.e. is there a statutory prescription supporting this) this language could through amendment read thusly with the protection of ensuring that exceptional circumstances and exceptional support exist:

### **3.5. Term of Office**

**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 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 unanimous 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 approved by  $\frac{3}{4}$  of the independent Trustees including all members of the Governance Committee.** The term of office of the Trustees serving as Chair may be extended as required beyond the nine consecutive year period to accommodate their term in office as Chair. 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.

### Briefing Note

<b>To: Governance Committee</b>	<b>Date: March 10, 2020</b>
<b>From: C. Coulter</b>	<b>Prepared By: P. Robb</b>
<b>CC to:</b>	
<b>Subject: University ex-officio term of office</b>	

Purpose (*mark an X beside the appropriate choice*)

For approval		For Information		For Review	X	Other	
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#### Issue:

At the February 20, 2020 Board of Trustees' meeting, the Governance Committee was asked to take a further look at how University appointments are made. In particular, whether there is a limit to the term served or is it until a new person is appointed by the University. It was noted that an *ex-officio* remains until a successor is appointed, but the Governance Committee will review further.

#### Attachments:

- Excerpt from ROHCG By-laws re University ex officio position

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

### 3.3. Board Composition

3.3.1. The Board shall be composed of:

1. 13 Trustees elected by the Members and selected from a list of names determined by the Board; and
2. the following *ex officio* 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, Patient Care Services, Professional Practice and Chief Nursing Executive;
  - e. the Past Chair; and
  - f. the University Trustee.

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

3.3.3. The *ex officio* Trustees described in sections 3.3.1.2(a)-(e) shall be non-voting.

### 3.4. Ineligibility of Membership

3.4.1. 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.

3.4.2. 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.

### 3.5. Term of Office

3.5.1. The elected Trustees shall hold office for a one, two or three-year term as may be determined by the Members, 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 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, no person may be elected a Trustee for more terms than will constitute nine consecutive years of service. The term of office of the Trustees serving as Chair may be extended as required beyond the nine consecutive year period to accommodate their term in office as Chair. 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.

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



### Briefing Note

<b>To: Governance Committee</b>	<b>Date: March 10, 2020</b>
<b>From: C. Coulter</b>	<b>Prepared By: P. Robb</b>
<b>CC to:</b>	
<b>Subject: Patient Representation on the Board</b>	

Purpose (*mark an X beside the appropriate choice*)

For approval		For Information		For Review	X	Other	
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#### Issue:

At the February 20, 2020 Board of Trustees' meeting, the Governance Committee was requested to consider the possibility of representation on the Board by a client, and not just a Client Advisory Committee member.

Previously, an environmental scan was done of a few local hospitals and it was noted that CHEO has one voting Board member position that has a competency on their skills matrix of parent/caregiver or former patient.

Knowledge, Skills & Experience																																
Please indicate your knowledge, skills & experience to each category																																
Advanced=3 Good=2 Fair=1 None=0																																
Board Members		Finance/Accounting Designation 3** =CA, CMA, CGA	Accounting Designation 3** =CA, CMA, CGA	Business Mgmt	Human Resources Mgmt/Labour Relations	Health Care Admin & Policy	Clinical	Government & Gov Relations	Construction & Project Management	Legal 3** =LLB	Strategic Planning	Risk Management	Information Technology/Innovation	Education	Research	Quality & Performance	Labour Relations	Board & Governance	Marketing & Communications	Government, Government Relations & Public Affairs	Public Affairs & Communications	Ethics (can make ethical judgements)	Patient & Health Care Advocacy	Diversity and Inclusion	Lived Experience	Project Management	Prior Non-Profit Experience	Philanthropy	Community Building	Bilingual – English/French	Total	
Name	Years on Board																															
	as of March 2019																															
Bhargava	3	2	2	3	2	1	0	2	1	1	3	1	2	3	3	2	0	3				1	3	0						1	37	
Bhatla	ex-officio	2	1	1	2	3	3	1	1	1	2	1	1	3	2	2	1	2				3	2	3					1		2	40
Charette	8	2	2	3	3	3	0	3	1	1	3	3	2	1	1	3	3	3				3	3	0					1		3	47
Garrow	ex-officio	1	1	1	2	3	3	1	0	1	2	2	2	2	2	2	3	2				2	3	3					1		0	39
Gallant	4	3	3	3	2	1	0	1	1	1	2	3	1	0	0	0	1	2				1	1	0					1		3	30
Graham	9	1	0	3	3	1	0	1	1	1	3	1	2	3	0	1	1	2				1	2	1					1		1	30
Anderson	2	3	3	3	2	1	0	1	0	2	3	2	1	1	2	1	1	3				1	0	1					1		0	32
Leikin	3	2	0	2	1	2	3	1			3	2	1	3	3	3	1	3				2	3	3					2		1	41
Levy	7	1	0	2	2	2	3	1	0	0	1	1	0	2	2	3	1	2				1	2	1					0		0	27
Lau	ex-officio	1	0	1	2	1	3	1	0	1	1	1	1	3	1	1	1	1				2	2	2					1		0	27
MacRae	2	2	0	3	1	0	0	1	3	2	2	3	1	0	0	2	1	1				1	2	0					2		0	27
Coulter	2	1	0	1	3	1	0	1	1	3	3	3	1	3	1	2	3	3				1	3	0					2		0	36
Squire	2	1	1	2	3	1	0	3	0	0	2	2	2	3	1	3	2	3				3	3	1					2		2	40
McLean	8	2	2	2	2	2	0	2	0	3	2	2	1	1	1	1	1	2				2	2	0					1		0	31
Somppi	3	2	0	2	2	3	0	3			2	2	3		0	2		3				2	2	3					1		0	32
Bezzubetz	ex-officio	2	1	2	2	2	2	2	1	1	2	1	1	2	2	2	2	1				2	2	3					1		3	39
Gillen	3	3	0	3	3	0	1	2	0	1	3	3	1	0	0	0	0	2				3	0	2					2		0	29
TOTALS		31	16	37	37	27	18	27	10	19	39	33	23	30	21	30	22	38				31	35	23					21		16	584

Add  
Remove  
Question

### SKILLS MATRIX THOUGHTS

1. Given Joanne's comments at the last meeting, we probably could also use a column for community building. There probably aren't a ton of people who could fit into that box but one that I'm thinking of is Cyril Leeder. I don't know him personally and wouldn't be comfortable approaching him as a result, but he's extremely well known and highly regarded in town, and his fingerprints were all over the Sens Foundation involvement with greater Ottawa. Someone like that would be a great catch if we want a community builder.
2. I'm not sure that we need a new column for innovation. While there isn't necessarily a bright line between information technology and innovation, there is certainly a relationship between the two. Perhaps they could be merged into one heading?
3. Likewise, and as discussed, there's no need to have HR and labour relations as separate categories. While the later deals with unionized workforces only, there is a linkage between the two and anyone who has some knowledge of one, will almost certainly have some knowledge of the other. These two columns should be merged.
4. Also, as I suggested at the meeting, I don't think that there's a need for a philanthropy column. This is where we'd be better off replacing it with community building. Philanthropy is of course key for the Foundation, but not for our board.
5. I was thinking that we could also merge Finance with Accounting Designation. I'm not sure why there are two such categories. We can easily tell who in the group has an accounting designation, as they are the only ones who get to indicate a level "3".
6. I'm not sure what Public Affairs means in the context of Public Affairs and Communications. I would have thought that Government, Government Relations and Public Affairs would be a better description, and Marketing and Communications as its own category? Particularly with Nicole Loretto leaving/having left, and remaining ever mindful of not crossing into operations, having someone on the Board who has marketing and communications as a skillset might be helpful when we're discussing things such as public perception of the Royal, and dealing with potentially difficult messaging to the public.
7. I'm not sure about the "Ethics" category. Following that heading are the words "can make ethical judgments", which makes me wonder whether or not the category is even understood, since two of our very ethical members have given themselves a 0 under that category. Presumably, everyone that is elected to the Board understands and adheres to their ethical obligations. Therefore, the category shouldn't be necessary.
8. On the other hand, and I'm not sure how we list it without being crass, but I'd love to see a category along the lines of Diversity and Inclusion. The problem of course, along with sounding crass, is that the question of what encompasses diversity is hard to pin down. Does it mean that we have equal representation as between women and men? Does it mean that we strive to have people of colour or indigenous persons? Does it mean that we strive to have different religious groups or persons on the LGBTQ+ spectrum? Furthermore, people want to be offered a board position based on their skills, and not on being a diversity statistic. In addition, they may not even self-identify into a diversity category. That said, and I don't think that we can list this formally on the chart, in my view this consideration should form part of every decision-making process when it comes to the hiring of Board members.

### ADDITIONAL THOUGHTS:

We should also be discussing whether we want to add: (i) lived experience; and (ii) project management. Joanne would also like to see a discussion about prior non-profit experience on Skills Matrix

# Boardroom Questions

## Cyber security – what does it mean for the Board?



### Why cyber security risk is an everyday business consideration



Companies are under increasing pressure to **adopt** and **deploy new technology** in order to remain **competitive** within their markets, with technology opening opportunities to **differentiate customer experience**, reduce **operational costs**, and increase **competitive advantage**.

At the same time, **investors, governments** and **regulators** are increasingly challenging Board members to **actively demonstrate diligence** in this area. Regulators expect **personal information to be protected** and **systems to be resilient** to both **accidents** and **deliberate attacks**.

Organizations cannot afford to be held back by cyber risks. They need to make bold decisions and feel confident that their **cyber strategy, defenses and recovery capabilities** will **protect their business** and **support their growth strategies**.

### Business pressures: why companies should consider reviewing their cyber strategy



Pressure to find **new customers** and compete with existing and **disrupting competitors** means many companies are **leveraging digital technology** such as Robotics, Artificial Intelligence, mobility and introducing new systems **exposing the company to data risks**.



A mutating threat landscape where an increasing range of highly professional **attackers are innovating faster than many businesses can improve their defenses**.



**Restoring trust** and minimizing **reputation damage** is key for many industries – a data breach could affect **trust, reputation and share price**.

### Potential impact and possible implications for Boards



**Intellectual property losses** including patented and trademarked material, client lists and commercially sensitive data



**Reputational losses** causing the market value to decline; loss of goodwill and confidence by customers and suppliers



**Penalties, which may be legal or regulatory fines** for data privacy breaches and customer and contractual compensation, for delays



**Time**, lost due to investigating the losses, keeping shareholders advised and supporting regulatory authorities (financial, fiscal and legal)



**Property losses** of stock or information leading to delays or failure to deliver



**Administrative resource** to correct the impact such as restoring client confidence, communications to authorities, replacing property and restoring the organization to its previous levels



## Boardroom Questions



Board level awareness of emerging cyber threats and direct involvement in **determining the response** is critical. Threat intelligence can help organizations become more **proactive, focused and preventative** to take control of cyber risk in a unique and positive way.

- ① What are the **new cyber security threats** and risks, how do they affect our organization?
- ② Is our organization's **cyber security program ready** to meet the challenges of today's and tomorrow's cyber threat landscape?
- ③ Do we fully understand our **current vulnerabilities** and what **processes** do we have in place to deal with vulnerabilities?
- ④ Are we meeting our regulatory and compliance requirements?
- ⑤ What are our competitors doing to prevent similar threats that we face?
- ⑥ Do we have the right set of skills to keep our organization safe?
- ⑦ If we were to experience a breach, would we know, and would we be in a position to respond?
- ⑧ Are we spending enough on Cyber, and is it in the right areas?

## Questions for senior management



- ① How are we **demonstrating** due diligence, ownership, and **effective management of risk**?
- ② To what level have we created a **security culture** across the organization that **empowers and ensures** the right people, skills, culture and knowledge to enable cyber security?
- ③ How effective is our approach to achieve comprehensive and **effective risk management** of information **throughout the organization** and its delivery and **supply partners**?
- ④ Are we **prepared** for a security event? How do we **prevent or minimize the impact** through crisis management and stakeholder management?
- ⑤ What **control measures** do we have to address identified risks, and **how effective** are these to prevent or minimize the impact of compromise?
- ⑥ Do we have a clear **understanding of the legal and regulatory environment** within which we operate? How do we effectively **demonstrate our compliance** to our supply chain, customers and business partners?

## What actions could the Board consider?



Consider developing a strategy that is more than just security through combining people, privacy, information governance and business resilience. The questions above will help to identify gaps in your current cyber security strategy.

KPMG's Cyber Maturity Assessment (CMA) provides an in depth review of an organization's ability to protect its information assets and its preparedness against cyber-crime, looking at:

- Leadership and governance
- Human factors
- Information risk management
- Business continuity
- Operations and technology
- Legal and compliance.

## Contact us



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