

**ADMINISTRATIVE
BY-LAWS
OF
North Bay Regional Health
Centre**

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PREAMBLE:

WHEREAS it is the purpose of the North Bay Regional Health Centre to serve the community, and whereas the objects of the North Bay Regional Health Centre are:

- 1. To establish, equip, staff, maintain and operate a public hospital or hospitals or related health facilities to provide health services including, but not limited to, the following:**
 - a) acute inpatient services, rehabilitation inpatient services, complex continuing care inpatient services, outpatient services, and community health centre services, for the community of North Bay and environs;**
 - b) accommodation services and inpatient, outpatient and outreach care and treatment services in connection with mental health and addictions for the communities of Northeast Ontario and environs;**
 - c) laboratory, diagnostic and pharmacy services related to the above; and**
- 2. To conduct education and research related to the above; and**

AND WHEREAS the governing body of the North Bay Regional Health Centre deems it expedient that the following By-Laws be adopted for regulating the affairs of the Hospital;

NOW THEREFORE be it enacted and it is hereby enacted that the following By-Laws be adopted.

ADMINISTRATIVE BY-LAWS

PART 1

Section

1. INTERPRETATION AND DEFINITION

1) Interpretation

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

- a) all terms which are contained in this By-Law and which are defined in the Act, the Public Hospitals Act, the Excellent Care for All Act, or the Mental Health Act shall have the meanings given to such terms in those respective Acts;
- b) the use of the singular number shall include the plural and vice-versa the use of gender shall include the masculine, feminine and neuter genders;
- c) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- d) any reference herein to any law, By-Law, rule, regulation, order or act of any government, government body or other regulatory body shall be construed as a reference thereto as amended or reenacted from time to time or as a reference to any successor thereto.

2) Definitions

In these By-Laws

- a) "Act" means the Not-for-Profit Corporations Act (Ontario),
- b) "Associates" in relation to an individual means the individual's spouse, common law partner, children, parents, siblings, company, or individual (such as a business partner) with a formal relationship to the individual;
- c) "Board" means the Board of Directors of the Hospital;
- d) "Chief Nursing Executive" means the senior employee appointed by and responsible to the President and Chief Executive Officer for the nursing functions in the Hospital;
- e) "Chief of Staff" means the Chief of the Professional Staff;

- f) **“Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential or perceived manner. Conflict of interest includes, without limitation, the following areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:**
- i. **Pecuniary or financial interests – A Director is said to have a pecuniary or financial interest in a decision when the Director (or an associate) stands to gain by that decision, either in the form of money, gifts, favors, gratuities, or other special considerations;**
 - ii. **Undue influence – Interests that impede a Director in his or her duty to promote the greater interest of the whole community served by the Corporation – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural or other groups is a violation of the Director’s entrusted responsibility to the community at large; or**
 - iii. **Adverse interest – A Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation;**
- h) **“College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, College of Midwives of Ontario and/or the College of Nurses of Ontario;**
- i) **“Corporation” means the North Bay Regional Health Centre;**
- j) **“Dentist” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;**
- k) **“Dental Staff” means all dentists or oral surgeons appointed by the Board to attend any patients in the Hospital;**
- l) **“Director” means a member of the Board;**
- m) **“Excellent Care for All Act” means the Excellent Care for All Act (Ontario) and where the context so requires, the regulations thereunder;**
- n) **“Ex-officio” means membership “by virtue of the office” and includes all rights and responsibilities, unless otherwise specified;**

- o) **“Extended Class Nurse” means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the Nursing Act, 1991;**
- p) **“Extended Class Nursing Staff” means those Extended Class Nurses in the Hospital, to whom the Board has granted privileges within the parameters permitted by the Public Hospitals Act;**
- q) **“Head Office” means 50 College Drive, North Bay, Ontario;**
- r) **“Hospital” means the North Bay Regional Health Centre;**
- s) **“Medical Staff” means those physicians granted privileges by the Board of Hospital;**
- t) **“Member” means member of the Corporation;**
- u) **“Mental Health Act” means the Mental Health Act, R.S.O. 1990, c. M.7;**
- v) **“Midwife” means a member of the College of Midwives of Ontario;**
- w) **“Midwifery Staff” means the midwives to whom the Board has granted privileges of assessing, monitoring, prescribing for or treating patients in the Hospital;**
- x) **“Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;**
- y) **“Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;**
- z) **“President and Chief Executive Officer” means, the administrator as defined in section 1 of the Public Hospitals Act, who is an employee of the Hospital and Secretary to the Board;**
 - i. **“Professional Staff” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific privileges by the Board;**
 - ii. **“Public Hospitals Act” means the Public Hospitals Act (Ontario), R.S.O. 1990, c. P.40; and**
 - iii. **“Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose or at an annual meeting of the Members, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.**

2. MEMBERS OF THE CORPORATION

- 1) Membership of the Corporation shall be limited to the voting Directors of the Corporation under Section 9.

3. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 1) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Director by resignation or otherwise in accordance with this By-Law.
- 2) Any Member may resign his or her membership in the Corporation by resignation of his or her position as a Director in writing.
- 3) Any Member may have his or her membership terminated pursuant to the provisions of Sections 12, 13, or 14 hereof.

4. ANNUAL MEETING OF THE CORPORATION

- 1) An annual meeting of the Corporation shall be held between April 1 and July 31 of each year, at such time and place as the Board may determine.
- 2) Notice of the annual meeting of the Corporation shall be given at least ten (10) days in advance of the meeting as follows:
 - a) Notice of the annual meeting of the Corporation to each Member by electronic communication (including facsimile or e-mail) by sending it to the last electronic communication address provided by the member, but only if the Member has expressly consented to receiving notices in such manner.
- 3) The business transacted at the annual meeting of the Corporation shall include:
 - a) approval of minutes of the previous meeting;
 - b) report of the Chair of the Board;
 - c) report of the President and Chief Executive Officer;
 - d) report of the auditor on the financial statements;
 - e) election of Directors; and
 - f) the appointment of the auditors to hold office until the next annual meeting and the granting of authority to the Directors to fix the remuneration of the auditors.

5. SPECIAL MEETINGS OF THE CORPORATION

- 1) The Chair of the Board may call a special meeting of the Corporation.

- 2) The Secretary of the Board shall call a special meeting of the Corporation where not less than one-tenth ($1/10$) of the Members in writing requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the preview of the Members' role in the Corporation and which are not inconsistent with the Act.
- 3) Notice of a special meeting of the Corporation shall be given:
 - a) to each Member by electronic communication (including facsimile or e-mail) by sending it to the last electronic communication address provided by the member, but only if the Member has expressly consented to receiving notices in such manner at least ten (10) days in advance of the meeting.
- 4) The notice of a special meeting shall specify the purpose or purposes for which it is called and no other business shall be conducted.
- 5) The meeting shall be called within twenty-one (21) days of a request being made further to s.5(2).

6. ADJOURNED MEETING

- 1) If a quorum is not present within one-half ($1/2$) hour after the time appointed for a meeting of the Corporation, the meeting may stand adjourned until a day to be determined by the Board or may proceed as an information meeting.
- 2) At least three (3) days notice of the date of the rescheduled meeting shall be given by one of the methods identified in section 4(2).

7. CHAIR

- 1) The Chair of the meeting of the Corporation shall be:
 - a) the Chair of the Board;
 - b) the Vice-Chair of the Board if the Chair of the Board is absent;
or
 - c) a Chair elected by the Members present if the above are absent.

8. VOTING

- 1) **Business arising at any meeting of the Members shall be decided by a majority of votes of the Members, except where a Special Resolution is required by the Act, provided that:**
 - a) **Votes shall be taken by a show of hands or, if so demanded by any voting Member, votes shall be taken by written secret ballot. Except in the case of an electronic meeting where votes in favor of a resolution or motion are indicated by “yes” and votes not in favor of a resolution or motion are indicated by “no” and where so demanded by any voting Member present, votes shall be taken by written secret ballot at the next in-person meeting.**
 - b) **The Chair shall have a vote and, if there is an equality of votes, the motion is lost.**
- 2) **A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.**
- 3) **Minutes shall be recorded for all meetings of the Members.**
- 4) **A quorum for any meeting of the Members shall be a majority of the Members of the Corporation entitled to vote.**

9. BOARD OF DIRECTORS

- 1) **The Board shall govern and manage the affairs of the Corporation.**
- 2) **The Board shall consist of Nineteen (19) Directors, as follows:**
 - a) **Fifteen (15) Directors elected in a manner consistent with section 10 (“Nomination”);**
 - b) **four (4) non-voting ex-officio Directors shall be:**
 - c) **the President of the Medical Staff;**
 - d) **the Chief of Staff;**
 - e) **the President and Chief Executive Officer; and**
 - f) **the Chief Nursing Executive.**
- 3) **The four (4) non-voting ex-officio Directors shall:**
 - a) **be entitled to receive notice of and documentation for all Board meetings;**

- b) be entitled to attend and participate in all meetings of the Board, including in-camera sessions;
 - c) be entitled to have their views recorded in the minutes of the meeting, upon request;
 - d) not be counted towards quorum; and
 - e) not be entitled to move or second motions.
- 4) **The Vice-President of the Medical Affairs**
- a) shall have a right of attendance at meetings of the Board, save and except with respect to those meetings, or parts of meetings, held in-camera unless so requested to attend by the Chair;
 - b) shall receive documentation and such other information as provided to the Directors in preparation for meetings of the Board; and
 - c) may participate in discussion of matters before the Board and shall present advice and reports as requested by the Chair or required by the By-Laws.

10. NOMINATION

- 1) Subject to section 11 and all other provisions of these By-Laws, nominations for appointment as Director at the annual meeting of the Corporation shall be made further to the Nomination Policy of the Board.
- 2) The Board shall reflect a broad range of skills, experiences and expertise and shall reflect the social, geographic and linguistic diversity of the population of Northeast Ontario and environs. More specifically, the Board will target a twenty-five percent (25%) level of Francophone membership.
- 3) A committee designated by the Board, consisting of Directors whose terms are not expiring, shall prepare a slate of candidates which shall include replacements for those Directors whose term has expired or who have resigned from the Board.
- 4) No spouse, common law partner, child, parent, brother or sister of a member of the Professional Staff or of an employee of the Hospital shall be eligible for election or appointment as a Director. Former employees of the organization must be unaffiliated with the hospital for a minimum of two (2) years. Individuals with a municipal, provincial or federal office holder are not eligible for election.
- 5) No person may be appointed a Director before reaching eighteen (18) years of age.

- 6) No un-discharged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she thereupon ceases to be a Director.

11. TERM

- 1) The terms of the elected Directors shall be staggered such that the term of one-third (1/3) of the elected Directors shall expire each year at the time of the annual meeting of the Corporation, or until their successors are elected or appointed. The expiring terms shall be filled annually, for three (3) year terms, by election by the Members in accordance with the provisions of the By-Laws.
- 2) Excluding those non-voting ex-officio Directors identified in Section 9(3)(b), no person may be elected or appointed a Director for more than nine (9) consecutive years of service; provided, however, that a Director completing nine (9) years of service on the Board, may have his or her service as a Director extended so as to permit him or her to complete his or her terms as Chair.
- 3) A former Director restricted by s.11(2) above may be re-elected or re-appointed a Director following a break in the continuous service of at least one (1) year. No Director shall serve more than twelve (12) years in total.

12. RESIGNATION BY A DIRECTOR

- 1) A Director may resign his or her office by communicating in writing to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

13. VACANCY

- 1) The office of a Director shall automatically be vacated if the Director:
 - a) by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later; dies; or
 - b) does not meet the qualifications set out in section 10(5) or 10(6);
 - c) A leave of absence exceeding a (3) three month period. Exceptions will be determined by the Board Chair.
- 2) The office of a Director may be vacated by a simple majority resolution of the Board:
 - a) if a Director is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period; or

- b) if a Director fails to comply with the Public Hospitals Act, the Act, the Corporation's Letters Patent, By-Laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements; or
 - c) if a relation as contemplated in Section 10(4), becomes an employee or Professional Staff member of the Hospital during the Director's term (the Board will assess the circumstances on a case-by-case basis, giving weight to the nature of the relation's job description and their position within the Hospital).
- 3) So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from qualified persons. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of the Members to fill the vacancies on the Board.
 - 4) At the next annual meeting, in addition to the election of Directors to fill vacancies caused by expiry of the Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection (1) and (2).

14. CONFLICT OF INTEREST

- 1) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board.
- 2) A Conflict of Interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
- 3) Directors must avoid actual or potential conflict of interest, including but not limited to those identified in the definition of "Conflict of Interest" in this By-Law.
- 4) The declaration of actual or potential Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- 5) If the Director (or his or her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting.
- 6) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after an individual becomes a Director or the interest comes into being.

- 7) After making such a declaration no interested Director shall vote or be present at the vote or during the discussions or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the Director be counted in any required quorum with respect to the vote.
- 8) If a Director has made a declaration of interest and otherwise complied with this By-Law, the Director is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.
- 9) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his or her position as a Director and Member of the Corporation.
- 10) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- 11) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of a Director, the Board shall, after the Director alleged to have a conflict has absented himself or herself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- 12) If the Board finds that the Director is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be by secret ballot.
- 13) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- 14) Where the number of voting Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- 15) The conflict of interest process set out in this section 14 applies to the Board, the Executive Committee and all committees of the Board, including non-Directors serving on committees.

15. STANDARDS OF CARE

- 1) Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:
 - a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

16. CONFIDENTIALITY AND COMMUNICATION

- 1) Every Director, officer or 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 interests of those persons served by the Corporation.
- 2) The Board shall give authority to the Chair and to the Chief Executive Officer and may give authority from time to time to one or more other Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

17. RESPONSIBILITIES OF THE BOARD

- 1) The Board shall have those responsibilities as established by the Board in policy from time to time.

18. PROTECTION OF DIRECTORS AND OFFICERS

- 1) Directors' Liability

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

2) Indemnities to Directors and Others

Every Director or officer of the Corporation and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- c) The indemnity provided for in the preceding paragraph:
 - i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

19. INSURANCE

- 1) Upon approval by the Board from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

20. REGULAR MEETINGS OF THE BOARD

- 1) The Board shall meet a minimum of nine (9) times per year, at a place, on a day and at an hour to be determined from time to time by the Board. The Secretary of the Board shall give notice in writing of the meetings of the Board to the Directors at least forty-eight (48) hours in advance.

- 2) A meeting of the Board shall be held without notice immediately following the annual meeting of the Corporation at which time the Chair and Vice-Chair(s) shall be elected.
- 3) Members of the public may attend meetings of the Board in accordance with Board policy.

21. SPECIAL MEETINGS OF THE BOARD

- 1) The Chair of the Board may call a special meeting of the Board.
- 2) The Secretary of the Board shall call a meeting of the Board if one-third (1/3) of the Directors so request in writing.
- 3) Notice of a special meeting of the Board shall be given by the Secretary of the Board at least twenty-four (24) hours in advance of the special meeting; such notice may be given by telephone and/or by email. The notice of the special meeting shall state the purpose for which it is called.

22. QUORUM

- 1) A quorum of any meeting of the Board shall be a majority of the voting Directors.

23. CHAIR

- 1) The Chair of a meeting of the Board shall be:
 - a) the Chair of the Board;
 - b) the Vice-Chair of the Board if the Chair of the Board is absent;
or
 - c) a Chair elected by the Directors present if the above are absent.

24. VOTING

- 1) Business arising at any meeting of the Board shall be decided by a majority of votes of the Board provided that:
 - a) Votes shall be taken by a show of hands or, if so demanded by any voting Director, votes shall be taken by written secret ballot. Except in the case of an electronic meeting where votes in favor of a resolution or motion are indicated by "yes" and votes not in favor of a resolution or motion are indicated by "no" and where so demanded by any voting Director present, votes shall be taken by secret ballot at the next in-person meeting.
 - b) The Chair shall have a vote and, if there is an equality of votes, the motion is lost.

- 2) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.
- 3) Minutes shall be recorded for all meetings of the Board.
- 4) At the discretion, or with the consent, of the Board Chair, and for matters of an urgent nature, OR time-sensitive matters OR where it would be more expeditious to do so OR when it is not feasible for the Committee to meet in person or via teleconference, email polling and/or electronic voting may be used to help facilitate decisions of the Board/Committee in accordance with the following:
 - a) In recognition that decisions are being made using email communication in lieu of a face-to-face meeting, extra effort will be made to ensure that members are provided with sufficient background materials and adequate documentation to support the request for a decision.
 - b) All communication will be shared as a group email with all members copied on correspondence including questions, responses and general commentary. All members will select “reply all” when providing comments so that these will be shared simultaneously with all members and a record will be kept of the email exchange.
 - c) If a resolution is required, the Chair may authorize the Secretary to conduct an electronic vote of the members. A clear rationale will be given to the members to explain why a motion is necessary. The question to be answered will be stated clearly in the form of a specific resolution provided for members’ consideration. Respondents will be asked to vote upon the resolution.
 - d) In the event of an electronic vote, a reasonable and adequate time will be determined for members to respond to the request for a decision. Members will have the opportunity to declare a conflict and not participate in the vote. Every effort will be made to obtain a response from each member (i.e. allow each person to register their vote). The resolution shall be deemed to have been approved only if, by the end of the time period specified, the Board Secretary has received approval responses from a majority of the voting members. Non-response to an electronic vote will be considered an abstention. Voting records will be kept.
 - e) A resolution approved by email polling and electronic voting, permitted by the Chair and passed by a majority of voting members, shall have the same force and effect as a resolution passed at a regularly constituted meeting of the Board/Committee.

- f) The Board Secretary shall prepare a summary document noting the purpose of, and any decisions resulting from, the electronic exchange including any subsequent resolutions.

25. ELECTRONIC MEETINGS

- 1) If all Directors consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- 2) Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

26. OFFICERS

- 1) The Board shall elect the following officers at a meeting immediately following the annual meeting:
 - a) the Chair; and
 - b) one or more Vice-Chair(s).
- 2) The President and Chief Executive Officer shall be Secretary of the Board.
- 3) The officers shall be responsible for the duties set forth in the By-Laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- 4) No Director may serve as Chair or Vice-Chair for more than three (3) consecutive annual terms in one office; provided, however that following a break in the continuous service of at least one annual term the same person may be reappointed to any office.

27. CHAIR RESPONSIBILITIES

- 1) The Chair of the Board shall:
 - a) preside at all meetings of the Board;
 - b) be a voting ex-officio member of all Board committees;

- c) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws of the Corporation;
- d) report to each annual meeting of Members of the Corporation concerning the operations of the Hospital;
- e) represent the Hospital at public or official functions; and
- f) perform such other duties as may from time to time be determined by the Board.

28. VICE-CHAIR(S) RESPONSIBILITIES

- 1) A Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.

29. SECRETARY RESPONSIBILITIES

- 1) The Secretary, who is not a voting officer of the Corporation, shall:
 - a) attend all meetings of the Board and committees of the Board or provide an appropriate delegate;
 - b) keep a record of the minutes of all meetings;
 - c) attend to correspondence;
 - d) cause to be prepared all reports and records required under any act or regulation of the Province of Ontario;
 - e) be the custodian of all minute books, documents, registers, books of accounts and accounting records required to be kept by the provision of the Act;
 - f) be the custodian of the seal of the Corporation; and
 - g) perform such other duties as the Board may direct.

30. COMMITTEES

- 1) Committees of the Board
 - a) At a meeting of the Board to be held immediately following the annual meeting of the Corporation, or at another date to be determined by the Board, the Board shall establish the Executive Committee.
 - b) The Board may at any meeting appoint additional committees in accordance the Board's Committee Policies and procedures of the Hospital.

- c) The Board may, by resolution, dissolve any committee at any time.
 - d) A quorum of any meeting of a committee shall be a majority of the voting members of the committee. However, a voting ex-officio committee member shall be counted in calculating quorum only when in attendance at the meeting.
- 2) **Special or Ad Hoc Committees**
- a) The Board may at any meeting appoint any special or ad hoc committees, name the Chairperson and Vice-Chairperson, and prescribe its purpose and/or terms of reference.
 - b) The Board may, by resolution, dissolve any special or ad hoc committee at any time.
- 3) **Establishment of the Executive Committee**
- a) The Executive Committee of the Board shall consist of the following voting members: the Chair and the Vice-Chair(s), as well as the chairs of the Board standing committees (unless they are already on the Executive Committee by virtue of being an officer).
 - b) The Executive Committee includes the following non-voting members: the Chief Executive Officer, and the Chief of Staff.

Executive Committee Duties

- a) The Executive Committee shall:
 - i) exercise the full the powers of the Board in all matters of urgency, reporting every action at the next regular meeting of the Board. Urgency shall exist in each instance where delay in obtaining approval of the Board would have a material effect on the operation of the Corporation, its finances, public image or staff morale;
 - ii) shall oversee the Chief Executive Officer's performance evaluation and compensation process; and
 - iii) report every action at the next meeting of the Board.
 - iv) oversee Chief of Staff Evaluation

31. BONDING-FIDELITY INSURANCE

- 1) Directors, officers and employees as the Board may designate shall be covered under a fidelity bond for an amount approved by the Board.

- 2) The requirements of subsection (1) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- 3) The Corporation shall pay the expenses of any fidelity bond of policy secured under subsections (1) or (2).

32. BANKING AND BORROWING

The Corporation shall operate one or more accounts at a Canadian Chartered Bank or Trust Company.

- 1) The Board's signing authority policy shall designate signing officers who are authorized for and in the name of the Corporation:
 - a) To assign and transfer to the Bank or Trust Company all or any stocks, bonds and other securities.
 - b) Generally, for and in the name and on behalf of the Corporation, to transact with the said bank or trust company any business they may think fit.
- 2) The Board's signing authority policy shall designate signing officers who are authorized for and in the name of the Corporation:
 - a) To draw, accept, sign, and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
 - b) Subject to the approval of the Board, from time to time to borrow money from a bank or trust company by incurring an overdraft or otherwise;
 - c) To receive all moneys and give a quittance for the same.
- 3) The signatures of the signing officers on cheques written on any of the Corporation's bank accounts may be written, engraved, lithographed or otherwise mechanically reproduced.
- 4) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
 - a) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills or exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;

- c) to receive all paid cheques and vouchers; or
- d) to sign the bank's form of settlement of balances and release.

33. SIGNING OFFICERS

- 1) The Board's signing authority policy shall designate signing officers who are authorized to sign contracts, agreements and other instruments in the name of the Corporation. Any documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- 2) The Board may at any time by policy or by specific resolution direct the manner and the person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.
- 3) The seal of the Corporation shall be in the form adopted by the Board from time to time.

34. INVESTMENTS

The Board may invest the funds of the Corporation in such manner as determined by the Board, and in making such investments the Board shall not be subject to the Trustee Act, but provided that such investments are reasonable and prudent under the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

35. AUDITOR

- 1) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the Public Accountancy Act (Ontario) to hold office until the next annual meeting of the Corporation.
- 2) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- 3) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the appropriate committee to the Board on the audit work with any necessary recommendations.

36. ENDOWMENT BENEFITS

- 1) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit.

- 2) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- 3) The Secretary shall give notice to the office of the Public Guardian and Trustee, in accordance with the terms of the Charities Accounting Act (Ontario), of any trust properties which will come into the control or possession of the Corporation.
- 4) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the Charities Accounting Act (Ontario) and the Trustee Act (Ontario).
- 5) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

37. FINANCIAL YEAR END

The financial year of the Corporation shall be April 1st of each year to March 31st of the following year.

38. PRESIDENT & CHIEF EXECUTIVE OFFICER

- 1) The President and Chief Executive Officer shall be appointed by the Board and shall be the President and Chief Executive Officer of the Corporation.
- 2) The President and Chief Executive Officer shall be Secretary of the Board.
- 3) The President and Chief Executive Officer shall perform those roles and responsibilities set out in the job description approved by the Board from time to time.

PART 2

ANCILLARY ORGANIZATIONS

1. AUTHORIZATION

The Board may sponsor the formation of ancillary organizations, as it deems advisable.

2. PURPOSE

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.

3. CONTROL

Each such association shall elect its own officers and formulate its own By-Laws, but at all times the By-Laws, objects and activities of each such association shall be subject to review and approval by the Board.

4. AUDITOR

Each unincorporated ancillary organization shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.

PART 3

1. AMENDMENT TO BY-LAWS

- (1) The Board may pass or amend the By-Laws of the Corporation from time to time.
- (2) A By-Law or amendment to a By-Law passed by the Board has full force and effect;
 - a) from the time the motion was passed, or
 - b) from such future time as may be specified in the motion, subject to subsection 4 and 5 below.
- (3) A By-Law or amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual or special general meeting shall refer to the By-Law or amendment to be presented.
- (4) The Members at the annual meeting or at a special general meeting may confirm the By-Law or amended By-Law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- (5) In any case of rejection, amendment or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.

ENACTED as By-Law No. 1 this 1st day of April 2011 by the Board and confirmed this 15th day of April, 2011 by the Members, with amendments approved by the Board on the 14th day of June 2012 and confirmed by the Members on 15th day of June 2012; with amendments approved by the Board on the 13th day of June 2013 and confirmed by the Members on 14th day of June 2013; amendments approved by the Board on the 19th day of June 2014 and confirmed by the Members on the 19th day of June 2014.

WITNESS the seal of the Corporation.



Phil Geden – Chair



Paul Heinrich - Secretary

Confirmation of Borrowing By-law No. 2

WHEREAS it is in the interests of the Corporation to pass a new by-law no. 2 generally related to borrowing by the Corporation;
It was duly moved and seconded
RESOLVED THAT, the Members give approval of the Enactment of Borrowing By-law No. 2:

- a) By-Law No. 2, as presented or described to the Members, be and the same is hereby confirmed and approved as a by-law of the Corporation pursuant to the provisions of the Corporations Act (Ontario). **CARRIED**

Ontario Corporations Act – By-Law Number 2

M. Lowe advised that this By-Law change was necessary as our former By-Law said we could only borrow from financial institutions. In this case, for the Cogeneration Plant, we will be borrowing from the North Bay Hydro Services Inc.

It was duly moved and seconded

WHEREAS it is in the interests of the Corporation to pass a new by-law no. 2 generally related to borrowing by the Corporation;

RESOLVED THAT, as per the Governance Committee's recommendation, the Board of Directors gives approval of the Enactment of By-law No. 2: and recommend to the members for final approval.

- a) By-Law No. 2, as presented or described to the Board of Directors, be and the same is hereby passed as a by-law of the Corporation; and
- b) By-Law No.2 be submitted to the members of the Corporation for confirmation pursuant to the provisions of the Corporations Act (Ontario), as presented. **CARRIED**

It was duly moved and seconded

WHEREAS the Corporation has entered into a Design Build Management and Operations Agreement with North Bay Hydro Services Inc. (the "DBMOA");

AND WHEREAS in connection therewith, the Corporation has entered into a Project Incentive Contract with North Bay Hydro Distribution Limited (the "Project Incentive Agreement");

AND WHEREAS in connection therewith, the Corporation proposes to borrow up to \$4,100,000 plus applicable interest (the "Loan") from North Bay Hydro Services Inc. (the "Lender") and enter into a loan agreement with the Lender (the "Loan Agreement") and an assignment of material contracts as security for the Loan (the "Assignment");

AND WHEREAS the directors of the Corporation are of the opinion that it is in the interest of the Corporation to obtain the Loan from the Lender and enter into the DBMOA, Project Incentive Agreement, Loan Agreement and Assignment.

RESOLVED THAT, as per the Governance Committee's recommendation, the Board of Directors gives approval to:

1. The execution and delivery of the DBMOA and the Project Incentive Agreement by the Corporation be and is hereby ratified and confirmed.
2. The Corporation be and is hereby authorized to obtain the Loan from the Lender and enter into the Loan Agreement and Assignment. The forms of Loan Agreement and Assignment presented to or described to the Corporation's Board of Directors are hereby authorized and approved.
 1. The execution and delivery (whether under the corporate seal of the Corporation or otherwise) by any one officer or director of the Corporation of the Loan Agreement and Assignment, with such amendments thereto as any one officer or director of the Corporation may approve, be and is hereby authorized and approved. The execution by any officer or director of the Corporation of such document shall be conclusive evidence of his or her approval of all amendments made to such document.
 2. The execution and delivery of any other agreements, instruments or documents ancillary or incidental to or contemplated by the documents referred to in this resolution whether executed or delivered prior to the enactment of this resolution or hereafter, regardless of the director, officer or other employee of the Corporation who executed such agreement, instrument or document, and regardless of any informality in such execution or delivery, be and is hereby ratified, authorized, approved and confirmed in all respects. **CARRIED**

Note - A Special meeting of the members will be convened immediately following this meeting to give final approval.