

PROFESSIONAL STAFF BY-LAW
OF
WATERLOO REGIONAL HEALTH NETWORK
Approved December 19, 2024

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PROFESSIONAL STAFF BY-LAW OF WATERLOO REGIONAL HEALTH NETWORK

Be it enacted as the Professional Staff By-law of the Corporation as follows:

ARTICLE 1 – DEFINITIONS

1.1 Definitions

In these By-Laws, unless the context otherwise requires,

- (a) **“Board”** means the board of directors of the Corporation.
- (b) **“By-law”** means this Professional Staff By-law.
- (c) **“business day”** means a day other than a Saturday, Sunday, or a statutory holiday in Ontario.
- (d) **“Chief Executive Officer”** means the president and chief executive officer of the Corporation, who is the “administrator” for the purposes of the *Public Hospitals Act* and the “officer in charge” for the purposes of the *Mental Health Act*.
- (e) **“Chief Nursing Executive”** means the senior nurse employed by the Corporation who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital.
- (f) **“Chief of Department”** means the Professional Staff member appointed by the Board to serve as such in accordance with this By-law.
- (g) **“Chief of Staff”** means the Medical Staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and this By-law.
- (h) **“College”** means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario.
- (i) **“Corporation”** means Waterloo Regional Health Network.
- (j) **“Credentials Committee”** means a subcommittee of the Medical Advisory Committee established by the Medical Advisory Committee and tasked with reviewing applications for appointment and reappointment to the Professional Staff, and applications for a change in privileges, and making recommendations to the Medical Advisory Committee on these matters, and if no such subcommittee is established it means the Medical Advisory Committee.
- (k) **“day”** unless otherwise specified as a business day, means a calendar day.

- (l) **“Dental Staff”** means (i) oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for, or treating Patients in the Hospital; and (ii) Dentists to whom the Board has granted the privilege of attending to Patients in the Hospital.
- (m) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario.
- (n) **“Department”** means an organizational unit of the Professional Staff to which Professional Staff members with a similar field of practice have been assigned.
- (o) **“Director”** means a member of the Board.
- (p) **“Division”** means an organizational unit of a Department.
- (q) **“Excellent Care for All Act”** means the *Excellent Care for All Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time.
- (r) **“ex-officio”** means membership by virtue of office and includes all rights, responsibilities, and powers to vote, unless otherwise specified.
- (s) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:
 - (i) employed by the Corporation and authorized to diagnose, prescribe for, or treat Patients in the Hospital; and
 - (ii) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for, or treat Patients in the Hospital.
- (t) **“Head of Division”** means the Professional Staff member appointed to be in charge of a Division;
- (u) **“Hospital”** means the public hospital operated by the Corporation.
- (v) **“Impact Analysis”** means a study conducted by the Chief Executive Officer in consultation with the Chief of Staff and the affected Chief(s) of Department to determine the impact upon the resources of the Corporation, including the impact upon the resources of a Department, of a proposed appointment of an applicant to the Professional Staff or an application by a Professional Staff member for additional privileges or a change in membership category.
- (w) **“Medical Advisory Committee”** means the committee established under Article 9.
- (x) **“Medical Staff”** means those Physicians who are appointed by the Board and granted privileges to practice medicine in the Hospital.

- (y) **“Midwife”** means a midwife in good standing with the College of Midwives of Ontario.
- (z) **“Midwifery Staff”** means those Midwives appointed by the Board and granted privileges to practice midwifery in the Hospital.
- (aa) **“Patient”** means an in-patient or out-patient of the Hospital.
- (bb) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario.
- (cc) **“Policies”** means the administrative, human resources, clinical, and professional policies adopted by the Board, the Medical Advisory Committee, or the Chief of Department under Article 12.
- (dd) **“Professional Staff”** means those Physicians, Dentists, Midwives, and Registered Nurses in the Extended Class who are appointed by the Board and granted privileges to practice their profession in the Hospital.
- (ee) **“Professional Staff Human Resources Plan”** means the Board-approved plan developed for each Department that provides information and future projections on the management and appointment of the Professional Staff based on the mission and strategic plan of the Corporation.
- (ff) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time.
- (gg) **“Registered Nurse in the Extended Class”** means a member in good standing with the College of Nurses of Ontario, who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*.
- (hh) **“Rules”** means the rules adopted by the Board under Article 12 governing the Professional Staff.

1.2 Interpretation.

In this By-law, unless the context otherwise requires, words importing the singular number include the plural number and vice versa; and “including” or “include(s)” means “including (or include(s)) without limitation”. Where this By-law provides for a matter to be determined, prescribed, or requested by the Board, Medical Advisory Committee, Chief Executive Officer, Chief of Staff, or Chief of Department, in all instances, the determination, prescription, or request may be made from time to time.

1.3 Delegation of Duties

Each of the Chief Executive Officer, Chief of Staff, Chief of a Department, or Head of a Division may delegate the performance of any of the duties assigned to them under this By-law to others; however, they shall each remain responsible for the performance of their respective duties.

1.4 Consultation with Professional Staff

Where the Board or Medical Advisory Committee is required to consult with the Professional Staff under this By-law, it shall be sufficient for the Board or Medical Advisory Committee to receive and consider the input of the Professional Staff officers named in section 11.1.

ARTICLE 2 – APPOINTMENT AND REAPPOINTMENT TO THE PROFESSIONAL

2.1 Appointment and Revocation

- (a) The Board, after considering the recommendation of the Medical Advisory Committee, shall appoint annually a Medical Staff, and may appoint a Dental Staff, Midwifery Staff, and the non-employed members of the Extended Class Nursing Staff, and shall grant such privileges as it deems appropriate to each member of the Professional Staff so appointed.
- (b) All applications for appointment and reappointment to the Professional Staff shall be processed in accordance with the provisions of this By-law and the *Public Hospitals Act*.
- (c) The Board shall approve the prescribed form of application for appointment, reappointment, and change in privileges after receiving the recommendation of the Medical Advisory Committee. The Board may approve an alternative form of application for those applicants who hold a professional staff appointment at a hospital designated by the Medical Advisory Committee.
- (d) The Board may, at any time, make or revoke any appointment to the Professional Staff, refuse to reappoint a Professional Staff member, or restrict or suspend the privileges of any Professional Staff member, in accordance with the provisions of this By-law and the *Public Hospitals Act*.

2.2 Term of Appointment

- (a) Subject to section 2.2(b), each appointment to the Professional Staff shall be for a term of up to one year.
- (b) Where a Professional Staff member has applied for reappointment within the time prescribed by the Medical Advisory Committee, the current appointment shall continue:
 - (i) unless section 2.2(b)(ii) applies, until the Board grants or does not grant the reappointment; or
 - (ii) in the case of a Medical Staff member and where the Board does not grant the reappointment and there is a right of appeal to the Health Professions Appeal and Review Board, until the time for giving notice of a hearing by the Health Professions Appeal and Review Board has expired or, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

2.3 Qualifications and Criteria for Appointment

- (a) Only an applicant who meets the qualifications and satisfies the criteria set out in this By-law and who is licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Professional Staff.
- (b) An applicant shall:
 - (i) have a certificate of registration, and a certificate of professional conduct or letter of good standing from the relevant College, or the equivalent certificate(s) from their most recent licensing body;
 - (ii) have adequate training and experience for the privileges requested;
 - (iii) have a demonstrated ability to:
 - (A) provide patient care at an appropriate level of quality and efficiency;
 - (B) work and communicate with, and relate to, others in a co-operative, collegial and professional manner;
 - (C) meet an appropriate standard of ethical conduct and behaviour; and
 - (D) communicate with, and relate appropriately to, patients and patients' relatives and/or substitute decision makers;
 - (iv) commit to participate in the discharge of staff, committee and, if applicable, teaching responsibilities, and other duties appropriate to staff category;
 - (v) have maintained the level of continuing professional education required by the relevant College;
 - (vi) have up-to-date inoculations, screenings and tests as may be required by the occupational health and safety policies and practices of the Corporation, the *Public Hospitals Act* or other legislation;
 - (vii) have demonstrated adequate control of any significant physical or behavioural impairment affecting skill, attitude, or judgment that might impact negatively on patient care or the operations of the Corporation;
 - (viii) have current membership in the Canadian Medical Protective Association or professional practice liability coverage appropriate to the scope and nature of the intended practice; and
 - (ix) agree to govern themselves in accordance with the requirements set out in this By-law, the Corporation's mission, vision and values, Rules and Policies.
- (c) In addition to the qualifications set out in section 2.3(b), an applicant for appointment to the Medical Staff must, if practicing in a specialty recognized by the Royal College of

Physicians and Surgeons of Canada, have a Royal College certificate or other evidence of eligibility to be a member of the Royal College acceptable to the Board.

- (d) In addition to any other provisions of the By-law, including the qualifications set out in sections 2.3(b), (c) and (d), the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (i) the appointment is not consistent with the need for service, as determined by the Board;
 - (ii) the Professional Staff Human Resource Plan and/or the Impact Analysis does not demonstrate sufficient resources to accommodate the applicant; or
 - (iii) the appointment is not consistent with the mission and strategic plan of the Corporation.

2.4 Application for Appointment

- (a) The Chief Executive Officer shall supply a copy of, or information on how to access, a form of the application, and the mission, vision, values, and strategic plan of the Corporation, the By-law and the Rules and appropriate Policies, to each Physician, Dentist, Midwife, or Registered Nurse in the Extended Class, who expresses in writing an intention to apply for appointment to the Professional Staff.
- (b) An applicant for appointment to the Professional Staff shall submit to the Chief Executive Officer one original application in the prescribed form, together with signed consents, to enable the Corporation to make inquiries of the relevant College and other hospitals, institutions, and facilities where the applicant has previously provided professional services or received professional training to allow the Corporation to fully investigate the qualifications and suitability of the applicant.
- (c) An applicant may be required to visit the Corporation for an interview with appropriate Professional Staff members and the Chief Executive Officer.

2.5 Procedure for Processing Applications for Appointment

- (a) Upon receipt of a completed application, the Chief Executive Officer shall retain a copy of the application and shall refer the original application forthwith to the Medical Advisory Committee through the Chief of Staff, who shall keep a record of each application received and then refer the original application forthwith to the chair of the Credentials Committee, with a copy to the relevant Chief of Department.
- (b) The Credentials Committee shall:
 - (i) review all materials in the application and ensure all required information has been provided;

- (ii) investigate the qualifications, experience, professional reputation, and competence of the applicant, and consider if the criteria required by this By-law are met;
 - (iii) receive the recommendation of the relevant Chief(s) of Department; and
 - (iv) submit a report of its assessment and recommendations to the Medical Advisory Committee at its next regular meeting, together with a recommendation that the application is acceptable, not acceptable, or is deferred for further investigation. In the case of a recommendation for acceptance, the Credentials Committee shall indicate the privileges that it recommends the applicant be granted.
- (c) The Medical Advisory Committee shall:
 - (i) receive and consider the report and recommendations of the Credentials Committee;
 - (ii) review the application with reference to the Professional Staff Human Resources Plan and Impact Analysis; and
 - (iii) send, within 60 days of the date of receipt by the Chief Executive Officer of a completed application, written notice of its recommendation to the Board and to the applicant, in accordance with the *Public Hospitals Act*.
- (d) The Medical Advisory Committee may make its recommendation to the Board later than 60 days after receipt of a completed application, provided that, within the 60-day period, it advises the applicant and the Board in writing that a final recommendation cannot be made within the 60-day period and gives written reasons for it.
- (e) Where the Medical Advisory Committee recommends the appointment, it shall specify the category of appointment and the specific privileges it recommends the applicant be granted.
- (f) Where the Medical Advisory Committee does not recommend appointment or where the recommended appointment or privileges differ from those requested, the Medical Advisory Committee shall inform the applicant that they are entitled to:
 - (i) written reasons for the recommendation, if the Medical Advisory Committee receives a written request for the reasons from the applicant within seven days of the applicant's receipt of notice of the recommendation; and
 - (ii) a Board hearing, if the Board and the Medical Advisory Committee receive a written request for a Board hearing from the applicant within seven days of the applicant's receipt of the written reasons referred to in section 2.5(f)(i).
- (g) Where the applicant does not request a Board hearing, the Board may implement the recommendation of the Medical Advisory Committee.
- (h) Where the applicant requests a Board hearing, it shall be dealt with in accordance with the applicable provisions of the *Public Hospitals Act* and Article 4.

- (i) The Board shall consider the Medical Advisory Committee recommendations within the timeframe specified by the *Public Hospitals Act*.
- (j) The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in privileges, shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant, including the Professional Staff Human Resources Plan, Impact Analysis, strategic plan, and the Corporation's ability to operate within its resources.

2.6 Temporary Appointment

- (a) Notwithstanding any other provision of this By-law, the Chief Executive Officer, after consulting with the Chief of Staff may:
 - (i) grant a temporary appointment and temporary privileges to a Physician, Dentist, Midwife or Registered Nurse in the Extended Class, provided that the appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
 - (ii) continue a temporary appointment and temporary privileges on the recommendation of the Medical Advisory Committee until the next Board meeting.
- (b) A temporary appointment may be made for any reason, including:
 - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent unexpected need for a professional service.
- (c) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointment granted under section 2.6(a) for such period of time and on such terms as the Board determines.
- (d) If the term of the temporary appointment has been completed before the next Board meeting, the appointment shall be reported to the Board.
- (e) The temporary appointment shall specify the category of appointment and any limitations, restrictions or special requirements.

2.7 Reappointment

- (a) Each year, each Professional Staff member desiring reappointment to the Professional Staff shall make a written application for reappointment on the prescribed form through the Chief Executive Officer before the date set by the Medical Advisory Committee.
- (b) Each application for reappointment to the Professional Staff shall contain the following information:

- (i) a restatement or confirmation of the undertakings and acknowledgements requested as part of an application for appointment or as required by the Rules;
 - (ii) either:
 - (A) a declaration that all information on file at the Corporation from the applicant's most recent application is up-to-date, accurate, and unamended as of the date of the current application; or
 - (B) a description of all material changes to the information on file at the Corporation since the applicant's most recent application, including: an updated curriculum vitae with any additional professional qualifications acquired by the applicant since the previous application and information on any completed or pending disciplinary or malpractice proceedings, restriction in privileges, or suspensions during the past year;
 - (iii) the category of appointment requested and a request for either the continuation of, or any change in, existing privileges;
 - (iv) if requested, a current Certificate of Professional Conduct or equivalent from the relevant College;
 - (v) confirmation that the member has complied with the disclosure duties set out in section 6.1(a)(iv); and
 - (vi) such other information that the Board may require respecting competence, capacity, and conduct, after considering the recommendation of the Medical Advisory Committee.
- (c) The relevant Chief(s) of Department shall review and submit a written report to the Credentials Committee concerning each application for reappointment within the Department. Each report shall include information concerning the knowledge and skill which has been shown by the Professional Staff member, the nature and quality of their work in the Hospital, including comments on the utilization of Hospital resources and the Professional Staff member's ability to function in conjunction with other members of the Professional Staff and other Corporation staff.
 - (d) In the case of any application for reappointment in which the applicant requests additional privileges, each application for reappointment shall identify any required professional qualifications and confirm that the applicant holds such qualifications.
 - (e) Applications for reappointment shall be dealt with in accordance with section 2.5 of this By-law and the *Public Hospitals Act*.

2.8 Qualifications and Criteria for Reappointment

- (a) To be eligible for reappointment, the Professional Staff member shall:

- (i) continue to meet the qualifications and criteria set out in section 2.3;
- (ii) have conducted themselves in compliance with this By-law, and the Corporation's values, Rules, and Policies; and
- (iii) have demonstrated appropriate use of Hospital resources in accordance with the Professional Staff Human Resources Plan and the Rules and Policies.

2.9 Application for Change of Privileges

- (a) Each Professional Staff member who wishes to change their privileges shall submit to the Chief Executive Officer an application on the prescribed form listing the change of privileges requested, and provide evidence of appropriate training and competence, and such other matters as the Board may require.
- (b) The Chief Executive Officer shall retain a copy of each application received and shall refer the original application forthwith to the Medical Advisory Committee, through the Chief of Staff, who shall then refer the original application forthwith to the chair of the Credentials Committee, with a copy to the relevant Chief of Department.
- (c) The Credentials Committee shall investigate the applicant's professional competence, verify their qualifications for the privileges requested, receive the report of the Chief of Department, and prepare and submit a report of its findings to the Medical Advisory Committee at its next regular meeting. The report shall contain a list of privileges, if any, that it recommends that the applicant be granted.
- (d) The application shall be processed in accordance with the requirements of sections 2.7 and sections 2.5(c) to (j) of this By-law.

2.10 Leave of Absence

- (a) Upon request of a Professional Staff member to the relevant Chief of Department, the Chief of Staff may grant a leave of absence of up to 12 months, after receiving the recommendation of the Medical Advisory Committee:
 - (i) in the event of extended illness or disability of the member; or
 - (ii) in other circumstances acceptable to the Board, upon recommendation of the Chief of Staff.
- (b) Notwithstanding the foregoing, the Chief of Staff may in their discretion grant a leave of absence of greater than 12 months in exceptional circumstances.
- (c) After returning from a leave of absence granted in accordance with section 2.10(a), the Professional Staff member may be required to produce a medical certificate of fitness from a physician acceptable to the Chief of Staff. The Chief of Staff may impose such conditions on the privileges granted to the member as appropriate.

- (d) Following a leave of absence of longer than 12 months, a Professional Staff member may be required to make a new application for appointment to the Professional Staff in the manner and subject to the criteria set out in this By-law.

2.11 Resignation

A Professional Staff member wishing to resign or retire from active practice shall, no less than 90 days before the effective date of resignation or retirement, submit a written notice to the Chief Executive Officer, who shall notify the Chief of Staff, Chief of the relevant Department(s), and the chair of the Credentials Committee. The Board and Medical Advisory Committee shall subsequently be notified.

ARTICLE 3 – MONITORING, SUSPENSION AND REVOCATION

3.1 Monitoring Practices and Transfer of Care

- (a) The Chief of Staff or relevant Chief of Department may review any aspect of Patient care or Professional Staff conduct in the Corporation without the consent of the Professional Staff member responsible for the care or conduct. Where the care or conduct involves an Extended Class Nursing Staff member, the Chief Nursing Executive may also review the care or conduct.
- (b) Where any Professional Staff member or Corporation staff reasonably believes that a Professional Staff member is incompetent, attempting to exceed their privileges, incapable of providing a service that they are about to undertake, or acting in a manner that exposes or is reasonably likely to expose any Patient, healthcare provider, employee, or any other individual at the Corporation, to harm or injury, the individual shall immediately communicate that belief to the Chief of Staff, relevant Chief of Department, or Chief Executive Officer, so that appropriate action can be taken. Where the communication relates to an Extended Class Nursing Staff member, it may also be communicated to the Chief Nursing Executive.
- (c) The Chief of a Department, on notice to the Chief of Staff, where they believe it to be in the Patient's best interests, shall have the authority to examine the condition and scrutinize the treatment of any Patient in their Department and to make recommendations to the attending Professional Staff member or any consulting Professional Staff member involved in the Patient's care and, if necessary, to the Medical Advisory Committee. If it is not practical to give prior notice to the Chief of Staff, notice shall be given as soon as possible.
- (d) If the Chief of Staff or Chief of Department becomes aware that, in their opinion a serious problem exists in the diagnosis, care, or treatment of a Patient, the officer shall immediately discuss the condition, diagnosis, care, and treatment of the Patient with the attending Professional Staff member. If changes in the diagnosis, care, or treatment satisfactory to the Chief of Staff or Chief of Department are not made, they shall immediately assume the duty of investigating, diagnosing, prescribing for, and treating the Patient.
- (e) Where the Chief of Staff or Chief of Department has cause to take over the care of a Patient, the Chief Executive Officer, Chief of Staff, or Chief of Department, and one other Medical

Advisory Committee member, the attending Professional Staff member, and the Patient or the Patient's substitute decision maker shall be notified in accordance with the *Public Hospitals Act*. The Chief of Staff or Chief of Department shall file a written report with the Medical Advisory Committee within 48 hours of their action.

- (f) Where the Medical Advisory Committee concurs in the opinion of the Chief of Staff or Chief of Department who has taken action under section 4.1(a) that the action was necessary, the Medical Advisory Committee shall forthwith make a detailed written report to the Chief Executive Officer and the Board of the problem and the action taken.

3.2 Revocation of Appointment or Restriction or Suspension of Privileges

- (a) The Board may, at any time, in a manner consistent with the *Public Hospitals Act* and this By-law, revoke any appointment of a Professional Staff member, or restrict or suspend the privileges of a Professional Staff member.
- (b) Any administrative or leadership appointment of the Professional Staff member shall automatically terminate upon the revocation of appointment, or restriction or suspension of privileges, unless otherwise determined by the Board.
- (c) The Chief Executive Officer shall prepare and forward a detailed written report to the relevant College as soon as possible and no later than 30 days after the event, where:
 - (i) by reason of incompetence, negligence, or misconduct, a Professional Staff member's:
 - (A) application for appointment or reappointment is denied;
 - (B) appointment is revoked;
 - (C) privileges are restricted or suspended; or
 - (D) a Professional Staff member resigns from the Professional Staff during the course of an investigation into their competence, negligence, or misconduct.

3.3 Immediate Action

- (a) The Chief Executive Officer, Chief of Staff, or Chief of Department may temporarily restrict or suspend the privileges of any Professional Staff member, in circumstances where in their opinion the member's conduct, performance, or competence:
 - (i) exposes, or is reasonably likely to expose any Patient, healthcare provider, employee or any other individual at the Corporation to harm or injury; or
 - (ii) is or is reasonably likely to be detrimental to Patient safety or to the delivery of quality Patient care within the Corporation, and

immediate action must be taken to protect Patients, healthcare providers, employees, and any other individuals at the Corporation from harm or injury.

- (b) Before the Chief Executive Officer, Chief of Staff, or Chief of Department takes action authorized in section 3.3(a), they shall first consult with one of the other of them. If prior consultation is not possible or practicable under the circumstances, the individual who takes the action shall immediately provide notice to the others. The individual who takes the action shall forthwith submit a written report on the action taken with all relevant materials and information to the Medical Advisory Committee.

3.4 Non-Immediate Action

- (a) The Chief Executive Officer, Chief of Staff, or Chief of Department may recommend to the Medical Advisory Committee that the appointment of any Professional Staff member be revoked or that their privileges be restricted or suspended in any circumstances where in their opinion the Professional Staff member's conduct, performance, or competence:
 - (i) fails to meet or comply with the criteria for annual reappointment;
 - (ii) exposes or is reasonably likely to expose any Patient, healthcare provider, employee, or any other individual at the Corporation to harm or injury;
 - (iii) is or is reasonably likely to be detrimental to Patient safety or to the delivery of quality Patient care within the Corporation or impact negatively on the operations of the Corporation; or
 - (iv) fails to comply with the Corporation's by-laws, Rules, or Policies, the *Public Hospitals Act*, or any other relevant law.
- (b) Before making a recommendation under section 3.4(a), an investigation may be conducted. Where an investigation is conducted, it may be assigned to an individual or committee within the Corporation other than the Medical Advisory Committee or an external consultant.

3.5 Referral to Medical Advisory Committee

- (a) Following the temporary restriction or suspension of privileges under section 3.3, or the recommendation to the Medical Advisory Committee for the restriction or suspension of privileges or the revocation of an appointment of a Professional Staff member under section 3.4, the following process shall be followed:
 - (i) the Chief of Department of which the individual is a member or an appropriate alternate designated by the Chief of Staff or Chief Executive Officer shall forthwith submit to the Medical Advisory Committee a written report on the action taken, or recommendation made, as the case may be, with all relevant materials and information;

- (ii) a date for consideration of the matter shall be set not more than ten business days from the time the written report is received by the Medical Advisory Committee;
 - (iii) as soon as possible and in any event at least three business days before the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of:
 - (A) the time, date, and place of the meeting;
 - (B) the purpose of the meeting; and
 - (C) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation.
- (b) The date for the Medical Advisory Committee to consider the matter under section 3.5(a)(ii) may be extended by:
 - (i) an additional five business days in the case of a referral under section 3.3; or
 - (ii) any number of days in the case of a referral under section 3.4;
 if the Medical Advisory Committee considers it necessary to do so.
- (c) The Medical Advisory Committee may:
 - (i) set aside the restriction or suspension of privileges; or
 - (ii) recommend to the Board a revocation of the appointment, or a restriction or suspension of privileges, on such terms as it deems appropriate. Notwithstanding the above, the Medical Advisory Committee may also refer the matter to a subcommittee of the Medical Advisory Committee.
- (d) If the Medical Advisory Committee recommends the continuation of the restriction or suspension of privileges or a revocation of appointment and/or makes further recommendations on the matters considered at its meeting, the Medical Advisory Committee shall, within 24 hours of the Medical Advisory Committee meeting, provide the member with written notice of the Medical Advisory Committee's recommendation.
- (e) The written notice shall inform the member that they are entitled to:
 - (i) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven days of the member's receipt of the notice of the recommendation; and
 - (ii) a Board hearing if a written request is received by the Board and the Medical Advisory Committee within seven days of the member's receipt of the written reasons requested.

- (f) If the member requests written reasons for the recommendation under section 3.5(e), the Medical Advisory Committee shall provide the written reasons to the member as soon as practicable but in any event within seven days of receipt of the request.

ARTICLE 4 - BOARD HEARING

4.1 Board Hearing

- (a) A Board hearing shall be held when one of the following occurs:
 - (i) the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment, or requested privileges not be granted and the applicant requests a hearing in accordance with the *Public Hospitals Act*; or
 - (ii) the Medical Advisory Committee makes a recommendation to the Board that the privileges of a Professional Staff member be restricted or suspended, or an appointment be revoked, and the member requests a hearing.
- (b) The Board shall name a time, date, and place for the hearing.
- (c) The Board hearing shall be held:
 - (i) in the case of immediate restriction or suspension of privileges, within seven days of the date the member requests the hearing under section 4.1(a);
 - (ii) in the case of non-immediate restriction or suspension of privileges, subject to section 4.1(d), as soon as practicable but not later than 28 days after the Board receives the written notice from the member requesting the hearing.
- (d) The Board may extend the time for the hearing date if it considers an extension appropriate.
- (e) The Board shall give written notice of the hearing to the applicant or member and to the Medical Advisory Committee at least five days before the hearing date.
- (f) The notice of the Board hearing shall include:
 - (i) the time, date, and place of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee shall be afforded an opportunity to examine, before the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the applicant or member may proceed in person or be represented by counsel, call witnesses, and tender documents in evidence in support of their case;

- (v) a statement that the Board may extend the time for the hearing on the application of any party; and
- (vi) a statement that if the applicant or member does not attend the hearing, the Board may proceed in the absence of the applicant or member, and the applicant or member shall not be entitled to any further notice in the hearing.
- (g) The parties to the Board hearing are the applicant or member, the Medical Advisory Committee, and such other persons as the Board may specify.
- (h) The applicant or member requiring a hearing and the Medical Advisory Committee shall be afforded an opportunity to examine, before the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be used in evidence.
- (i) Members of the Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or their representative, except upon notice to and an opportunity for all parties to participate. Despite the foregoing, the Board may obtain legal advice.
- (j) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under the *Statutory Powers Procedure Act*.
- (k) No member of the Board shall participate in a Board decision pursuant to a hearing unless they are present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no Board decision shall be given unless all members so present participate in the decision.
- (l) The Board shall make a decision to follow, amend, or not follow the recommendation of the Medical Advisory Committee. The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in privileges shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant, including the considerations set out in sections 2.3, 2.8 and 2.9, respectively.
- (m) A written copy of the Board decision shall be provided to the applicant or member and to the Medical Advisory Committee.
- (n) Service of a notice to the parties may be made personally or by registered mail addressed to the person to be served at their last known address and, where notice is served by registered mail, it will be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness, or other causes beyond their control, receive it until a later date.

ARTICLE 5 – CATEGORIES OF PROFESSIONAL STAFF

5.1 Professional Staff

- (a) The Professional Staff shall be divided into the following categories:
 - (i) Active;
 - (ii) Associate;
 - (iii) Supportive;
 - (iv) Regional Affiliate;
 - (v) Term;
 - (vi) Locum Tenens; and
 - (vii) such other categories as the Board may determine upon the recommendation of the Medical Advisory Committee.

5.2 Active Staff

- (a) The Active Staff shall consist of those Physicians, Dentists, Midwives, and Extended Class Nurses whom the Board appoints to the Active Staff and who have completed satisfactory service as an Associate Staff member for at least one year, or who the Board, on the recommendation of the Medical Advisory Committee, appoints directly to the Active Staff.
- (b) Each Active Staff member shall:
 - (i) have admitting privileges unless otherwise specified in their appointment;
 - (ii) attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (iii) be responsible to the Chief of Department to which they have been assigned for all aspects of Patient care;
 - (iv) attend and/or undertake duties for Patients designated by the Chief of Staff or Chief of the relevant Department to ensure the delivery of appropriate and continuous care;
 - (v) fulfill such on-call requirements as may be established for each Department or Division in accordance with the Professional Staff Human Resource Plan and the Rules and Policies;
 - (vi) act as a supervisor of other Professional Staff members when requested by the Chief of Staff or the Chief of Department to which they have been assigned;

- (vii) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chief of Staff or Chief of the relevant Department; and
 - (viii) be eligible to vote at Professional Staff meetings, to hold office, and to serve as a Medical Advisory Committee subcommittee member.
- (c) All Active Staff members are responsible for assuring that professional care is provided to their Patients in the Hospital.

5.3 Associate Staff

- (a) Physicians, Dentists, Midwives, or Registered Nurses in the Extended Class who are applying for appointment to the Active Staff, subject otherwise to a determination of the Board, shall be assigned to the Associate Staff. This shall be for a period of up to 12 months.
- (b) Each Associate Staff member shall:
- (i) work under the supervision of an Active Staff member named by the Chief of Staff or the Chief of Department to which they have been assigned;
 - (ii) attend Patients and undertake treatment and operative procedures under supervision only in accordance with the kind and degree of privileges granted by the Board;
 - (iii) attend and/or undertake duties for Patients designated by the Chief of Staff or Chief of the relevant Department to ensure the delivery of appropriate and continuous care;
 - (iv) fulfill such on-call requirements as may be established for each Department or Division in accordance with the Professional Staff Human Resource Plan and the Rules and Policies;
 - (v) be entitled to attend and vote at Professional Staff meetings and to serve as a member of any Medical Advisory Committee subcommittee; and
 - (vi) not be eligible to hold any elected office of the Professional Staff.
- (c) After six months, the relevant Chief of Department, after consulting with the Active Staff member by whom the Associate Staff member has been supervised, shall review the Active Staff member and shall submit a written report to the Credentials Committee on:
- (i) the knowledge and skill that has been shown by the Associate Staff member;
 - (ii) the nature and quality of their work in the Corporation; and
 - (iii) their performance and compliance with the criteria set out in section 5.3(b).

- (d) At the end of the twelve-month Associate staff member appointment, the relevant Chief of Department may recommend a change of status to the Active Staff category. As part of this process, the Chief of Department shall review the Associate Staff member, after consulting with the Active Staff member by whom the Associate Staff member has been supervised, and submit a report to the Credentials Committee in accordance with the requirements of section 5.3(c).
- (e) Upon receipt of the report, the Credentials Committee shall review the appointment of the Associate Staff member and make a recommendation to the Medical Advisory Committee.
- (f) If any report is not favourable to the Associate Staff member, the Medical Advisory Committee may recommend an extension of Associate status not to exceed a period of 12 months or may recommend that their appointment be terminated.
- (g) The relevant Chief of Department, upon the request of an Associate Staff member or a supervisor, may assign the Associate Staff member to a different supervisor for the extension of Associate status.
- (h) Any change of status of appointment to the Associate Staff shall be effective only for the period of time remaining in the current appointment year. Thereafter, the Professional Staff member shall complete an application for reappointment at the regularly scheduled times.
- (i) Should the extension of Associate status be in effect beyond the date of the next annual reappointment time, the Associate Staff appointment shall continue until completion of the extended period unless revoked by the Board.
- (j) No Associate Staff member shall be recommended for appointment to the Active Staff unless they have been an Associate Staff member for at least one year.
- (k) In no event shall an appointment to the Associate Staff be continued for more than two years.

5.4 Supportive Staff

- (a) The Supportive Staff shall consist of those community Physicians and Extended Classes Nurses whom the Board appoints to the Supportive Staff in order to provide support to Patients and/or members of Patients' families.
- (b) Supportive Staff:
 - (i) may provide Patients and their families with information;
 - (ii) may input information into the Patient record and progress notes but shall not make or record any orders for in-Patients;
 - (iii) may write orders for out-Patients; and
 - (iv) may attend Professional Staff, Department, and Division meetings.

- (c) Supportive Staff shall not:
 - (i) have admitting privileges or procedural privileges, or provide direct Patient care or conduct clinical trials;
 - (ii) be eligible to vote, to hold an elected office, or to serve as a member of any Medical Advisory Committee subcommittee.
 - (iii) be bound by attendance requirements of Professional Staff, Department, or Division meetings.

5.5 Regional Affiliate

- (a) The Regional Affiliate Staff shall consist of those Physicians whom the Board appoints to the Regional Affiliate Staff in order to participate in an approved regional program. Appointments shall be for a period not to exceed one year and such appointment does not imply or provide for any continuing Professional Staff appointment.
- (b) Each Regional Affiliate Staff member shall:
 - (i) have admitting privileges unless otherwise specified in their appointment;
 - (ii) attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (iii) be responsible to the Chief of Department to which they have been assigned for all aspects of Patient Care;
 - (iv) adhere to any program-specific requirements;
 - (v) fulfill, where appropriate, such on-call requirements as may be established for the region in accordance with the Professional Staff Human Resource Plan and the Rules and Policies;
 - (vi) be eligible to attend Professional Staff meetings but shall not be eligible to vote or to hold any elected office; and
 - (vii) be eligible to serve as a member of a Medical Advisory Committee subcommittee at the discretion of the Chief of Staff and/or Chief Executive Officer.

5.6 Term Staff

- (a) Term Staff shall consist of those Physicians, Dentists, Midwives, and Extended Class Nurses whom the Board appoints to the Term Staff in order to meet a specific clinical or academic need for a defined period of time not to exceed one year. The specific clinical or academic need(s) shall be identified by the Medical Advisory Committee and approved by the Chief Executive Officer. Such needs may include services provided by clinical assistants, clinical scholars, long-term locum tenens, or such other circumstances that does not imply or provide for any continuing Professional Staff appointment or right of renewal.
- (b) Term Staff:
 - (i) shall have admitting privileges unless otherwise specified by the Board;
 - (ii) shall attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (iii) may be required to work under the supervision of an Active Staff member identified by the Chief of Staff or Chief of Department to which they have been assigned;
 - (iv) may be required to undergo a probationary period if determined necessary by the Chief of Department to which they have been assigned;
 - (v) shall, if replacing another Professional Staff member, attend that Professional Staff member's Patients; and
 - (vi) shall undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff or by the Chief of the Department to which they have been assigned.
- (c) Term Staff shall not, unless otherwise specified by the Board:
 - (i) be eligible for re-appointment;
 - (ii) be permitted to attend or vote at Professional Staff meetings, to hold an any elected office, or to serve as a member of any Medical Advisory Committee subcommittee.
 - (iii) be bound by Professional Staff, Department, and Division meeting attendance requirements.

5.7 Locum Tenens

- (a) The Locum Tenens Staff shall consist of those Physicians, Dentists, Midwives, and Extended Class Nurses appointed by the Board to the Locum Tenens Staff in order to be a planned replacement for a Professional Staff member for a specified period of time or to provide limited surgical or consulting services.
- (b) A Locum Tenens Staff member shall:

- (i) have admitting privileges unless otherwise specified in their appointment;
 - (ii) work under the supervision of an Active Staff member assigned by the Chief of Staff or the Chief of Department to which they have been assigned;
 - (iii) attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (iv) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff or by the Chief of the Department to which they have been assigned;
 - (v) not be bound by Professional Staff, Department, and Division meeting attendance requirements.
- (c) A Locum Tenens Staff member may attend Professional Staff meetings but shall not be eligible to vote, to hold an elected office, or to serve as a member of any Medical Advisory Committee subcommittee.

ARTICLE 6 – PROFESSIONAL STAFF DUTIES

6.1 Duties, General

- (a) Each Professional Staff member:
- (i) is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, and the Chief Executive Officer;
 - (ii) shall meet with the respective Chief of Department and the Chief of Staff when requested to do so;
 - (iii) shall perform the duties, undertake the responsibilities, and comply with the provisions set out in this By-law and the Rules and Policies;
 - (iv) shall immediately advise the Chief of Staff and Chief Executive Officer of:
 - (A) the commencement of any investigation or proceeding that would be required to be disclosed by this By-law and/or reapplication process; and
 - (B) any change in the member's licence to practice made by the relevant College or any change in professional practice liability coverage;
 - (v) perform such other duties as may be prescribed from time to time by, or under the authority of, the Board, the Medical Advisory Committee, the Chief of Staff, or Chief of Department;
 - (vi) shall co-operate with and respect the authority of:
 - (A) the Chief of Staff and the Medical Advisory Committee;

- (B) the Chief of the Department to which they have been assigned;
 - (C) the Head of the Division to which they have been assigned;
 - (D) the Chief Executive Officer; and
 - (E) the other members of the multi-disciplinary health team.
- (b) If the Chief of Staff and/or Chief of Department request(s) a meeting with a Professional Staff member for the purpose of interviewing that Professional Staff member about any matter, the Professional Staff member shall attend the interview at a mutually agreeable time but within 14 days of the request. If the Professional Staff member so requests, they may bring a representative with them to the meeting. The Chief of Staff and/or Chief of Department may extend the date for attendance at the interview at their discretion. If requested by the Chief of Staff and/or Chief of Department, the Professional Staff member attending the meeting shall produce any documents requested by the Chief of Staff and/or Chief of Department for discussion at the meeting. If a criminal record check and/or vulnerable sector check is requested, the request shall be made at a meeting with the Professional Staff member where the Chief of Staff and Chief Executive Officer are both present.

ARTICLE 7 - DEPARTMENTS AND DIVISIONS

7.1 Departments

- (a) The Board may organize the Professional Staff into Departments after considering the recommendation of the Medical Advisory Committee.
- (b) The Board shall appoint each Professional Staff member to a minimum of one of the Departments. Appointment may extend to one or more additional Departments.

7.2 Divisions

The Board may divide a Department into Divisions after considering the recommendation of the Medical Advisory Committee.

7.3 Changes to Departments and Divisions

The Board may, at any time, after consulting with the Medical Advisory Committee, create such additional Departments or Divisions, amalgamate Departments or Divisions, or disband Departments or Divisions.

7.4 Department and Division Meetings

- (a) Each Department and Division shall function in accordance with the Rules and policies.
- (b) Department and Division meetings shall be held in accordance with the Rules and Policies.
- (c) Each Department and Division shall meet at least ten times yearly.

ARTICLE 8 – LEADERSHIP POSITIONS

8.1 General

- (a) The Board may appoint an individual on an acting or interim basis where there is a vacancy in any office referred to in this Article or while the individual holding any such office is absent or unable to act.
- (b) If the term of office of any medical leader expires before a successor is appointed, the Board may extend the appointment of the incumbent.
- (c) The Board shall receive and consider the input of the appropriate Professional Staff members before it makes an appointment to a Professional Staff leadership position.
- (d) The Board may revoke any appointment to any position referred to in this Article at any time.

8.2 Chief of Staff

- (a) The Board shall appoint a Physician to the position of Chief of Staff after considering the recommendation of a selection committee.
- (b) Subject to annual confirmation by the Board, an appointment made under section 8.2(a) shall be for the term as defined in the contract among the Corporation and the Chief of Staff.
- (c) The Chief of Staff shall be subject to an annual performance review by the Board with respect to issues related to strategic planning, medical governance, education, and research.
- (d) The Chief of Staff shall:
 - (i) be an *ex officio* Director and as a Director, fulfill fiduciary duties to the Corporation;
 - (ii) be the *ex officio* Chair of the Medical Advisory Committee;
 - (iii) be an *ex officio* member of all Medical Advisory Committee subcommittees;
 - (iv) report regularly to the Board on the work and recommendations of the Medical Advisory Committee; and
 - (v) perform such additional duties as may be outlined in the Board-approved Chief of Staff position description, or as set out in the Rules, or as assigned by the Board.

8.3 Deputy Chief of Staff

- (a) The Board, in consultation with the Chief of Staff, and after considering the recommendation of the Medical Advisory Committee, may appoint a Physician as Deputy Chief of Staff.

- (b) The Deputy Chief of Staff, if appointed, is the delegate of the Chief of Staff and has the responsibilities and duties similar to those of Chief of Staff as determined by the Chief of Staff.

8.4 Chief of Department

- (a) The Board shall appoint a Chief of each Department.
- (b) A Chief of Department shall:
 - (i) be an *ex officio* member of the Medical Advisory Committee;
 - (ii) make recommendations to the Medical Advisory Committee on appointment, reappointment, change in privileges, and any disciplinary action to which Department members should be subject;
 - (iii) advise the Medical Advisory Committee through and with the Chief of Staff with respect to the quality of care provided to Patients of the Department;
 - (iv) review and make recommendations to the Medical Advisory Committee on the performance evaluations of Department members annually as part of the reappointment process and conduct an enhanced performance evaluation on a periodic basis;
 - (v) supervise the professional care provided by Department members;
 - (vi) report to the Medical Advisory Committee and to the Department on activities of the Department including utilization of resources and quality management;
 - (vii) ensure that Departmental meetings are held each year in accordance with Rules and Policies;
 - (viii) delegate appropriate responsibility to appropriate Department members;
 - (ix) notify the Chief of Staff and the Chief Executive Officer of their absence, and in consultation with the Chief of Staff, designate an alternate from within the Department to act within their absence; and
 - (x) perform such additional duties as may be outlined in the Board-approved Chief of Department position description or as set out in the Rules, or as assigned by the Board, the Chief of Staff, the Medical Advisory Committee, or Chief Executive Officer.

8.5 Head of Division

- (a) The Board, in consultation with the Medical Advisory Committee, shall appoint a Head of each Division.
- (b) A Head of Division shall:

- (i) be responsible to the Board through the Chief of the Department and Chief of Staff for the quality of care rendered to Patients in their Division; and
- (ii) perform all of the duties as may be assigned by the Board, Chief of Staff, or Chief of Department, or as set out in a Board-approved position description.

ARTICLE 9 – MEDICAL ADVISORY COMMITTEE

9.1 Composition

- (a) The Medical Advisory Committee shall consist of the following members, each of whom shall have one vote:
 - (i) the Chief of Staff, who shall be the Chair;
 - (ii) the Deputy Chief of Staff, if so appointed;
 - (iii) the President, Vice President, and Secretary-Treasurer of the Professional Staff;
 - (iv) the Chiefs of Department;
 - (v) the Medical Director of Quality of the Corporation; and
 - (vi) the Vice-President, Medical Affairs.
- (b) In addition, the following individuals shall be entitled to attend Medical Advisory Committee meetings without a vote:
 - (i) the Chief Nursing Executive;
 - (ii) the Chief Executive Officer;
 - (iii) a member of the Board appointed by the Board; and
 - (iv) such other individuals who may be invited to attend at the discretion of the Chair.
- (c) In the absence of the Chair, the Deputy Chief of Staff shall serve as Chair. In the absence of the Chief of Staff and Deputy Chief of Staff, the Medical Advisory Committee members shall elect from amongst themselves a member to serve as Chair.

9.2 Recommendations

The Medical Advisory Committee shall consider and make recommendations and report to the Board in accordance with the *Public Hospitals Act*.

9.3 Duties of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall perform the duties and undertake the responsibilities set out in the *Public Hospitals Act* and this By-law, including:

- (i) make recommendations to the Board on the following matters:
 - (A) every application for appointment or reappointment to the Professional Staff, and any request for a change in privileges;
 - (B) the privileges to be granted to each Professional Staff member;
 - (C) this By-law and the Rules and Policies; and
 - (D) the revocation of appointment or the suspension or restriction of privileges of any Professional Staff member, and the quality of care provided in the Hospital by the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff;
- (ii) supervise the practice and behaviours of the Professional Staff and other regulated health professional staff in the Hospital;
- (b) appoint the Medical Staff members of all Medical Advisory Committee subcommittees;
- (c) receive reports of the Medical Advisory Committee subcommittees;
- (d) advise the Board on any matters that it refers to the Medical Advisory Committee; and
- (e) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under section 2(a)(v) of the Hospital Management Regulation under the Public Hospitals Act, make recommendations about those issues to the Hospital's quality committee established under the Excellent Care for All Act.

9.4 Subcommittees

- (a) The Board may, on the recommendation of the Medical Advisory Committee, establish such standing and special subcommittees of the Medical Advisory Committee as may be necessary or advisable for the Medical Advisory Committee to perform its duties under the *Public Hospitals Act* or this By-law.
- (b) The terms of reference and composition for any standing or special subcommittees of the Medical Advisory Committee may be set out in the Rules or in a Board resolution on the recommendation of the Medical Advisory Committee. The Medical Advisory Committee shall appoint the Medical Staff members of any Medical Advisory Committee subcommittee and the Board may appoint other subcommittee members.

9.5 Quorum

- (a) The quorum for any Medical Advisory Committee meeting or subcommittee meeting shall be a majority of the members entitled to vote.

9.6 Meetings

- (a) The Medical Advisory Committee shall hold at least ten meetings each year.
- (b) Unless otherwise required by applicable law, motions arising at any Medical Advisory Committee meeting or subcommittee meeting shall be decided by consensus of the voting members present. Consensus shall be considered to have been reached when no voting member objects to the subject matter of the motion before the meeting. If the chair of the meeting determines that the sense of the meeting is that consensus shall not be reached, then the motion shall be decided by a majority of the votes cast. In such cases, the chair of the meeting shall be entitled to cast a second, or tie-breaking, vote in the event of a tie. A member may attend and vote by electronic means.
- (c) A Medical Advisory Committee or subcommittee meeting may be held by telephonic or electronic means. Where a meeting is held by telephonic or electronic means, a vote may be taken by show of hands, voice vote, or other electronic means of voting.

ARTICLE 10 – PROFESSIONAL STAFF MEETINGS

10.1 Annual, Regular, and Special Meetings

- (a) The Professional Staff shall hold at least four regular meetings in each fiscal year of the Corporation, one of which shall be the annual meeting, at a time and place fixed by the President of the Professional Staff.
- (b) The President of the Professional Staff may call a special meeting. The President of the Professional Staff shall call a special meeting on the written request of any ten Active or Associate Staff members.
- (c) The Secretary of the Professional Staff shall give written notice of each Professional Staff meeting (including the annual meeting or any special meeting) to the Professional Staff at least 14 days before the meeting by posting a notice of the meeting in the Hospital or by emailing or sending it through an internal mail distribution system to each Professional Staff member. Notice of a special meeting shall state the nature of the business for which the meeting is called.
- (d) The period of time required for giving notice of any special meeting may be waived in exceptional circumstances subject to ratification of this action by a majority of those Professional Staff members present and entitled to vote at the special meeting, as the first item of business at the meeting.
- (e) The President of the Professional Staff may determine that any Professional Staff meeting may be held by telephonic or electronic means. Where a Professional Staff meeting is held by telephonic or electronic means, the word “present” in Article 10 shall mean present physically or by telephonic or electronic means, and a vote may be taken by show of hands, voice vote, or other electronic means of voting.

10.2 Attendance

Each Active and Associate Staff member shall attend at least 50 percent of the regular Professional Staff meetings and 70 per cent of the Department or Division meetings of the Departments and/or Divisions to which they have been assigned.

10.3 Quorum

- (a) 20 Active Staff members shall constitute a quorum at any Professional Staff meeting.

10.4 Rules of Order

The procedures for Professional Staff meetings not provided for in this By-law or the Rules or Policies shall be governed by the rules of order adopted by the Board.

10.5 Medical Staff Meetings

Professional Staff meetings held in accordance with this Article shall be deemed to meet the requirement to hold Medical Staff meetings under the *Public Hospitals Act*.

10.6 Nominations and Election Procedure

- (a) A nominating committee shall be constituted through a process approved by the Professional Staff on the recommendation of the Professional Staff officers.
- (b) At least 14 days before the annual meeting of the Professional Staff, the nominating committee shall post a list of the names of nominated officers of the Professional Staff which are to be filled by election in accordance with this By-law and the regulations under the *Public Hospitals Act*.
- (c) Further nominations may be made, in writing, where signed by two members of the Professional Staff entitled to vote, to the Secretary of the Professional Staff within seven days of the posting referred to in section 10.6(b) above, and the nominee shall have signified in writing on the nomination their acceptance of it. Such nominations shall be posted or circulated in the same manner as above.

ARTICLE 11 – PROFESSIONAL STAFF OFFICERS

11.1 Professional Staff Officers

- (a) This Article 11 shall be deemed to satisfy the requirements of the *Public Hospitals Act* for Medical Staff officers. For greater certainty, the President, Vice-President, and Secretary-Treasurer of the Professional Staff shall be deemed to be the President, Vice-President, and Secretary of the Medical Staff.
- (b) The Professional Staff officers shall be:
 - (i) the President;

- (ii) the Vice-President; and
 - (iii) the Secretary-Treasurer.
- (c) The President and Vice-President of the Professional Staff may be one and the same individual; provided however, that if the same individual holds the office of both the President and Vice-President of the Professional Staff, such individual shall only hold one vote on the Medical Advisory Committee.
 - (d) The Professional Staff officers shall be elected annually for a one-year term by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting; provided however that a Professional Staff officer may continue to hold office until a successor is appointed.
 - (e) The Professional Staff officers may serve a maximum of six consecutive years in one office; provided however, that the maximum term of a Professional Staff officer may be extended in exceptional circumstances upon a majority vote of the Professional Staff members present and voting at a regular or special Professional Staff meeting.
 - (f) If any office of the Professional Staff becomes vacant, and it is deemed expedient to fill the office before the next annual meeting of the Professional Staff, the vacancy may be filled by a majority vote of the Professional Staff members present and voting at a regular or special Professional Staff meeting. The Professional Staff member so elected to office shall fill the office until the next annual meeting of the Professional Staff.

11.2 The President of the Professional Staff

- (a) The President of the Professional Staff shall:
 - (i) preside at all Professional Staff meetings;
 - (ii) act as a liaison between the Professional Staff, the Chief Executive Officer, and the Board on matters concerning the Professional Staff;
 - (iii) support and promote the values and strategic plan of the Corporation;
 - (iv) be an *ex-officio* member of the Medical Advisory Committee; and
 - (v) be an *ex-officio* non-voting Director, and as a Director, fulfill fiduciary duties to the Corporation by making decisions in the best interests of the Corporation.

11.3 The Vice-President of the Professional Staff

- (a) The Vice-President of the Professional Staff shall:
 - (i) in the absence or disability of the President of the Professional Staff, act in place of the President, and perform their duties and possess their powers as set out in section 11.2 (other than as set out in section 11.2(a)(v));

- (ii) perform such duties as the President of the Professional Staff may delegate to them; and
- (iii) be an *ex-officio* member of the Medical Advisory Committee.

11.4 The Secretary-Treasurer

- (a) The Secretary Treasurer shall:
 - (i) attend to the correspondence of the Professional Staff;
 - (ii) ensure that notice is given and minutes are kept of Professional Staff meetings;
 - (iii) maintain the funds and financial records of the Professional Staff and provide a financial report at the annual meeting of the Professional Staff;
 - (iv) disburse funds at the direction of the Professional Staff, as determined by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting;
 - (v) be an *ex-officio* member of the Medical Advisory Committee;
 - (vi) in the absence or disability of the Vice-President of the Professional Staff, perform the duties and possess the powers of the Vice-President as set out in section 11.3.

ARTICLE 12 – RULES AND POLICIES

12.1 RULES AND POLICIES

- (a) The Board, after consulting with the Professional Staff and considering the recommendation of the Medical Advisory Committee, may make Rules as it deems necessary, including Rules for Patient care and safety and the conduct of members of the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff.
- (b) The Board, after consulting with the Professional Staff and considering the recommendation of the Medical Advisory Committee, may adopt Policies applicable to the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff that are consistent with, and that support the implementation of, the Rules.
- (c) The Medical Advisory Committee, after consulting with the Professional Staff, may make Policies applicable to the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff that are consistent with this By-law, the Rules, and the Board-approved Policies.
- (d) The Chief of Department, after consulting with the Professional Staff of the Department, may adopt policies and procedures applicable to the Professional Staff of the Department, including policies and procedures that are consistent with, and support the implementation of, the Rules and Policies.

ARTICLE 13 – AMENDMENTS TO BY-LAW

13.1 Amendments to Professional Staff Part of By-Law

Prior to submitting any amendment(s) to this By-law and to the Corporation's by-law approval process:

- (a) the Corporation shall provide notice specifying the proposed amendment(s) to the Professional Staff and post a copy of the proposed amendment(s) in the Professional Staff room at least 14 days before the proposed amendment(s) are considered by the Board;
- (b) the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s);
- (c) the Medical Advisory Committee may make recommendations to the Board on the proposed amendment(s).

ARTICLE 14 – REPEAL AND RESTATEMENT

This By-law repeals and restates in its entirety the by-laws of the Corporation previously enacted concerning the Professional Staff.