

**NORFOLK GENERAL HOSPITAL**

**ADMINISTRATIVE BY-LAWS**

**JUNE 21, 2005**

**ADMINISTRATIVE BY-LAWS  
TABLE OF CONTENTS**

	<b>BY-LAW NO. 1</b>	<b>1</b>
<b>1.</b>	<b>DEFINITIONS</b>	<b>2</b>
	1.1 INTERPRETATION	2
<b>2.</b>	<b>CORPORATION</b>	<b>4</b>
	2.1 MEMBERS OF THE CORPORATION	4
	2.1.1 Admission	4
	2.1.2 Membership Categories	4
	2.1.3 Resignation and Termination of Membership	6
	2.2 ANNUAL MEETING OF THE CORPORATION	6
	2.2.1 Time and Place	6
	2.2.2 Notice	6
	2.2.3 Quorum	7
	2.2.4 Business	7
	2.3 SPECIAL MEETINGS OF THE CORPORATION	7
	2.3.1 Time and Place	7
	2.3.2 Notice	7
	2.3.3 Quorum	8
	2.4 ADJOURNED MEETINGS OF THE CORPORATION	8
	2.5 MEETINGS OF THE CORPORATION	9
	2.5.1 Chair	9
	2.6 FISCAL YEAR OF THE CORPORATION	9
<b>3.</b>	<b>BOARD OF DIRECTORS</b>	<b>9</b>
	3.1 BOARD COMPOSITION AND TERM	9
	3.2 QUALIFICATIONS OF DIRECTORS	10
	3.3 SPECIAL DIRECTORS	10
	3.3.1 Honourary Director	10
	3.3.2 Term Directors	11
	3.4 NOMINATIONS FOR ELECTION OF DIRECTORS	11
	3.5 ATTENDANCE AT MEETINGS	11
	3.6 RESIGNATION BY A DIRECTOR	11
	3.7 REMOVAL OF A DIRECTOR	11
	3.8 VACANCY	12
	3.9 RESPONSIBILITIES OF THE BOARD	12
	3.10 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR	14
	3.11 CONFLICT OF INTEREST	15
	3.12 CONFIDENTIALITY AND PUBLIC RELATIONS	16
	3.13 INDEMNIFICATION	17
	3.14 MEETINGS OF THE BOARD	17
	3.14.1 Attendees	17
	3.14.2 Call and Notice	18
	3.14.2.1 Regular Meetings of the Board	18
	3.14.2.2 Special Meetings of the Board	19
	3.14.3 Chair	19

	3.14.4 Voting	19
	3.14.5 Minutes	20
	3.14.6 Quorum	20
<b>4.</b>	<b>OFFICERS</b>	<b>21</b>
	4.1 THE OFFICERS OF THE CORPORATION	21
	4.2 DUTIES OF EVERY OFFICER	22
	4.3 DUTIES OF THE OFFICERS	22
	4.3.1 Duties of the Chair	22
	4.3.2 Duties of the First Vice-Chair	23
	4.3.3 Duties of the Second Vice-Chair	23
	4.3.4 Duties of the Treasurer	23
	4.3.5 Duties of the Secretary	25
<b>5.</b>	<b>COMMITTEES OF THE BOARD</b>	<b>26</b>
	5.1 ESTABLISHMENT AND MEMBERSHIP OF STANDING AND SPECIAL COMMITTEES OF THE BOARD	26
	5.1.1 Standing Committees of the Board	26
	5.1.2 Special Committees of the Board	27
	5.2 PROCEDURES FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES	27
	5.2.1 Attendees at Meetings of Standing and Special Committees	27
	5.2.2 Call for Meetings of Standing and Special Committees	27
	5.2.3 Voting at Meetings of Standing and Special Committees	28
	5.2.4 Minutes of Meetings of Standing and Special Committees	28
	5.2.5 Quorum for Meetings of Standing and Special Committees	28
	5.3 MEMBERSHIP AND TERMS OF REFERENCE OF BOARD COMMITTEES	28
	5.3.1 Executive Committee	28
	5.3.2 Audit Committee	30
	5.3.3 Finance Committee	33
	5.3.4 Joint Conference Committee	35
	5.3.5 Nominating Committee	35
	5.3.6 Quality Assurance Committee	36
	5.3.7 Strategic Planning Committee	37
	5.3.8 Fiscal Advisory Committee	39
<b>6.</b>	<b>CHIEF EXECUTIVE OFFICER</b>	<b>39</b>
	APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER	39
	DUTIES OF THE CHIEF EXECUTIVE OFFICER	40

## 6.2 DUTIES OF THE CHIEF EXECUTIVE OFFICER

- (1) The Chief Executive Officer shall,
  - (a) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
  - (b) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
  - (c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
  - (d) ensure effective human resources, strategic planning and identify resource implications;
  - (e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
  - (f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital.
  - (g) develop, recommend and foster the values, culture and philosophy of the Hospital;
  - (h) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
  - (i) represent the Hospital externally to the community, government, media and other organizations and agencies;
  - (j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
  - (k) prepare and forward a detailed report to the College of Physicians and Surgeons of Ontario where,

- (i) the application of a physician for appointment or reappointment to the medical staff of the hospital is rejected by reason of his or her incompetence, negligence or misconduct;
  - (ii) the privileges of a member of the medical staff of the hospital are restricted or cancelled by reason of his or her incompetence, negligence or misconduct, or
  - (iii) a physician voluntarily or involuntarily resigns from the medical staff of the hospital during the course of an investigation into his or her competence, negligence or conduct;
- (l) notify the Chief of Staff, the Chief of Department, and in the case of a member of the extended class nursing staff, the Chief Nursing Executive , and the Board if necessary, of,
- (i) any failure of any member of the medical, dental, midwifery or extended class nursing staff to act in accordance with statute law or regulations thereunder, or the Hospital By-Law and Rules,
  - (ii) any belief that a member of the medical, dental, midwifery or extended class nursing staff is unable to perform the person's professional duties with respect to a patient in the Hospital,
  - (iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical, dental, midwifery or extended class nursing staff ; and
  - (iv) any other matter about which they should have knowledge.
- (m) establish the selection process for the engagement of a Chief Nursing Executive and hire the Chief Nursing Executive in accordance with the process;
- (n) establish the functions and responsibilities of the Chief Nursing Executive;
- (o) annually conduct the Chief Nursing Executive's formal performance evaluation and review and approve his or her compensation, and set his or her goals for the coming year;
- (p) report to the Board as necessary regarding the occupational health and safety program ;

- (q) report to the Board as necessary in respect of the health surveillance program;
- (r) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations thereunder, the By-Laws of the Hospital and all other statutory and regulatory requirements;
- (s) attend meetings of the Board;
- (t) attend meetings of all Board Committees;
- (u) despite 6.2 (1)(t), the Chief Executive Officer shall be a member of the Fiscal Advisory Committee as provided for in section 5.3.8.2(1) of this By-law; and
- (v) perform such duties as may be directed from time to time by the Board.