BY-LAW NO. 2
A by-law relating generally to the
conduct of Board and Board Committee Meetings of

SOUTH EAST LOCAL HEALTH INTEGRATION NETWORK
(the "Corporation")

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

TABLE OF CONTENTS

1.0 Interpretation
- 1.01 Definitions
- 1.02 Board Meetings
- 1.03 Interpretation
- 1.04 Headings

2.0 Application of By-law No. 2
- 2.01 Board Meeting, Board Committee Meetings
- 2.02 Other Meetings

3.0 Frequency, Location and Calling of Board Meetings
- 3.01 Frequency
- 3.02 Location
- 3.03 Calling a Board Meeting
- 3.04 Date and Time

4.0 Notice of Meetings
- 4.01 Notice to Board Members
- 4.02 Notice to the Public
- 4.03 Purpose of the Meeting
- 4.04 Notice to Board Members of Subsequent Meetings
- 4.05 Special Board Meetings
- 4.06 Delivery of Notice
- 4.07 Errors and Omissions
- 4.08 Waiver of Notice

5.0 Use of Video and/or Telecommunication Devices or Facilities
- 5.01 Attendance by Board Members
- 5.02 Attendance by the Public
- 5.03 Disruption of Meetings

6.0 Quorum
- 6.01 Quorum for the Conduct of Business
- 6.02 Quorum and Board Vacancies
- 6.03 Lack of a Quorum

7.0 Agenda
- 7.01 Availability
- 7.02 Content

7.03 Preliminary Matters
7.0 Order of Business
7.05 Scheduling of Agenda Items
7.06 Adjournment Prior to Completion of Agenda

8.0 Chairing the Meeting
8.01 Chair of the Meeting
8.02 Duties of the Chair
8.03 Chair in Control
8.04 Appeals of Procedural Decisions of the Chair

9.0 Motions, Resolutions & Voting
9.01 Board Members' Decisions-
9.02 Votes must be Taken
9.03 Common Motions
9.04 One Board Member, One Vote; Majority Rules
9.05 Outcome of the Vote
9.06 Recording of Results
9.07 Voting during Electronic Board Meetings
9.08 Abstaining from Voting

10.0 Rules of Debate and Board Members Code of Conduct
10.01 Chair to Control Debate
10.02 Participation in the Debate
10.03 All Members to Speak
10.04 Participation by Electronic Means
10.05 Fiduciary Duty to Support Majority
10.06 Code of Conduct

11.0 Closed Sessions
11.01 In General
11.02 Discussions Permitted to be held in a Closed Session
11.03 Giving Notice of a Closed Session
11.04 Agendas
11.05 Moving into a Closed Session
11.06 Proceedings during the Closed Session
11.07 Concluding the Closed Session
11.08 Minutes of Proceedings during Closed Sessions
11.09 Annual Review and Report

12.0 Minutes
12.01 Content of Minutes
12.02 Circulation of Draft Minutes
12.03 Approval of Minutes
12.04 Public Access to Minutes

13.0 Public Access
13.01 Notice to the Public
13.02 Accommodation
13.03 Access to Agendas
13.04 Access to Non-Confidential Materials
13.05 Recording of Proceedings
13.06 Questions

14.0 Effective Date
14.01 Effective Date

Appendices

A: Sample Agenda
B: Form of Common Motions and Appeals
C: Form of Motion for a Closed Session

SECTION ONE
INTERPRETATION

1.01 Definitions. - In the by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Local Health System Integration Act, 2006*, or any statute that may be substituted therefor, as from time to time amended;

"appoint" includes "elect" and vice versa;

"associate" includes with respect to an individual, any member of the individual's immediate family who resides with the individual, including a child, parent, sibling, spouse, including a common law partner, or a same-sex partner of such individual;

"Board" means the board of directors of the Corporation;

"Board Committee" means any committee where a majority of members are Board Members;

"Board Committee Meeting" means a meeting of the members of a Board Committee;

"Board Meeting" has the meaning set out in ss 1.02 below;

"Board Member" means an individual appointed by the Lieutenant Governor in Council to be a member of the Board;

"By-law No. 1" means the By-law No. 1 duly passed by the Board;

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"Chair" means the Board Member designated by the Lieutenant Governor in Council to be the chair of the Corporation;

"Closed Session" means a session of a Board Meeting during which non-Board Members may be excluded to enable certain matters to be considered in confidence, pursuant to the provisions of s.9(5) of the Act;

"Committee Member" and "Committee Members" means one and more than one member of a Board Committee, whether a Board Member or member of the public;

"Corporation" means the corporation without share capital continued under the Act and named South East Local Health Integration Network" in English and "Réseau local d'intégration des services de santé du Sud Est" in French;

"geographic area" has the meaning set out in section 2(1) of the Act;

"LHIN" means any local health integration network;

"Minister" means the Minister of Health and Long-Term Care or such other member of the Executive Council to whom the responsibility for LHINs may be assigned under the Executive Council Act;

"present" means physically in attendance at the Board Meeting or, if properly authorized, in attendance by electronic means;

"Quorum" means a majority of Board Members;

"Secretary" means the individual appointed by the Board to hold the office of secretary in accordance with By-law No. 1;

"Special Board Meeting" means a meeting to deal with a matter which, in the opinion of the Chair, the acting Chair or a majority of the Board, requires action before the next regularly scheduled Board Meeting;

"special resolution" means a resolution passed by at least two-thirds of the votes cast at a Board Meeting or by the consent in writing of all the Board Members entitled to vote at such meeting;

"Vice Chair" means the Board Member or Board Members appointed by the Board to hold the office of vice-chair in accordance with By-law No. 1;

1.02 "Board Meeting" means a meeting of the Board for the purpose of making a decision or recommendation, the taking of an action or the giving of advice in respect of any matter within the Board's jurisdiction. A meeting of Board Members for social, or purposes other than conducting Corporation business is not a Board Meeting. Where the Board Members attend a meeting held by another organization or entity, or visit another organization or entity, the meeting will not be considered a Board Meeting subject to this By-law, unless the Board Members will be making a decision or recommendation, taking an action or giving advice to the Corporation in respect of any matter within the Board's jurisdiction.

1.03 Interpretation. – All terms which are used in the by-laws of the Corporation and which are not otherwise defined shall have the meanings given to such terms in the Act or regulations made under the Act. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.04 Headings. - The headings in this by-law are inserted for convenience of

reference only and shall not affect the construction or interpretation of this by-law.

SECTION TWO
APPLICATION OF BY-LAW No. 2

2.01 Board Meetings, Board Committee Meetings. - (a) The procedures outlined in this By-law apply to the conduct of Board Meetings and to the conduct of Board Committee Meetings.

(b) When applied to Board Committee Meetings, the term “Board” shall be replaced with “Board Committee”, the term “Board Meeting” shall be replaced with “Board Committee Meeting”, the term “Board Member” shall be replaced with “Committee Member”, and the term “Chair” shall refer to the chairperson of the Board Committee, as appropriate.

(c) All points of order or procedures not addressed in this By-law shall be resolved with reference to “*Procedures for Board Meetings and Organizations*”, 3rd edition, Kerr, M.K. and King, H.W., Carswell, 1996.

2.02 Other Meetings. - The chair of any meeting other than a Board Meeting or a Board Committee Meeting may choose to follow the procedures set out in this By-law, in whole or in part. A decision to follow the procedures shall be made, and communicated to all participants, prior to the start of the meeting.

SECTION THREE
FREQUENCY, LOCATION AND CALLING OF BOARD MEETINGS

3.01 Frequency. - The Board will meet at least four times within a calendar year.

3.02 Location. - (a) Unless all Board Members participate pursuant to subsection 5.01, all Board Meetings shall be held within the geographic area of the Corporation.

(b) Subject to (a) the Board shall meet at such time and such place as the Board or the Chair determines.

3.03 Calling a Board Meeting. - Subject to this by-law, Board Meetings shall be held from time to time at such time and at such place as the Board, the chair or a majority of directors may determine.

3.04 Date and Time. - The Board may fix the date and time of regularly scheduled Board Meetings by resolution.

SECTION FOUR
NOTICE OF MEETINGS

4.01 Notice to Board Members. – Notice of the time and place of each Board Meeting other than Special Board Meetings shall be given to each Board Member not less than ten business days before the date of the Board Meeting, personally, by courier, by recorded facsimile transmission or by-email if e-mail transmission is approved by the Board. In computing the date when notice must be given, the date of giving the notice shall be excluded and the date of the Board Meeting or other event shall be included. If the Board Members pass a resolution fixing the place and time of regular Board Meetings, and provided that a copy of the resolution is given to each Board Member, then no other notice will be required. Notices sent by e-mail shall be effective on the date sent.

4.02 Notice to the Public. - (a) The date, location and time of Board Meetings, other than Special Board Meetings, will be available to the public no less than 10 business days prior to the Board Meeting on the Corporation's website. The Board will make such other announcements by advertising or otherwise as the Board deems appropriate.

(b) If the public may access the Board Meeting via video or teleconferencing technology, then the notice to the public shall specify the locations at which the tele or video conferencing will be available.

4.03 Purpose of the Meeting. - A notice need not specify the purpose of or the business to be transacted at the Board Meeting.

4.04 Notice to Board Members of Subsequent Meetings. – Notice of a subsequent Board Meeting is not required to be given to Board Members if the time and place of the next Board Meeting is announced during a Board Meeting.

4.05 Special Board Meetings. - Notice of a Special Board Meeting shall be given by contacting all Board Members and advising them of the time and place of the Board Meeting. The date, location and time of Special Board Meetings will be provided to the public by posting a notice on the Corporation's website as soon as reasonably possible after the date for the Special Board Meeting has been set. In all other respects, the notice to the public of a Special Board Meeting shall be as set out in s.4.02, above.

4.06 Delivery of Notice. - Notice shall be delivered to each Board Member at the last address provided by them. Delivery shall be personal, by courier, e-mail or voice-

mail. Delivery shall be deemed to have occurred:

(i) on the day it is delivered personally;

(ii) on the day it is delivered by courier to the address provided; or

(iii) on the day it is transmitted by e-mail or voice-mail, provided that such transmission occurs before 5:00 pm, or on the next day if transmitted after 5:00 pm.

4.07 Errors and Omissions. – Neither an error that does not affect the substance of the notice nor the accidental omission to give any notice to any Board Member or the public, shall invalidate any action taken at any Board Meeting held pursuant to such notice.

4.08 Waiver of Notice. - Any Board Member may waive any notice required to be given under this By-law before, during, or after the Board Meeting for which notice should have been given in accordance with this By-law. A waiver shall cure any default in giving such notice.

SECTION FIVE
USE OF VIDEO AND/OR TELECOMMUNICATION DEVICES OR FACILITIES

5.01 Attendance by Board Members. - A Board Member may participate in a Board Meeting by means of telephone, electronic, video-conferencing or other communication facilities as permit all persons participating in the Board Meeting to communicate with each other simultaneously and instantaneously. Such a Board Member will be deemed to be present at the Board Meeting.

5.02 Attendance by the Public. - At the discretion of the Board, the public may be permitted to attend the Board Meeting via video-conferencing or tele-conferencing. If alternate means of access are made available by the Board, then the Notice to the public shall specify the locations at which the tele or video conferencing will be available. The Notice shall also include any restrictions that may be applicable to such access.

5.03 Disruption of Meetings. - In the event that a Board Meeting that is being accessed electronically is encountering either interference or disruption caused by those participating electronically, the Chair may direct the electronic access to be terminated.

SECTION SIX
QUORUM

6.01 Quorum for the Conduct of Business. - A Quorum must be present for the Board Members to be able to exercise their powers, i.e. transact business at a Board Meeting. A Quorum for a Board Committee Meeting shall be a majority of the Committee's Members or such other number as may be set out in the applicable terms of reference. If a Board Meeting is held electronically, the Chair will periodically do a roll call to ensure that a Quorum remains in effect.

602 Quorum and Board Vacancies. - Where there is a vacancy on the Board, the remaining Board Members may exercise all the powers of the Board so long as a Quorum remains as follows:

# of Members Appointed:	9	8	7	6	5	4	3	2	1
# Required for a Quorum	5	5	4	4	3	3	2	2	1

6.03 Lack of a Quorum. – The Board cannot make a decision in the absence of a Quorum. If an existing Quorum at a given Board Meeting is lost temporarily through the withdrawal of a Board Member due to a conflict of interest, then the Board Meeting may continue, but no decision can be made on the issue that gave rise to the declaration of conflict. If a Quorum is lost permanently through the departure of a Board Member, then the Board Meeting should be terminated as soon as reasonably possible after the Quorum is lost. At the discretion of the Chair the Board Meeting can continue for items not requiring a Board decision provided that such items are not required to inform a subsequent decision.

SECTION SEVEN
AGENDA

7.01 Availability. - An agenda of business to be conducted will be prepared and distributed to the Board Members five business days prior to each Board Meeting. The agenda will be accompanied by copies of any supplementary material to be discussed or considered at the Board Meeting.

7.02 Content. - The agenda will identify the date, time and location of the Board Meeting and, where applicable, the dial-in number or other means by which Board Members may participate. Where possible, the agenda will also identify whether it is proposed that the Board Meeting include a Closed Session.

7.03 Preliminary Matters. - Each agenda will require the Chair to (i) identify those Board Members and other participants present, (ii) recognize a Quorum; and (iii) call for a declaration of conflicts of interest, prior to the conduct of any business. An example of

an agenda is set out in Appendix A.

7.04 Order of Business. - Unless otherwise agreed by the Board Members present at the Board Meeting, business will be conducted in the order set out in the agenda. A proposal to change the order of agenda items may be made at the beginning of a Board Meeting and shall require a majority vote to approve.

7.05 Scheduling of Agenda Items. - In order to be placed on the agenda, an item requiring a decision by the Board must be submitted to the Secretary at least seven business days before the Board Meeting. No additional matters requiring a decision by the Board may be brought forward at a regular Board Meeting unless the matter is on the agenda –except that a new matter that requires a decision before the next regularly scheduled Board Meeting may be added to the agenda.

7.06 Adjournment Prior to Completion of Agenda. - If a Board Meeting is adjourned prior to the consideration of all items on the agenda, then the items shall be placed on the agenda for the next Board Meeting.

SECTION EIGHT
CHAIRING THE MEETING

8.01 Chair of the Meeting. - The Chair, or in the absence of the Chair, the Vice-Chair, shall preside as Chair of the Board Meeting. If neither the Chair, nor the Vice-Chair is present, then the Board Members present shall choose one of their number to be the Chair.

8.02 Duties of the Chair. - It shall be the duty of the Chair of the Board Meeting:

i) to preserve order and decorum and decide all questions of order, subject to an appeal to the Board;

ii) to appropriately manage, in accordance with the Conflict of Interest Policy any conflict of interest issue that is raised during the Board Meeting;

iii) to receive and submit, in the proper manner, all motions presented by the Board Members;

iv) to put to vote all questions which are properly brought before the Board or necessarily arise in the course of proceedings, and to announce the results;

v) to call by name any Board Member persisting in breach of the rules of order and may order a Board Member to vacate the room; and

vi) to ensure that the decisions of the Board Members are in conformity with the laws and by-laws governing the activities of the Board and its Board Members.

8.03 Chair in Control. - (a) Rulings or directives from the Chair will be followed by all attendees.

(b) The Chair may exclude members of the public for improper conduct or disruptive behaviour. The determination of what is improper conduct or disruptive behaviour is within the discretion of the Chair. The Chair may recess the Board Meeting and/or call for assistance from local authorities to enable the removal of members of the public.

(c) The Chair may terminate the Board Meeting, prior to the conclusion of Board business, if in the opinion of the Chair such an action is necessary.

8.04 Appeals of Procedural Decisions of the Chair. - Any Board Member may appeal a procedural decision of the Chair to the Board. An appeal of a procedural decision of the Chair shall be chaired by the Vice-Chair.

SECTION NINE
MOTIONS, RESOLUTIONS & VOTING

9.01 Board Members' Decisions. – Board Members' decisions are made by motion in the following manner:

(i) a matter requiring a decision is introduced by the Chair;
(ii) a motion in respect of the decision is made by a Board Member;
(iii) where applicable, a second Board Member seconds the motion;
(iv) debate occurs on the motion; and
(v) a vote is taken.

9.02 Votes Must be Taken. - Unless a motion or a second is withdrawn, motions must be voted on.

9.03 Common Motions**.** - A table of common motions together with suggested forms of motion is appended to this By-law as Appendix B.

9.04 One Member, One Vote; Majority Rules – Each Board Member, including the Chair, has one vote. Every question before the Board shall be decided by a majority of the votes cast on a motion. In the event of a tie, the Chair does not have a deciding vote.

9.05 Outcome of the Vote. - The Chair shall declare the outcome of the vote on all questions. Should the outcome be disputed, the vote shall be re-taken.

9.06 Recording of Results. - Any Board Member may require the outcome of a vote to be recorded. A request for a recorded vote may be made before or after the vote. Where a recorded vote is not requested, the minutes will simply reflect that a motion was approved or not approved.

9.07 Voting during Electronic Board Meetings. - When a vote is called, the Chair will first ask for those opposed to the motion. If no one is opposed, the motion will be considered to be carried. If there is opposition a roll call vote will be held and the Chair will declare the number of votes cast in favour, the number of votes cast against and whether the motion is carried.

9.08 Abstaining from Voting. – All Board Members present shall vote on all motions put to the Board except in the following circumstances:

(i) they have declared a conflict of interest; or
(ii) the matter calls for the approval of minutes of a Board Meeting at which they were not present; or
(iii) they are prohibited by law.

With the exception of Board Members in the above circumstances, Board Members present who do not vote shall be deemed to have voted against the motion in question.

SECTION TEN
RULES OF DEBATE AND BOARD MEMBERS' CODE OF CONDUCT

10.01 Chair to Control Debate. - Every Board Member must be recognized by the Chair prior to speaking to any question or motion. Board Members will address all comments to the Chair. At the discretion of the Chair, questions asked by a Board Member may be answered by a third party, prior to receiving another Board Member's comments.

10.02 Participation in the Debate. – Board Members will (i) speak in the order indicated by, and within the time limits set by the Chair; (ii) confine their remarks to the merits of the motion; (iii) not attack another Board Member's motives; (iv) not prolong debate unnecessarily by restating previously expressed points of view.

10.03 All Members to Speak. – Board Members who have spoken to a motion previously, will respect the Chair's need to hear from all Board Members prior to hearing from a Board Member twice.

10.04 Participation by Electronic Means. – In any Board Meeting where some or all of the Board Members are participating by electronic means, all participants will

identify themselves before making any comments.

10.05 Fiduciary Duty to Support Majority. – Board Members will debate items fully but will support the decision made by the majority of Board Members once the result of the vote has been declared by the Chair.

10.06 Code of Conduct. – Board Members will,

(i) conduct themselves professionally and in a manner consistent with all applicable law, by-laws, codes of conduct, guidelines and directives;
(ii) come to Board Meetings prepared and having read all materials provided in advance;
(iii) confine their remarks to the motion or other question, will not use any indecorous or offensive language and shall avoid personal comments or observations;
(iv) be, and be seen to be, impartial and objective during Board Meetings;
(v) participate fully in Board Meetings;
(vi) not disclose the content of confidential proceedings or materials;
(vii) understand the Board's role in policy-making and its separation from the daily conduct of Corporation administration and management;
(viii) recognize that authority resides with the Board as a whole and not with individual Board Members; and
(ix) recognize that the Chair is the primary spokesperson for the Board and that the Chair and the CEO are the primary spokespersons for the Corporation. Board Members will direct requests from third parties for information or participation in external events, to the Chair or the Secretary.

SECTION ELEVEN
CLOSED SESSIONS

11.01 In General. - Proceedings in a Closed Session are confidential. They are attended only by the Board Members present at the Board Meeting and those individuals whose presence the Board Members have agreed is required for the Closed Session. All information provided at a Closed Session shall remain confidential. Where a discussion held in a Closed Session leads to a general policy decision the Board Members may determine that the information be made public.

11.02 Discussions Permitted to be held in a Closed Session. - The Act permits a Corporation to exclude the public from any part of a Board Meeting where the following circumstances exist:

(i) Personal or Public Interest: financial, personal or other matters may be disclosed of such a nature that the desirability of avoiding public disclosure of them in the interest of any person affected or in the public

interest outweighs the desirability of adhering to the principle that Board Meetings be open to the public;

(ii) Public Security: matters of public security will be discussed;

(iii) Security of the Corporation and its Board Members: the security of the Board Members or property of the Corporation will be discussed;

(iv) Personal Health Information: personal health information, as defined in section 4 of the *Personal Health Information Protection Act, 2004*, will be discussed;

(v) Prejudice to Legal Proceedings: a person involved in a civil or criminal proceeding may be prejudiced;

(vi) Safety: the safety of a person may be jeopardized;

(vii) Personnel Matters: personnel matters involving an identifiable individual, including an employee of the Corporation, will be discussed;

(viii) Labour Relations: negotiations or anticipated negotiations between the Corporation and a person, bargaining agent or party to a proceeding or an anticipated proceeding relating to labour relations or a person's employment by the Corporation will be discussed;

(ix) Matters subject to Solicitor Client Privilege: litigation or contemplated litigation affecting the network will be discussed, or any legal advice provided to the Corporation will be discussed, or any other matter subject to solicitor-client privilege will be discussed;

(x) Matters Prescribed by Regulation: matters identified in a regulation under the Act as permissible to discuss in a Closed Session;

(xi) Deliberations on whether to move into a Closed Session: the Board will deliberate whether to exclude the public from a Board Meeting, and the deliberations will consider whether one or more of clauses (i) through (x) are applicable to the matters proposed to be discussed in a Closed Session.

11.03 Giving Notice of a Closed Session. – Where it is possible that the Board Members will discuss a matter requiring the exclusion of the public from a significant portion of the Board Meeting, it would be prudent to disclose this possibility in advance. In these circumstances the notice of the Board Meeting that is given to the public, should clearly indicate that the majority of the Board Meeting may be closed to the public in accordance with the *Act*.

11.04 Agendas. - Where it is known in advance that a portion of a Board Meeting may be closed to the public, a separate agenda should be prepared for the Closed Session and circulated only to the Board Members. This would occur, for example, when the Board must approve the minutes of a Closed Session held during the last Board Meeting.

11.05 Moving into a Closed Session. - The Board must take certain steps before proceeding to a closed session.

(i) Before the proceedings of a Board Meeting can be closed to the public, a vote must be held on a motion that (i) proposes to exclude the public; (ii) clearly identifies the nature of the matter to be considered during the Closed Session; and (iii) provides the general reasons why the public is being excluded.

(ii) This vote occurs during the regular Board Meeting. Even where the Board Members anticipate that most of the Board Meeting will need to be conducted in a closed session, the Board must still give notice to the public of a Board Meeting, call the Board Meeting to order in an open session, and vote to move into a Closed Session, before it can conduct business in a Closed Session.

(iii) The outcome of the vote is recorded in the minutes. In addition, it is recommended that the Board record each decision to move into Closed Session using the form of motion attached as Appendix C.

11.06 Proceedings During the Closed Session. - Normal Board Meeting procedures are followed during a Closed Session, including the taking of minutes, the making of and the voting on motions. In addition:

(i) only Board Members and specifically identified individuals are eligible to attend Closed Session proceedings;
(ii) only those matters identified in the public portion of the Board Meeting can be discussed;
(iii) the proceedings are confidential unless the Board Members, in a Closed Session agree otherwise;
(iv) minutes of the proceedings are recorded.

11.07 Concluding the Closed Session. - When the Board has finished its confidential discussions on the identified matters, Board Members must receive and then vote on a motion to conclude the Closed Session and approve the business conducted during the Closed Session. On approval of this motion, the public portion of the Board Meeting resumes. At this time, the Board's first item of business is to report on and approve the business conducted during the Closed Session, unless the Board Members formally agree that it is in the best interests of the Corporation that an action taken during a Closed Session should not be reported in the minutes. In that event, the minutes of the Board Meeting must indicate that such a thing has occurred.

11.08 Minutes of Proceedings During Closed Sessions. - Minutes will be kept for all proceedings conducted in a Closed Session. The minutes of proceedings in Closed Session are confidential and available only to those persons who were eligible to attend the Closed Session – unless the Board Members, during a Closed Session, agree otherwise. Those Board Members and other individuals who take part in the Closed Session or who are permitted to consult the minutes of the Closed Session are deemed to have agreed to maintain the confidentiality of the proceedings. Minutes of the Closed Session should not be circulated. Copies should be retained by the Corporation and filed separately from all other types of minutes. Minutes of a Closed Session must be approved or amended only in a Closed Session.

11.09 Annual Review and Report. - The Board will review its use of Closed Sessions to ensure that in practice, it properly balances the requirements for, and benefits of, public access to the Board and the ability of the Board to deal efficiently with the full business agenda in the time normally set aside for Board Meetings. This review will be conducted annually as part of the larger Board evaluation process.

SECTION TWELVE
MINUTES

12.01 Content of Minutes. - The Secretary shall ensure that minutes of Board Meetings shall consist of a record of all proceedings taken by the Board Members.

12.02 Circulation of Draft Minutes. - The Secretary shall ensure that minutes shall be provided in draft form to the Board Members within 30 days of the Board Meeting.

12.03 Approval of Minutes. - Minutes shall be approved by the Board Members at the next subsequent Board Meeting.

12.04 Public Access to Minutes. - Approved minutes shall be posted on the Corporation's web- site within 30 days of approval. Minutes of Closed Sessions shall not be made public.

SECTION THIRTEEN
PUBLIC ACCESS

13.01 Notice to the Public. - The schedule (date, location and time) of Board Meetings will be available to the public no less than 10 business days prior to the Board Meeting on the Corporation's website. The Board will make such other announcements by advertising or otherwise as the Board deems appropriate.

13.02 Accommodation**.** - Board Meetings or facilities through which proceedings

will be accessible by tele or video conferencing should be held at accessible locations with reasonable accommodation made for the public. However if space is limited, the notice issued pursuant to 13.01 should advise the public accordingly, e.g. that seating will be available on a first come first served basis, that attendance may need to be restricted to a maximum number to comply with fire and other regulations, or that advance registration will be required.

13.03 Access to Agendas. - The agenda for the Board Meeting will be posted on the Corporation's web-site and available in person through the Corporation's office, no later than 24 hours after distribution to the Board Members.

13.04 Access to Non-Confidential Materials. – Non-confidential materials to be considered by the Board Members during the Board Meeting may be posted on the Corporation's web-site. At the Board Members' discretion copies of materials may be made available through the Corporation office, at the location of the Board Meeting or at the locations where video or teleconferencing facilities are made available.

13.05 Recording of Proceedings. - A Board Meeting may be recorded for broadcast on the radio, television or via the internet. Notices will be posted and attendance by an individual member of the public is implicit consent by that individual to the use of the recording for any purpose.

13.06 Questions**.** - Questions will not be taken from the public, including the media, during a Board Meeting.

SECTION FOURTEEN
EFFECTIVE DATE

14.01 Effective Date. - Subject to the provisions of the Act, this by-law shall come into force when passed by special resolution of the Board.

PASSED by the Board the 27th day of September, 2010.

_____
Georgina Thompson, Chair

_____
Paul Huras, Secretary

APPENDIX A: SAMPLE AGENDA

[insert name] Local Health Integration Network (the "Corporation")
Meeting of the Members of the Board

[Insert Date], [Insert time i.e. from x – y]
[Insert location]

A G E N D A

ITEM	TIME	TOPIC	PRESENTER/ DISCUSSANT	PURPOSES/ OUTCOME REQUIRED		
				Information	Discussion	Decision
A. CONVENING THE MEETING						
		Call to Order – recognition of a quorum				
		Approval of the Agenda				
		Declaration of Conflicts				
B. MINUTES OF THE LAST MEETING						
		Approval of Minutes				
		Matters arising from Minutes				
C. REPORTS						
		Chair				
		CEO				
		Members/Committee				
D. NEW/OTHER BUSINESS						
E. CLOSED SESSION						
		Approval of Minutes of last closed session				
F. BOARD EDUCATION						
F. MEETING ADJOURNMENT						

Legend: * Circulated with Agenda, ** to be circulated prior to meeting, *** to be circulated at meeting

Distribution: **Guests:**

APPENDIX B – Form of Common Motions & Appeals

General Notes: Please see "Procedures for Meetings and Organizations" by Kerr & King for further information.

1. Approving an Agenda
Motion: That the agenda be approved as circulated.
Motion: That [insert item] be added to the agenda.

2. Approving the Minutes of a Prior Meeting
Motion: That the minutes of the meeting of [insert date] be approved.

3. Amending a Motion under consideration:
Motion: That the motion under the consideration be amended by [insert].
Motion:That the motion under consideration be withdrawn.

4. Referring an item to Committee:
Motion: That the [name issue] be referred to the [insert name of committee].

5. Receiving or Accepting a Report:
Motion: That the board receive the [insert] report.
Motion: That the [insert] report be accepted.

6. Amending or Rescinding a Motion made at a previous meeting
Motion: That the motion passed by the board on [insert date] be amended by [insert amendment].
Motion: That the motion passed by the board on [insert date] be rescinded.

7. Moving into a Closed Session
Motion: That the board consider [identify the nature of the matter(s)] in a closed session pursuant to ss 9(5)(x) of the *Local Health Systems Integration Act, 2006* s.9(5)(x).
Motion:That [identify the persons] join the board in the closed session.

8. Moving out of the Closed Session:
Motion:That the closed session be concluded.

9. Receiving and Approving the Chair's Report on a Closed Session
Motion:That the Chair's report be received and approved.

10. Adjournment of Meeting
Motion: That the meeting be adjourned.

11. Appeals to the Chair

(a) "I wish to speak ahead of others in order to correct the remarks made by the previous speaker with respect to (state the issue)."

(b) I wish for a recount of the vote

(c) I wish to appeal the ruling of the chair

APPENDIX C

Form of Motion for a Closed Session

[insert name] Local Health Integration Network (the "Corporation')

Date: _____

□ Board Meeting
□ Committee Meeting: _____ [insert name]

MOVED BY_____SECONDED BY_____

That the Board Members attending the meeting specified above move into a closed session pursuant to the following exception(s) set out in s. 9(5) of the *Local Health Integration Act, 2006:*

- □ Personal or public interest
- □ Public security
- □ Security of the Corporation and its directors
- □ Personal health information
- □ Prejudice to legal proceedings
- □ Safety
- □ Personnel matters
- □ Labour relations
- □ Matters subject to solicitor client privilege
- □ Matters prescribed by regulation
- □ Deliberations on whether to move into a closed session

and further that the following persons be permitted to attend:

_____

_____

Carried □
Lost □ Chair's signature: _____