

**BOARD BRIEFING NOTE**

<b>To</b>	SE LHIN Board Members
<b>From</b>	Paul Huras, CEO
<b>Date</b>	March 27, 2017
<b>Nature of Board Engagement</b>	Decision
<b>Subject / Title</b>	Patients First – Resolutions to Enact By-Laws No. 1 and 2
<b>Recommendation for Board Consideration</b>	<p>BE IT RESOLVED THAT:</p> <ol style="list-style-type: none"> <li>1. A new By-law No. 1, in the form which has been presented to this meeting and attached to the minutes of this meeting is hereby enacted as a By-law of the Corporation to replace the previous By-law No.1, and the previous By-law No. 1 is hereby revoked; and</li> <li>2. the Chair and CEO, as Board Secretary are hereby authorized and directed to sign the said By-law as so enacted as evidence of the foregoing and to insert the same in the front portion of the minute and record book of the Corporation and remove the revoked By-law No.1.</li> </ol> <p>BE IT RESOLVED THAT:</p> <ol style="list-style-type: none"> <li>1. A new By-law No. 2, in the form which has been presented to this meeting and attached to the minutes of this meeting is hereby enacted as a By-law of the Corporation to replace the previous By-law No.2, and the previous By-law No. 2 is hereby revoked; and</li> <li>2. the Chair and CEO, as Board Secretary are hereby authorized and directed to sign the said By-law as so enacted as evidence of the foregoing and to insert the same in the front portion of the minute and record book of the Corporation and remove the revoked By-law No.2.</li> </ol>
<b>Purpose</b>	<p>Board Members received copies of the draft by-laws in advance of the Board Meeting. There will be a vote at the meeting to enact them as By-laws of the Corporation.</p> <p>By-laws must be passed by special resolution. That means that the motions to adopt the By-laws require the support of <u>at least two-thirds</u> of the votes cast at the Board Meeting.</p>

**BOARD BRIEFING NOTE**

<b>Executive Summary</b>	<p>Two new By-laws were reviewed and compared to existing By-laws. Both were essentially identical except for approval dates and formatting. As a reminder, drafts of both By-laws were presented at the February Board meeting.</p> <p>The amended By-laws for Board approval are:</p> <ul style="list-style-type: none"><li>· A proposed new By-law No. 1 of the Corporation relating generally to the conduct of the affairs of the Corporation.</li><li>· A proposed new By-law No. 2 of the Corporation relating generally to the conduct of Board and Board Committee Meetings of the Corporation.</li></ul>
<b>Risks</b>	
<b>Appendices</b>	Appendix 1 – By-law No.1 Appendix 2 – By-law No. 2

**BY-LAW NO. 1**

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

**SOUTH EAST LOCAL HEALTH INTEGRATION NETWORK  
(the “Corporation”)**

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

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## 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 (as defined below);

“Board” means the board of directors of the Corporation;

“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 Members for social, or purposes other than conducting Corporation business is not a Board Meeting;

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

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

“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 subsection 2(1) of the Act;

“LHIN” means any local health integration network continued or established under the Act;

“LHIN Conflict of Interest Rules” means conflict of interest rules that have been approved by the Conflict of Interest Commissioner, are published on the Conflict of

Interest Commissioner's website and are in effect in accordance with section 59 of the *Public Service of Ontario Act, 2006*, as it may be amended from time to time;

"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, as it may be amended from time to time;

"PSOA" means the *Public Service of Ontario Act, 2006*, as it may be amended from time to time;

"Secretary" means the individual appointed by the Board to be Secretary pursuant to this by-law;

"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;

"spouse" means,

- (a) a spouse as defined in section 1 of the *Family Law Act*, or
- (b) either of two persons who live together in a conjugal relationship outside marriage; and

"Vice-Chair" means the Board Member or Board Members designated by the Lieutenant Governor in Council to be the Vice-Chair or Vice-Chairs of the Corporation.

**1.02 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. In the event of any inconsistencies between the by-laws of the Corporation, the Act and any regulations made under the Act, the order of precedence shall be the Act, the regulations and the by-laws, unless such by-laws have been approved by the Minister, in which case the by-law will govern.

**1.03 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 OBJECTS, POWERS AND AREA OF OPERATIONS**

**2.01 Objects.** – The objects of the Corporation are as set out in the Act.

**2.02 Powers.** – Except as limited by the Act, the Corporation has the capacity, rights,

and powers of a natural person for carrying out its objects.

**2.03** Property. – The property of the Corporation is not charitable property and shall, on amalgamation, division or dissolution, be distributed or disposed of in accordance with the terms of the Act.

### **SECTION THREE AFFAIRS OF THE CORPORATION**

**3.01** Head Office. – Until changed by special resolution and in consultation with the Minister, the head office of the Corporation shall be in the City of Belleville in the Province of Ontario, Canada, and at such location therein as the Board may from time to time determine.

**3.02** Fiscal Year. – The fiscal year of the Corporation shall end on March 31 of each year.

**3.03** Execution of Instruments. – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two Board Members, one of whom holds the office of Chair of the Board, Vice-Chair or Secretary. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed on behalf of the Board.

**3.04** Banking Arrangements. – The banking business of the Corporation, shall be transacted with the Government of Ontario's bank of record as may from time to time be designated, and shall be conducted in accordance with any agreement with the Minister.

**3.05** Cheques, Drafts, Notes, etc. – All cheques, drafts and orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two persons designated by the Board, and in such manner, as the Board may from time to time designate by resolution.

**3.06** Expenditures. – Subject to the Act and the by-laws, the Board shall have the power to authorize expenditures on behalf of the Corporation, from time to time, and may delegate by resolution to a Board Member or officer the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

**3.07** Auditors. – The Board Members shall appoint an auditor to audit the accounts of the Corporation annually.

**3.08** Revocation of Delegation. – The Board may revoke a delegation made pursuant to the Act at any time, by making by-laws or passing resolutions as the Board considers appropriate.

**3.09** Amendment of By-laws. – Subject to the provisions set out in the Act, any existing by-law of the Corporation not embodied in the Act may be repealed or amended by a special resolution. If the Minister requires the Board to submit a proposed by-law to the Minister for approval before making the by-law concerned, the Board shall not make the by-law concerned until the Minister approves it. If the Minister requires the Board to submit an existing by-law to the Minister for approval (a) the by-law concerned ceases to be effective from the time that the Minister imposes the requirement until the Minister approves the by-law; (b) anything that the Board has done in compliance with the by-law concerned before the Minister imposes the requirement is valid; and (c) the Board may do anything that, before the Minister imposes the requirement, it has agreed to do.

**3.10** Annual Report. – An annual report on the affairs and operations of the Corporation for the preceding fiscal year shall be submitted by the Corporation to the Minister in accordance with the Act. The annual report shall include audited financial statements for the fiscal year of the Corporation to which the report relates and any additional information specified in any agreement with the Minister. The annual report shall be signed by the Chair and one other Board Member of the Corporation and shall be in the form that the Minister specifies.

#### **SECTION FOUR MEMBERS OF THE BOARD**

**4.01** Board Members. – Board Members are appointed by the Lieutenant Governor in Council in accordance with the Act. The Board will recommend to the Minister potential Board Members and such recommendations shall be based upon the criteria agreed upon by the Minister and the Board.

**4.02** Excluded Persons. – Unless otherwise permitted by the Minister, no person shall be a Board Member of the Corporation if such person is:

- (a) a member of the Board, chief executive officer, an officer, employee or staff of:
  - (i) any corporation, agency or entity that represents the interests of persons who are part of the health sector and whose main purpose is advocacy for the interest of those persons;
  - (ii) a College of a health profession or group of health professions as defined under the *Regulated Health Professions Act, 1991*;
  - (iii) an entity that receives funding from a LHIN;
  - (iv) a service provider contracted to provide home care or community services by a LHIN; or
  - (v) an entity that provides a service to a LHIN, such as a consulting firm;
- (b) an employee of the Ministry of Health and Long-Term Care;
- (c) an employee of the Corporation; or
- (d) an associate of any person referred to in clauses 4.02(a) (b) or (c).

**4.03 Number.** – There shall be no more than twelve Board Members of the Corporation except that the Lieutenant Governor in Council may prescribe a higher number of members that is not more than fourteen.

**4.04 Qualifications.** – In addition to the qualifications set out in subsection 4.01, each Board Member shall:

- (a) be at least eighteen years of age;
- (e) not be an undischarged bankrupt;
- (f) be interested in furthering the objects of the Corporation; and
- (g) attend Board Meetings on a regular basis.

**4.05 Elected Office.** – Board Members wishing to seek nomination for, be a candidate for, or hold a municipal, provincial or federal elected office, are subject to the provisions of PSOA.

**4.06 Resignation.** – Board Members may resign at any time by resignation in writing given to the Chair of the Corporation and to the Minister. A resignation shall be effective on the later of the date specified in the letter of resignation, or the date the letter of resignation is received by the Chair. A Board Member shall remain liable for payment of any assessment or other sum levied or which becomes payable by the Board Member to the Corporation prior to the effective date of such resignation. Board Members must resign if the Board Member no longer meets the qualifications set out in subsections 4.01, 4.02, and 4.04.

**4.07 Term and Reappointment.** – Board Members will be appointed by the Lieutenant Governor in Council for a term of up to three years at the pleasure of the Lieutenant Governor in Council and may be reappointed for any number of terms up to three years, but for no more than six years. A Board Member who is designated as Chair after

serving at least three years as a Board Member may be appointed for one further term of up to three years while designated as Chair.

**4.08 Non-Transfer of Membership and Vacancies.** – The office of a Board Member is not transferable. A Board Member ceases to be a Board Member:

- (a) upon the death of the Board Member;
- (b) when the Board Member's term of appointment expires and is not renewed;
- (c) when the Board Member's appointment is revoked by the Lieutenant Governor in Council; or
- (d) when the Board Member falls within the categories of excluded persons in subsections 4.02, 4.04, or 4.05 of this by-law.

A Board Member who falls within the categories in subsections 4.02, 4.04, or 4.05 shall immediately inform the Chair of such fact and shall resign.

**4.09 Duties of the Board.** – The affairs of the Corporation shall be under the management and control of the Board.

**4.10 Remuneration.** – The Corporation shall provide remuneration to the Board Members as established by the Lieutenant Governor in Council. The Corporation shall also reimburse the Board Members for reasonable travelling and other reasonable expenses properly incurred by them in attending Board Meetings or Board Committee meetings in accordance with the applicable Government of Ontario policy.

**4.11 Open Meetings.** – Board Meetings shall be open to the public and shall be conducted in accordance with By-law No. 2. In addition, if the Minister has given the Corporation a policy on open meetings for the Corporation pursuant to any agreement with the Minister, the Board shall follow the requirements of such policy.

**4.12 No Conflict of Interest.** – Board Members are subject to the LHIN Conflict of Interest Rules. Board Members shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. A Board Member who has reasonable grounds to believe that he or she has a conflict of interest in a matter before the Board, or a Board Committee, shall disclose the nature of the conflict to the Board Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Board shall ensure that the Corporation's operations are carried out without a conflict of interest by any Board Member, officer or employee.

## **SECTION FIVE COMMITTEES OF THE BOARD**

**5.01 Prescribed Board Committees.** – The Board will establish any Board Committees that the Minister prescribes under the Act. Prescribed Board Committees shall be

incorporated into this by-law as required committees. The Board will appoint as members of the Board Committees the persons who meet the qualifications, if any, that the Minister specifies by regulation and will ensure that the Board Committees operate in accordance with the other requirements, if any, that the Minister specifies in the regulation.

**5.02 Other Board Committees.** – The Board may establish any Board Committees that the Board may require from time to time by resolution and may delegate to any such Board Committee any of the powers of the Board, subject to any rules and terms of reference imposed from time to time by the Board.

**5.03 Advisory Bodies.** – The Board shall appoint such advisory bodies as are prescribed or as it may deem advisable. Advisory bodies, whether committees or otherwise, may not exercise powers of the Board.

**5.04 Executive Committee.** – Whenever the Board consists of more than six Board Members, the Board may, but is not required to, establish an executive committee. To do so, the Board shall elect from its Board Members an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its number and may exercise all the powers of the Board, subject to any terms of reference imposed from time to time by the Board. The Chair shall be a member of the executive committee.

**5.05 Audit Committee.** – The Board shall have an Audit Committee which shall report to and be accountable to the Board. The Audit Committee shall review and provide advice and recommendations to the Board on:

- (a) the Corporation's obligations with respect to appropriate accounting and financial reporting;
- (b) whom the Corporation should appoint annually as its auditor;
- (c) the annual audit plan of the Corporation;
- (d) the audited financial statements of the Corporation;
- (e) appropriate risk management activities;
- (f) whom a health service provider should appoint as its auditor to audit its accounts and financial transactions, if the Corporation directs the service provider under section 21 of the Act to have such an auditor; and
- (g) on any other matters required by the Board.

**5.06 Community Nominations Committee.** – The Board shall have a Community Nominations Committee which shall report to and be accountable to the Board. The Community Nominations Committee shall,

- (a) give notice to the public of vacancies on the Board;
- (b) inform the public about the objects and role of the Corporation;
- (c) identify potential appointees to the Board through a local community nomination process;
- (d) recommend to the Board potential appointees to the Board; and
- (e) undertake any other matters required by the Board.

**5.07 Quality Committee.**-The Board shall have a committee devoted to quality which shall report to and be accountable to the Board. This committee shall carry out any responsibilities specified by the Board with respect to quality issues, overall quality of health services delivered by the Corporation, and quality improvement initiatives and policies.

**5.08 Members of Board Committees.** – The Board may, by resolution, (i) appoint and remove Board Committee members; and (ii) fill vacancies on Board Committees. The chief executive officer or his or her designate may be invited to attend meetings of a Board Committee as a non-voting member.

## **SECTION SIX OFFICERS**

**6.01 Appointment.** – Subject to the provisions of the Act,

- (a) the Lieutenant Governor in Council designates a Board Member as:
  - (i) the Chair; and
  - (ii) at least one as the Vice-Chair.
- (b) by resolution approved by the Board, the Board will appoint:
  - (i) a chief executive officer;
  - (ii) a Secretary; and,
  - (iii) any other officers as the Board deems appropriate.

Each officer, other than the officers set out in clause 6.01(a), shall hold office at the pleasure of the Board and may resign at any time by giving notice to the Board.

**6.02 Chair.** – The Board shall appoint the Board Member designated by the Lieutenant Governor in Council pursuant to the Act, as Chair. The Chair is accountable to the Minister for the mandate and conduct of the Corporation. The Chair shall chair, when present and able, all Board Meetings, and the executive committee; sign all documents requiring the Chair's signature; ensure that all minutes are an accurate reflection of the meetings by signing them when approved; and perform any other duties assigned by the Board. During the absence or disability of the Chair, Vice-Chair(s) shall also have all powers and shall perform the duties of Chair.

**6.03 Vice-Chair.** – The Board shall appoint the Board Member or Board Members designated by the Lieutenant Governor in Council pursuant to the Act as Vice-Chair(s) of the Corporation.

**6.04** Where No Designation. – If the Lieutenant Governor in Council has not designated a Chair or a Vice-Chair, the Board Members may select a Chair or Vice-Chair from among the Board Members to hold office as provided by this by-law and the Act, until such time as the Lieutenant Governor in Council makes a designation.

**6.05** Chief Executive Officer. – The Board shall from time to time appoint as chief executive officer the person acceptable to the Board. The chief executive officer is accountable to the Board. The Board shall delegate to the chief executive officer power to manage and administer the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation:

- (a) except such matters and duties as by law must be transacted or performed by the Board; and
- (b) subject to such restrictions and policies as established by the Board by resolution.

The chief executive officer shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board Members or any of them all information they may require regarding the affairs of the Corporation. The chief executive officer shall not be a Board Member.

**6.06** Other Officers. – Subject to the provisions of the Act and this By-law, the Board may from time to time appoint a treasurer, and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. Subject to the Act and this by-law, one person may hold more than one office. The Board may specify the duties of, subject to the Act and may, delegate to such officers powers such as the Board considers appropriate to manage the business and affairs of the Corporation. An officer, other than Chair and Vice-Chair, may, but need not, be a Board Member, but the chief executive officer shall not be a Board Member.

**6.07** Secretary. – The Board shall appoint a Secretary. The Secretary shall be responsible for ensuring the preparation and accuracy of minutes of all Board Meetings and shall enter or cause to be entered in records kept for that purpose minutes of all Board Meetings and Board Committee meetings. The Secretary shall give or cause to be given, as and when instructed, all notices to Board Members, officers, members of any Board Committee and the public and shall be the custodian of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The Secretary shall have such other powers and duties as otherwise may be specified by the Board.

**6.08** Treasurer. – The Board may from time to time appoint a treasurer. The treasurer shall keep proper accounting records of the financial activities of the Corporation, and shall be responsible for the deposit of money, and the disbursement of the funds of the Corporation. The treasurer shall render to the Board whenever required an account of all transactions of the Corporation and of the financial position of the Corporation. The treasurer shall have such other powers and duties as otherwise

may be specified. If a treasurer is not appointed, the duties of the treasurer shall be carried out by the Secretary or such other officer as the Board may from time to time determine.

**6.09** Powers and Duties of Officers. – The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the chief executive officer may specify. The Board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

**6.10** Term of Office. – The Board, in its discretion, may remove any officer of the Corporation, other than the Lieutenant Governor in Council appointed Chair, and Vice-Chair(s).

**6.11** Remuneration of Officers. – The officers who are neither Board Members nor the chief executive officer shall be paid such remuneration for their services as the Board may from time to time approve. If the Minister or the Government of Ontario fixes ranges for the salary or other remuneration and benefits of a chief executive officer or other executives, the Board shall provide its chief executive officer and any such other executives a salary or other remuneration and benefits within such ranges as are set by the Minister or the Government of Ontario.

**6.12** Agents and Attorneys. – The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in Ontario with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## **SECTION SEVEN PROTECTION OF MEMBERS, OFFICERS AND OTHERS**

**7.01** Limitation of Liability. – Every Board Member and officer of the Corporation in exercising the powers and discharging the duties of a Board Member or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Board Member or officer shall be liable to the Corporation for:

- (a) the acts, receipts, neglects or defaults of any other Board Member, officer or employee;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;
- (e) any loss occasioned by any error of judgement or oversight on the part of the Board Member or officer; or
- (f) any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto,

provided that the Board Member or officer has acted in accordance with the Act, its regulations, or this by-law and the loss has not arisen from the wilful neglect or dishonesty of the Board Member or officer.

**7.02 Indemnity and Insurance.** – Subject to the Act and obtaining the approval of the Minister, the Corporation shall indemnify an officer in such form of indemnity as approved by the Minister. The Corporation shall not purchase directors and officers liability insurance without the permission of the Minister.

## **SECTION EIGHT NOTICES**

**8.01 Application.** – Notices required to be provided to or by the Corporation pursuant to the Act, the by-laws or otherwise, other than notices of meetings under By-law No. 2, shall be governed by this section.

**8.02 Method of Giving Notices.** – All notices shall be in writing and delivered to the address of the addressee on the books of the Board and shall be sufficiently given if delivered personally, by pre-paid courier, by any form of mail where evidence of receipt is provided by the post office or by facsimile with confirmation of receipt, or by email where no delivery failure notification has been received. For certainty, delivery failure notification includes an automated 'out of office' notification.

**8.03 Effective Date.** – A notice will be deemed to have been duly given one (1) business day after delivery if the notice is delivered personally, by pre-paid courier or by mail. A notice that is delivered by facsimile with confirmation of receipt or by email where no delivery failure notification has been received will be deemed to have been duly given one (1) business day after the facsimile or email was sent.

**8.04** Notices From the Corporation. – Subject to subsection 8.03, any notice from the Corporation to a Board Member, member of a Board Committee or officer shall be sufficiently given if delivered to the individual in accordance with the individual’s contact information as recorded in the books of the Corporation. The Secretary may change the contact information in the Corporation’s books of any Board Member, officer, auditor or member of a Board Committee in accordance with any information believed to be reliable.

**8.05** Notices to the Corporation. – Subject to subsection 8.03, any notice from a Board Member, a member of any Board Committee or officer to the Corporation shall be sufficiently given if delivered to the head office of the Corporation.

**8.06** Notice of Board Meeting. – Notices for Board Meetings and Board Committee meetings shall also be governed by the provisions of section 4.0 of By-law No. 2. To the extent that there is any conflict between this section and the provisions of section 4.0 of By-law No.2, the provisions of By-law No. 2 will govern.

**8.07** Computation of Time. – In computing the date when notice must be given under any provision requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**8.08** Omissions and Errors. – The accidental omission to give any notice to any Board Member or officer, or the non- receipt of any notice by any Board Member, any member of Board Committee, or officer, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**8.09** Waiver of Notice. – Any Board Member, any member of a Board Committee or officer may waive any notice required to be given under any provision of the Act, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**SECTION NINE  
EFFECTIVE DATE**

**9.01** 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**  March ,  2017 .

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

**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:

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**13.0 Public Access**

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**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 (as defined below);

“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 subsection 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 subsection 9(5) and subsection 9(5.1) 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 subsection 2(1) of the Act;

“LHIN” means any local health integration network continued or established under the Act;

“LHIN Conflict of Interest Rules” means conflict of interest rules that have been approved by the Conflict of Interest Commissioner, are published on the Conflict of Interest Commissioner’s website and are in effect in accordance with section 59 of the *Public Service of Ontario Act, 2006*, as it may be amended from time to time;

“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*, as it may be amended from time to time;

“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;

spouse” means,

- (a) a spouse as defined in section 1 of the *Family Law Act*, or
- (b) either of two persons who live together in a conjugal relationship outside marriage; and

“Vice-Chair” means the Board Member or Board Members designated by the Lieutenant Governor in Council to be the Vice-Chair or Vice-Chairs of the Corporation 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*”, 3<sup>rd</sup> 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 clause (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 (10) 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 and where no delivery failure notification has been received. For certainty, delivery failure notification includes an automated ‘out of office’ notification. 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.

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 ten (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 conferencing or teleconferencing technology, then the notice to the public shall specify the locations at which the teleconferencing 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 subsection 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, by recorded facsimile transmission, or by e-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) one business day after it is transmitted by facsimile with confirmation of receipt or by email where no delivery failure notification has been received.

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 teleconferencing. If alternate means of access are made available by the Board, then the notice to the public shall specify the locations at which the teleconferencing 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, specifically to 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.

6.02 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:	14	13	12	11	10	9	8	7	6	5	4	3	2	1
# Required for a Quorum	8	7	7	6	6	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 (5) 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 (7) 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 the Board Members present 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 LHIN Conflict of Interest Rules any conflict of interest issue that is raised during the Board Meeting;
- iii) to cause to be recorded in the minutes of the Board Meeting any declared conflict of interest;
- iv) to receive and submit, in the proper manner, all motions presented by the Board Members;
- v) 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;

- vi) 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
- vii) 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;
- (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; and (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 chief executive officer 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. –

- (a) 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; or
- (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.

(b) The Act permits a Corporation to exclude the public from a Board Meeting where the following conditions are both satisfied:

- (i) the Board Meeting is held for the purpose of educating or training the Board Members; and
- (ii) at the Board Meeting, no Board Member discusses or otherwise deals with any matter in a way that materially advances the decision-making of the Board.

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; and
- (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; and
- (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 thirty (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 website within thirty (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 ten (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 teleconferencing 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 subsection 13.01 should advise the public accordingly, for example 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 website. 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 conferencing 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 March, 2017.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
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
<b>A. CONVENING THE MEETING</b>						
		Call to Order – recognition of a quorum				
		Approval of the Agenda				
		Declaration of Conflicts				
<b>B. MINUTES OF THE LAST MEETING</b>						
		Approval of Minutes				
		Matters arising from Minutes				
<b>C. REPORTS</b>						
		Chair				
		CEO				
		Members/Committee				
<b>D. NEW/OTHER BUSINESS</b>						
<b>E. CLOSED SESSION</b>						
		Approval of Minutes of last closed session				
<b>F. BOARD EDUCATION</b>						
<b>F. MEETING ADJOURNMENT</b>						

**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 Board Committee:**

**Motion:** That the [name issue] be referred to the [insert name of Board 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 s. 9(5)(x) or s. 9 (5.1) of the *Local Health Systems Integration Act, 2006*.

**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
- Board 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) or s. 9(5.1) 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
- Educational or training session

and further that the following persons be permitted to attend:

\_\_\_\_\_  
\_\_\_\_\_

Carried  Chair's signature: \_\_\_\_\_  
Lost