



HDGH
ESTD 1888

PROFESSIONAL STAFF

BY-LAWS

Recommended by the Medical Advisory Committee¹
[December 20, 2018]

Approved by the Board of Directors² - [January 30, 2019]

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PROFESSIONAL STAFF BY-LAWS

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

ARTICLE 1: OVERVIEW

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.1	Background	.5	Purposes of the Professional Staff By-law
.2	Definitions	.6	Amendment
.3	Interpretation	.7	Repeal
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1.1 Background

Hôtel-Dieu Grace Healthcare is a health care community which participates in the healing ministry of Jesus Christ, respecting the sanctity of life, dedicated to the service of the sick and the promotion of health. Hôtel-Dieu Grace Healthcare was founded by the Religious Hospitallers of St. Joseph in 1888, entered into an Alliance Agreement with the Salvation Army on December 1, 1993 to share services with the Salvation Army Grace Hospital, and since 2006, has been sponsored by CHI. The Hospital is recognized as a Roman Catholic Hospital, by the Roman Catholic Diocese of London, Ontario.

1.2 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) **“Administrative By-law”** means the administrative by-law of the Corporation.³
- (b) **“Affiliation Agreement”** means the agreement between the Hospital and the Universities regarding their joint relationship with respect to patient care, teaching, and research.

³ *Public Hospitals Act (Ontario)* section 12(1) requires the Corporation to pass by-laws as prescribed by the *Public Hospitals Act (Ontario) Regulation 965*. *Public Hospitals Act (Ontario) Regulation 965* section 4 in turn, requires the passage of by-laws in relation to the management and administration of the Hospital and to provide for the organization and duties of the medical staff. Sometimes both the by-laws relating to management and administration of a hospital and the by-laws related to the organization and duties of the medical staff are combined in one by-law, but more typically, they are divided into two separate by-laws, as is the case for Hôtel-Dieu Grace Healthcare.

- (c) **“Applicant”** means a Physician/Dentist who seeks to apply or is under consideration by the Hospital for appointment or re-appointment to the Professional Staff.
- (d) **“Associates”** in relation to an individual means children living in the individual’s household, or the individual’s parents, siblings, spouse, or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual.
- (e) **“Board”** means the board of directors of the Corporation.⁴
- (f) **“business day”** means a day that is not a Saturday, Sunday or statutory holiday observed by the Hospital.
- (g) **“By-law”** means any by-law of the Corporation from time to time in effect, including this by-law and the Administrative By-law.⁵
- (h) **“Catholic Health Partners, Inc.”** means the corporation created by letters patent dated April 11, 2001 pursuant to the provisions of the [Canada Corporations Act](#) (Canada) and a Public Juridic Person of Pontifical Right recognized as such by the Roman Catholic Church and with membership currently comprised of: the General Superior, or designate; four (4) Religious Institutes (Congregations), namely, the Religious Hospitallers of St. Joseph, The Sisters of Charity of the Immaculate Conception of Saint John, Les Religieuses de Notre-Dame du Sacre-Coeur, La Congregation des Filles de Jesus; and, the Chairperson, or designate of the New Brunswick Catholic Health Association and which operates as Catholic Health International.
- (i) **“CEO”** means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act (Ontario)*, the president and chief executive officer of the Corporation.
- (j) **“Certification”** means holding a certificate in a medical, surgical, or dental specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee.
- (k) **“Chair”** means the Director elected by the Board to serve as chair of the Board.
- (l) **“Chair of the Medical Advisory Committee”** means the Physician who is a member of the Active Staff and who chairs the Medical Advisory Committee; has chief of staff function⁶ and is appointed by and accountable to the Board for

⁴ Section 8.1 of the Administrative By-law details the Board’s composition.

⁵ *Public Hospitals Act (Ontario)* section 12(1) requires the Corporation to pass by-laws as prescribed by *Public Hospitals Act (Ontario) Regulation 965*. *Public Hospitals Act (Ontario) Regulation 965* section 4 in turn, requires the Corporation to pass by-laws in relation to the management and administration of the Hospital and to provide for the organization and duties of the Medical Staff. Sometimes both the by-laws relating to management and administration of the Hospital and the by-laws related to the organization and duties of the Medical Staff are combined in one by-law, but more typically, they are divided into two separate by-laws, as is the case here.

⁶ See *Public Hospitals Act (Ontario) Regulation 965* section 2(3)(c).

the professional standards and quality of care rendered by the Professional Staff.

- (m) **“CHI”** means Catholic Health International, an operating name of Catholic Health Partners, Inc.
- (n) **“CHI Director”** means the president and chief executive officer of CHI, or a person on the board of CHI designated by CHI, who is, pursuant to the Administrative By-Law,⁷ an ex officio member of the Board.
- (o) **“Chief Nursing Officer”** means the senior employee appointed by the process established by the CEO and responsible to the CEO for the nursing functions and practices in the Hospital.
- (p) **“Chief of Staff”** means the member of the Professional Staff appointed by the Board to serve as such and has the duties detailed in section 8.2 of this By-law.
- (q) **“Clinical Lead”** means the Physician or Dentist appointed by a Program Medical Director to take responsibility for a defined Hospital Service within a Program and has the duties detailed in section 7.9 of this By-law.
- (r) **“Code of Conduct”** means the Corporation’s code of conduct.
- (s) **“College”** means the relevant regulatory body, as the case may be, including for examples: the College of Physicians and Surgeons of Ontario and the Royal College of Dental Surgeons of Ontario.
- (t) **“Conflict of Interest”** includes, without limitation, any one or more of the following areas that may give rise to a conflict of interest for any Director or Professional Staff member, namely:
 - (i) **Pecuniary or financial interest.** A Director or Professional Staff member is said to have a pecuniary or financial interest in a decision when the Director or Professional Staff member or his/her Associates stand to gain by that decision, either in the form of money, benefit, gifts, favours, gratuities or other special considerations.
 - (ii) **Benefit.** A Director or Professional Staff member is said to have received a benefit when the Director or Professional Staff member or his/her Associates receives any benefit, directly or indirectly, from:
 - (A) a supplier to whom the Director or Professional Staff member refers Corporation patients or their patients specimens; or
 - (B) a supplier who sells or otherwise supplies any medical goods or services to the Corporation’s patients.
 - (iii) **Undue Influence/Divided Loyalties.** A Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular Programs, and/or Services, agencies, companies, organizations, municipal or professional groups or patients from a particular demographic, geographic, political, socio-economic or cultural

⁷ See Administrative By-law section 8.1(b).

group is a violation of the Director's entrusted responsibility to the Corporation's stakeholders at large.

- (iv) **Adverse Interest.** A Director or Professional Staff member is said to have an adverse interest to the Corporation when the Director or Professional Staff member is a party to a claim, application or proceeding against the Corporation.
- (v) **Personal Relationship.** A Director or Professional Staff member has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties.
- (u) **"Corporate Members"** means the members of the Corporation who are admitted to membership as set out in the Administrative By-law.⁸
- (v) **"Corporation"** means Hôtel-Dieu Grace Healthcare.⁹
- (w) **"Credentials Committee"** means the City Wide Joint Credentials Committee, a sub-committee of the Medical Advisory Committee, tasked with reviewing all applications and reapplications for Privileges or changes to Privileges.¹⁰
- (x) **"Dean"** means the dean of the Schulich School of Medicine and Dentistry.
- (y) **"Dental Staff"** means:¹¹
 - (i) the Oral and Maxillofacial Surgeons to whom the Board has granted the privilege of diagnosing, prescribing for or treating patients in the Hospital; and
 - (ii) the Dentists to whom the Board has granted the privilege of attending patients in the Hospital.
- (z) **"Dentist"** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario.
- (aa) **"Director"** means a person who is a member of the Board.¹²

⁸ Members of the Corporation are parallel to shareholders of a share capital corporation. As a non-share capital corporation, the Corporation has members and not shareholders. Members of the Corporation are in contrast to members of the Board. Section 2.1 of the Administrative By-law details that the Corporate Members are: "[t]hose individuals who are from time to time directors on the board of directors of CHI; and [u]p to two (2) additional persons nominated by the ex officio Corporate Members described ... in section 2.1(a) of this By-law and admitted as Corporate Members by resolution of the Board."

⁹ The Corporation is an Ontario, non-share capital corporation, incorporated pursuant to the *Corporations Act* (Ontario), having Ontario corporation number 47042. The Corporation has charitable objects and as such is a charitable corporation. It also has registered charity status under the *Income Tax Act* (Canada), having charitable registration number 107493439 RR0001.

¹⁰ The terms of reference for the City Wide Joint Credentials Committee are set out in the Rules and Regulations section 13.7.

¹¹ This definition tracks the definition in *Public Hospitals Act (Ontario) Regulation 965* section 1(1).

¹² Directors are the individuals who are typically elected by the Corporate Members to the Board but can also be appointed by virtue of their office. This latter type of appointment is referred to as an ex officio appointment. Directors, board members and members of the board are synonymous terms and are in contrast to members of the corporation. Section 8.1 of the Administrative By-law details the Board's composition.

- (bb) **“Disruptive Behaviour/Unprofessional Behaviour”** occurs when the use of inappropriate words, or actions and inactions by a Professional Staff member interferes with his or her ability to collaborate, or may interfere with, the delivery of quality health care or the safety or perceived safety of others.¹³
- (cc) **“ex officio”** means “by virtue of the office” and includes all rights, duties, and power to vote, unless otherwise specified in the By-Laws, Letters Patent or Legislation.
- (dd) **“Fellowship”** means a membership in a professional medical or dental College recognized by the Board after consultation with the Medical Advisory Committee.
- (ee) **“Hospital”** means the Corporation and/or, depending on the context, the hospital facilities located at 1453 Prince Road, Windsor, Ontario and any other hospital facilities operated by the Corporation.¹⁴
- (ff) **“HSAA”** means the Hospital Service Accountability Agreement entered into between the Corporation and the LHIN.
- (gg) **“Impact Analysis”** means a study conducted by the CEO or designate, in consultation with the Chief of Staff and/or the Vice-President, Medical Affairs and Program Medical Directors, to determine the impact upon the resources of the Hospital of the proposed or continued appointment of any person to the Professional Staff.
- (hh) **“in camera”** means a meeting that is held in private and is not open to the public.
- (ii) **“Immediate Mid-term Action”** is when the appointment and/or Privileges of a Professional Staff member are temporarily restricted or suspended as contemplated by section 5.3 of this By-law.
- (jj) **“Legislation”** means relevant statutes and regulations that govern the provision of health care to patients of the Corporation, including without limitation the [Broader Public Sector Accountability Act, 2010](#) (Ontario), the [Child and Family Services Act](#) (Ontario), the [Corporations Act](#) (Ontario),¹⁵ the [Dentistry Act, 1991](#) (Ontario), the [Excellent Care for All Act, 2010](#) (Ontario), the [Freedom of Information and Protection of Privacy Act](#) (Ontario), the [Health Care Consent Act, 1996](#) (Ontario), the [Health Insurance Act](#) (Ontario), the [Local Health System Integration Act, 2006](#) (Ontario), the [Medicine Act, 1991](#) (Ontario), the [Mental Health Act](#) (Ontario), the [Not-for-Profit Corporations Act, 2010](#) (Ontario), the [Nursing Act, 1991](#) (Ontario), the [Public Hospitals Act](#)

¹³ See, [Guidebook for Managing Disruptive Physician Behaviour](#), for further detail about disruptive behaviour in the context of Physicians.

¹⁴ The Corporation’s facilities at 1453 Prince Road, Windsor, Ontario, referred to as the Tayfour Campus Site, have been approved as a public hospital under the [Public Hospitals Act \(Ontario\)](#) and classified as a, “Group B” Hospital pursuant to [Public Hospitals Act \(Ontario\) Regulation 964](#). There are classifications A-V. Group B hospitals are general hospitals having not fewer than 100 beds.

¹⁵ Note: the [Not-for-Profit Corporations Act, 2010](#) (Ontario) will replace Part III of the [Corporations Act](#) (Ontario) if and when it comes into force. As of the date of this By-law, the [Not-for-Profit Corporations Act, 2010](#) (Ontario) is not anticipated to come into force until 2020 at the earliest.

(Ontario), the Personal Health Information Protection Act, 2004 (Ontario), the Quality of Care Information Protection Act, 2004 (Ontario), the Occupational Health and Safety Act (Ontario), the Workplace Safety and Insurance Act, 1997 (Ontario), the Regulated Health Professions Act, 1991 (Ontario), the Substitute Decisions Act, 1992 (Ontario), and the Commitment to the Future of Medicare Act, 2004 (Ontario).

- (kk) “**Letters Patent**” means the letters patent of the Corporation and any document or instrument that modifies the letters patent, including letters patent of continuation and supplementary letters patent.¹⁶
- (ll) “**LHIN**” means a “Local Health Integration Network” under the Local Health System Integration Act, 2006 (Ontario).¹⁷
- (mm) “**Medical Advisory Committee**” means the medical advisory committee of the Hospital appointed by the Board and constituted in accordance with the *Public Hospitals Act (Ontario)*.¹⁸
- (nn) “**Medical Staff**” means those Physicians to whom the Board has granted Privileges of diagnosing, prescribing for or treating patients in the Hospital.¹⁹
- (oo) “**Mission, Philosophy and Values**” means the mission, philosophy and values of the Corporation.
- (pp) “**Non-Immediate Mid-term Action**” is when the appointment and/or Privileges of a Professional Staff member come under consideration as contemplated by section 5.2 of this By-law.
- (qq) “**Oral and Maxillofacial Surgeon**” means those members of the Dental Staff who hold Certification authorizing practice in oral and maxillofacial surgery.
- (rr) “**patient**” means, unless otherwise specified, any in-patient or out-patient of the Hospital.
- (ss) “**person**” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization.
- (tt) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario.

¹⁶ The Letters Patent is the charter or constitution for the Corporation – the document that brought the Corporation into existence. The Corporation was incorporated April 12, 1917. Letters Patent of Continuation were issued June 15, 2012, which among other things, changed the name of the Corporation from, “The Religious Hospitaliers of Hotel Dieu of St. Joseph of the Diocese of London” to, “Hôtel-Dieu Grace Hospital, Windsor”. Supplementary Letters Patent were issued October 15, 2013, changing the name of the Corporation from, “Hôtel-Dieu Grace Hospital, Windsor” to, “Hôtel-Dieu Grace Healthcare”.

¹⁷ There are fourteen local health integration networks across Ontario. They are statutory corporations created by the *Local Health System Integration Act, 2006* (Ontario) and are responsible for planning, integrating, funding and performance management of local health care, including hospitals. The Hospital is within the Erie St. Clair LHIN and is accountable to the Erie St. Clair LHIN through annual service accountability agreements.

¹⁸ See *Public Hospitals Act (Ontario)* section 35 and *Public Hospitals Act (Ontario) Regulation 965* section 7.

¹⁹ This definition tracks the definition in *Public Hospitals Act (Ontario) Regulation 965* section 1(1).

- (uu) **“Policy”** means the administrative, medical, professional and other policies of the Corporation.²⁰
- (vv) **“Practitioner”** means a Physician or Dentist, appropriately licensed by their College.
- (ww) **“Privileges”** means the privileges granted to members of the Professional Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients.
- (xx) **“Professional Staff”** includes the respective members of the Medical and Dental Staff to whom the Board has granted Privileges.
- (yy) **“Professional Staff Appointment”** means the appointment of a Professional Staff member to a Program within the categorization of active, associate, courtesy, temporary, honorary, consulting, term, senior, clinical fellow, locum tenens, or telemedicine and educational staff.
- (zz) **“Professional Staff Association”** means the Professional Staff Association established pursuant to article 10 of this By-law.²¹
- (aaa) **“Program”** means a clinical program established by the Board.²²
- (bbb) **“Program Medical Director”** means the Physician appointed by the Board to be responsible for a defined Hospital Program and has the duties detailed in section 7.3 of this By-law.
- (ccc) **“Regional Partners”** means the healthcare institutions and agencies within the Southwest Region with whom the Corporation has developed collaborative relationships for the provision of patient care, and education and research.
- (ddd) **“Religious Hospitallers of St. Joseph”** means the Religious Institute (Congregation) of the Religious Hospitallers of St. Joseph as recognized by the Roman Catholic Church.
- (eee) **“Resource Plan”** means the plan developed by the CEO in conjunction with the Medical Advisory Committee, Universities, the LHIN, and Regional Partners, based on the mission, vision and strategic plan of the Corporation and on the regional needs of the community, which provides information and future projections with respect to the management and appointment of the Professional Staff. The plan shall incorporate the outcome of the clinical Services plan or other clinical planning exercises that may be undertaken from time to time.

²⁰ For information about the different levels of policies see, [Physician Leadership Resource Manual](#).

²¹ See *Public Hospitals Act (Ontario) Regulation 965* section 4.1(b).

²² The Hospital has 3 clinical programs. See section 7.1 of these By-laws for a description of the Programs.

- (fff) **“Royal College”** means the Royal College of Physicians and Surgeons of Canada, the national examining and certifying body for medical specialists in Canada and for accrediting Canadian specialty training programs in Canada.
- (ggg) **“Rules and Regulations”** means the rules and regulations approved by the Board governing the practice of the Professional Staff both generally and within a particular Program.²³
- (hhh) **“Service”** means a clinical unit of the Professional Staff responsible for providing a defined Hospital service within a Program under the responsibility of a Clinical Lead appointed by a Program Medical Director.
- (iii) **“Specialist”** means a Practitioner with either a Certification or Fellowship.
- (jjj) **“Students”** mean students duly enrolled in any of the faculties or schools of the Universities, including undergraduates, graduate students, post-graduates (residents), fellows and post-doctoral fellows.
- (kkk) **“Supervisor”** means a Physician or Dentist, as the case may be, who is assigned the responsibility to oversee the work of another member of the Professional Staff.²⁴
- (lll) **“Telemedicine”** means the use of telecommunications technologies to create audio/visual linkages between a Professional Staff member located outside of the Hospital to a patient of the Hospital, in actual or stored time.²⁵
- (mmm) **“Universities”** means Western and UW.
- (nnn) **“UW”** means University of Windsor located in Windsor, Ontario.
- (ooo) **“Vice-President, Medical Affairs”** means the Physician employed by the Hospital who reports to the CEO (in contrast to the Chief of Staff and Program Medical Directors who report to the Board).
- (ppp) **“Western”** means The University of Western Ontario located in London, Ontario.

1.3 Interpretation

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

²³ Rules and regulations are recommended by the Medical Advisory Committee and are approved by the Board as subordinate directives to the By-laws to provide further detail of standard procedures for dealing with certain routine or standard issues. See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(vii), which contemplates the Medical Advisory Committee’s role in this regard.

²⁴ See section 4.2(c)(iv) of this By-law and article 4 of the Rules and Regulations for further detail about Supervisors.

²⁵ This definition aligns with the College of Physicians and Surgeons of Ontario definition – see: *College of Physicians and Surgeons of Ontario, “Telemedicine” (April 2007)*, referencing J. Blum, “Telemedicine poses new challenges for the law” *Health Law in Canada*, 1999, 20:1, online: CPSO.

- (a) **Statutory Terms.** Unless otherwise defined in this By-law, all terms which are contained in this By-Law and which are defined in the [Corporations Act](#) (Ontario) or the *Public Hospitals Act (Ontario)* or the regulations made thereunder shall have the meanings given to terms in the [Corporations Act](#) (Ontario) or *Public Hospitals Act (Ontario)* or the regulations made thereunder.
- (b) **References to Legislation.** Any references herein to any laws, by-laws, rules, regulations, orders or acts of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
- (c) **Plural and Singular.** The use of the singular number shall include the plural and vice versa.
- (d) **Gender.** The use of gender shall include the masculine, feminine and neuter genders.
- (e) **Include, Etc.** Whenever the words “include”, “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation”.
- (f) **Severability.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
- (g) **Footnotes.** The footnotes in this By-law are inserted for non-binding explanatory purposes only. They are not to be considered or taken into account for the purposes of construing or interpreting the provisions of this By-law nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.

1.4 Legal Context

This By-law is part of a larger legal framework, including in order of hierarchy: the law of the land²⁶; the Letters Patent;²⁷ the By-laws,²⁸ consisting of this By-law containing provisions relating to the organization and duties of the Professional Staff and a separate Administrative By-law, containing provisions relating to corporate

²⁶ The law of the land includes both statutory law and common law (judge made law). The *Public Hospitals Act (Ontario)* and Regulation 965 are particularly important in this context.

²⁷ Letters Patent is the charter or constitution for the Corporation – the document that brought the Corporation into existence. See the definition of “Letters Patent” for further detail.

²⁸ *Public Hospitals Act (Ontario)* section 12(1) requires the Corporation to pass by-laws as prescribed by *Public Hospitals Act (Ontario) Regulation 965*. *Public Hospitals Act (Ontario) Regulation 965* section 4 in turn, requires the Corporation to pass by-laws in relation to the management and administration of the Hospital and to provide for the organization and duties of the Medical Staff. Sometimes both the by-laws relating to management and administration of the Hospital and the by-laws related to the organization and duties of the Medical Staff are combined in one by-law, but more typically, they are divided into two separate by-laws, as is the case here.

management and administration; Rules and Regulations;²⁹ Policies; and contractual obligations, including for examples, the **Affiliation Agreement** and the HSA. The By-laws are subordinate to the law of the land and the Letters Patent, but take precedence over the Rules and Regulations and Policies.

1.5 Purposes of the Professional Staff By-law

The purposes of this By-Law are to:

- (a) outline the criteria and procedure for appointment and re-appointment to the Professional Staff;³⁰
- (b) outline the categories and duties of the Professional Staff and related performance management;³¹
- (c) identify specific organizational Programs and the processes for selection of Program Medical Directors and Clinical Leads;³²
- (d) establish the office of Chief of Staff;³³
- (e) establish a Medical Advisory Committee and outline its structure and function;³⁴ and
- (f) establish a Professional Staff Association, including procedures for selection of officers that will advocate the interests of and support the rights and Privileges of the Professional Staff.³⁵

1.6 Amendment

This By-law may be amended in accordance with the provisions pertaining to the amendment of By-laws as set out in the Administrative By-law, provided that, prior thereto.³⁶

- (a) notice specifying the proposed By-law or amendments thereto shall be given to the Professional Staff;
- (b) the Professional Staff shall be afforded an opportunity to review and comment on the proposed By-law or amendment(s) thereto; and
- (c) the Medical Advisory Committee may make recommendations to the Board concerning the By-law or proposed amendments thereto.

1.7 Repeal

This By-law repeals, amends and restates in its entirety the by-laws of the Corporation previously enacted with respect to the Professional Staff.

²⁹ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(vii) which mandates the Medical Advisory Committee to, among other things, make recommendations to the Board concerning, “the clinical and general rules respecting the medical, dental,... staff, as may be necessary in the circumstances”.

³⁰ See *Public Hospitals Act (Ontario) Regulation 965* section 4(1)(b)(i).

³¹ See *Public Hospitals Act (Ontario) Regulation 965* section 4(1)(b)(ii).

³² See *Public Hospitals Act (Ontario) Regulation 965* section 4(1)(b)(ii).

³³ See *Public Hospitals Act (Ontario) Regulation 965* section 4(1)(b)(iv).

³⁴ See *Public Hospitals Act (Ontario) Regulation 965* section 4(1)(b)(vii).

³⁵ See *Public Hospitals Act (Ontario) Regulation 965* section 4(1)(b)(v).

³⁶ See article 22 of the Administrative By-law for further detail about the process for amending the By-laws.

1.8 Service of Notices Etc.

Unless otherwise provided, whenever a notice or other communication is required by these By-laws to be given to a member of the Professional Staff, service may be made personally or by registered mail to his/her last known address and, where the notice or other communication is served by registered mail, it shall be deemed to have been served on the third day after the day of mailing, unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control, receive it until a later date. In the alternative, when the Professional Staff member is represented by legal counsel, the notice may be served on legal counsel.

ARTICLE 2: APPOINTMENT AND REAPPOINTMENT TO THE PROFESSIONAL STAFF

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2.1 Overview

- (a) **Board to Appoint Professional Staff.** Subject to appointments that may otherwise be made,³⁷ the Board after considering the recommendations of the Medical Advisory Committee, shall annually appoint the Professional Staff for the Hospital.³⁸
- (b) **Compliance.** Applications for appointment and re-appointment to the Professional Staff and administration of the same shall be compliant with the *Public Hospitals Act (Ontario)*,³⁹ this By-law and the *Affiliation Agreement*.⁴⁰
- (c) **Board to Establish Criteria.** The Board, after considering the advice of the Medical Advisory Committee, shall establish from time to time, the criteria, including qualifications and Hospital based requirements, that Applicants must meet for appointment and re-appointment to the Professional Staff.⁴¹

³⁷ There are limited instances when appointments may be made otherwise than by the Board. In this regard see the provisions regarding Temporary Staff and Telemedicine and Educational Staff.

³⁸ See *Public Hospitals Act (Ontario)* section 37(2) as it pertains to the Medical Staff.

³⁹ See *Public Hospitals Act (Ontario)* sections 36 – 44 as it pertains to the Medical Staff.

⁴⁰ See *Affiliation Agreement* section 2(c).

⁴¹ *Public Hospitals Act (Ontario) Regulation 965* section 4.1(b) provides that the Board must establish the criteria for appointment and re-appointment of Medical Staff in the by-laws; and when the hospital has Dental Staff or Midwifery Staff, their criteria for appointment and re-appointment must be identified.

- (d) **Eligibility.** Only Applicants who satisfy the criteria, including qualifications and Hospital based requirements set out in this By-law, are eligible to become members of and be appointed or re-appointed to the Professional Staff.
- (e) **Appointment to at least One Program.** Each Professional Staff Appointment shall be made to at least one Program. Professional Staff Appointments that extend to more than one Program are dependent on educational preparation, interest and working affiliation with members of the other Program and the Resource Plan of the other Program.

2.2 Application Process

Appointments to the Professional Staff shall be made subject to and in accordance with the following:

- (a) **Applications Generally.** Unless otherwise provided in this By-law,⁴² Applicants must apply for appointment to the Professional Staff, which applications and processing of them, shall be subject to and in accordance with the following:
 - (i) **Form of Application.** The form of application for appointment to the Professional Staff shall be as required from time to time by the Hospital, which application may call for such information, acknowledgements, declarations, consents, releases and undertakings as will enable the Hospital to verify qualifications, fully evaluate the Applicant and ensure that the Applicant, if appointed to the Professional Staff and granted Privileges, will fulfill all applicable duties.⁴³
 - (ii) **CEO to Provide Applications.** Upon written request, the CEO shall supply or cause to be supplied (directly or by providing information on how to access) the following to the requestor:
 - (A) the required form of application for appointment to the Professional Staff;⁴⁴
 - (B) *Public Hospitals Act (Ontario)*;
 - (C) this By-Law;
 - (D) Rules and Regulations;
 - (E) Mission, Philosophy and Values;
 - (F) Code of Conduct; and
 - (G) the relevant provisions of the *Affiliation Agreement*.
 - (iii) **Applicants to Submit Completed Applications to CEO.** Completed applications for appointment to the Professional Staff shall be submitted to the CEO,⁴⁵ together with such other requested information, acknowledgements, declarations, consents, releases and undertakings

⁴² There are limited instances when Applicants do not need to apply for appointment. In this regard see the provisions regarding Temporary Staff, Honorary Staff and Telemedicine and Educational Staff in section 2.2(b) of this By-law.

⁴³ The *Public Hospitals Act (Ontario)* does not prescribe what must be included in an application form or package. Content should however align with the By-laws.

⁴⁴ See *Public Hospitals Act (Ontario)* section 37(1) as it pertains to Physicians.

⁴⁵ See *Public Hospitals Act (Ontario)* section 37(3) as it pertains to Physicians.

that will enable the Hospital to verify qualifications, fully evaluate the Applicant and ensure that the Applicant, if appointed to the Professional Staff and granted Privileges, will fulfill all applicable duties.

- (iv) **CEO to Refer Applications to Medical Advisory Committee.** Upon receipt, the CEO shall immediately refer all applications for appointment to the Professional Staff, to the Medical Advisory Committee.⁴⁶
- (v) **Medical Advisory Committee to make Recommendations.** The Medical Advisory Committee shall:
 - (A) Refer all applications for appointment to the Professional Staff, to the Credentials Committee, so that the Credentials Committee can carry out the steps and provide its report back to the Medical Advisory Committee as contemplated by section 2.2(a)(vi) of this By-law.
 - (B) Receive the report of the Credentials Committee as contemplated by section 2.2(a)(vi)(D) of this By-law.
 - (C) Assess whether the Applicant meets the applicable qualifications for appointment as set out in section 2.3 of this By-law.
 - (D) Assess whether the Applicant meets the applicable Hospital based requirements as set out in section 2.4 of this By-law.
 - (E) Take such other steps as contemplated by article 9 of this By-law detailing the establishment, function and duties of the Medical Advisory Committee.
 - (F) Having regard to foregoing, make a written recommendation to the Board⁴⁷ with respect to each application for appointment to the Professional Staff. Subject to extension as permitted by the *Public Hospitals Act (Ontario)*,⁴⁸ such recommendation shall be given within sixty (60) days from the date of the application.⁴⁹ Where the Medical Advisory Committee recommends appointment, it shall specify the category of appointment and the specific Privileges that it recommends the Applicant be granted.
 - (G) Provide written notice of its recommendation, including any conditions and/or restrictions, to the Applicant.⁵⁰ Such written notice shall inform the Applicant that he or she is entitled to:⁵¹
 - (1) written reasons for the recommendation, if a request is received by the Medical Advisory Committee within seven (7) days of the receipt by the Applicant of the notice of recommendation; and
 - (2) a hearing before the Board, if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Applicant of the written reasons referred to in section 2.2(v)(G)(1) of this By-law.

⁴⁶ See *Public Hospitals Act (Ontario)* section 37(3) as it pertains to Physicians.

⁴⁷ See *Public Hospitals Act (Ontario)* section 37(6).

⁴⁸ See *Public Hospitals Act (Ontario)* section 37(5).

⁴⁹ See *Public Hospitals Act (Ontario)* section 37(4).

⁵⁰ See *Public Hospitals Act (Ontario)* section 37(6).

⁵¹ See *Public Hospitals Act (Ontario)* section 37(7).

- (vi) **Credentials Committee to Provide Assistance.** The Credentials Committee shall, on a timely basis:⁵²
- (A) review each received application for appointment to the Professional Staff to ensure all required information has been provided as contemplated by the application form;⁵³
 - (B) investigate, assess and verify whether the qualifications set out in section 2.3 of this By-law, as applicable, have been met by the Applicant;
 - (C) take such other steps as contemplated by the terms of reference for the Credentials Committee;⁵⁴ and
 - (D) report to the Medical Advisory Committee the results of its investigation, assessment and verification efforts, along with any recommendations.
- (vii) **Board to Decide.** Upon receipt of the recommendation of the Medical Advisory Committee, the Board shall on a timely basis:
- (A) satisfy itself that the recommendation of the Medical Advisory Committee is correct, reflects a proper process and that there is otherwise no reason to think that the recommendation is improper;⁵⁵
 - (B) undertake such considerations in its discretion, the Board considers relevant, including but not limited to the Resource Plan; the Impact Analysis; and the Mission, Philosophy and Values.
 - (C) if the Applicant does not request a hearing, the Board may implement the recommendation of the Medical Advisory Committee; or
 - (D) if the Applicant requests a hearing by the Board, the Board shall undertake the hearing and make a decision in accordance with the applicable provisions of article 6 of this By-law.
- (viii) **In-Person Interview.** Applicants, when requested, shall be required to attend an in-person interview with such Hospital representatives as may be determined appropriate by the Hospital, such as for examples: CEO, Vice-President Medical Affairs, Chief of Staff, Credentialing Committee Program Medical Director, etc.
- (ix) **CEO to Report to College in Certain Circumstances.** If an Applicant's application is rejected by reason of his/her incompetency, negligence or misconduct, the CEO shall prepare and forward a detailed report to the relevant College.⁵⁶

⁵² *Public Hospitals Act (Ontario)* section 37(4), which, subject to extension, requires the Medical Advisory Committee to make its recommendation within 60 days of the application, which working backwards imposes certain timing on the Credentials Committee.

⁵³ Note, even if the application is incomplete, it must be processed but can ultimately be refused by the Board if the eligibility criteria are not met. See *Professional Staff Credentialing Toolkit* for further detail.

⁵⁴ The terms of reference for the Credentials Committee are set out in section 13.7 of the Rules and Regulations.

⁵⁵ The Board is responsible for ensuring an effective and fair credentialing process. For additional detail on how this responsibility can be satisfied see, *Professional Staff Credentialing Toolkit*.

⁵⁶ See *Public Hospitals Act (Ontario)* section 33 as it pertains to Physicians.

- (b) **Exceptions to General Application Process.** The following shall be exceptions to the generally applicable application process for appointment to the Professional Staff described in section 2.2(a) of this By-law:
- (i) **Appointments to Temporary Staff.** Notwithstanding any other provision in this By-law and in recognition that there may be exceptional circumstances⁵⁷ necessitating an appointment to the Professional Staff before there is time to complete the generally applicable application process, appointments to the Temporary Staff may be made subject to and in accordance with the following:
 - (A) the CEO may appoint an Applicant to the Temporary Staff, after consultation with the Program Medical Director of the Program to which the Applicant is to be assigned, the Vice-President, Medical Affairs and/or the Chief of Staff;
 - (B) any appointment made by the CEO shall automatically end on the date of the next Medical Advisory Committee following appointment, unless the Medical Advisory Committee makes a recommendation for continuance; and
 - (C) any continuance of appointment recommended by the Medical Advisory Committee shall automatically end on the date of the next Board meeting, unless the Board determines to continue the Temporary Staff appointment.
 - (ii) **Appointments to Honorary Staff.** Notwithstanding any other provision in this By-law, appointments to the Honorary Staff shall be subject to and in accordance with the following:
 - (A) no application shall be necessary;
 - (B) such appointments shall not be restricted to Physicians and Dentists;
 - (C) the individual must first be recommended by the Medical Advisory Committee; and
 - (D) the individual must then be approved by the Board.
 - (iii) **Appointments to Telemedicine and Educational Professional Staff.** Applicants for appointment to the Telemedicine and Educational Professional Staff may follow the generally applicable application process described in section 2.2(a) of this By-law and must do so if there is an outstanding referral to or adverse finding against them by their College. However, notwithstanding any other provision in this By-law, if there is no such outstanding referral or adverse finding against them, appointment to the Telemedicine and Educational Professional Staff may alternatively be made subject to and in accordance with the following:⁵⁸
 - (A) The CEO, if satisfied that the applicable qualifications and Hospital based requirements are met, may appoint the Applicant to the Telemedicine and Educational Staff upon the recommendation of either the Program Medical Director of the Program to which the

⁵⁷ An example of a situation where a temporary appointment would be considered appropriate includes a pandemic situation.

⁵⁸ The streamlined process is in recognition that it may be highly unlikely or impractical to expect Applicants to the Telemedicine and Educational Professional Staff to follow the generally applicable process.

Applicant is to be assigned, the Vice-President, Medical Affairs, or the Chief of Staff.

- (B) Applicants who are under consideration by the CEO as contemplated by section 2.2(b)(iii)(A) shall not be entitled to any Board hearing or other due process protections, regardless of whether or not they are Physicians.

- (iv) **Academic and University Cross Appointments.** Applications involving academic and University cross appointments shall follow the generally applicable application process described in section 2.2(a) of this By-law subject to and in accordance with the following:

- (A) The Hospital may notify the relevant University of the Applicant's application for appointment to the Professional Staff.
- (B) The Hospital may disclose any and all information provided by the Applicant to the relevant University as part of the application process, as well as any other information obtained by the Hospital as part of the credentialing process.
- (C) In the case of post-graduate trainees, the application shall be submitted by the University to the Hospital and shall contain the information required by the Hospital's post-graduate trainee credentialing Policy as may be amended from time to time.

2.3 Qualifications

Qualifications for appointment to the Professional Staff shall be subject to and in accordance the following:

- (a) **Qualifications Generally.** Unless otherwise provided in these By-laws, all Applicants must:
 - (i) demonstrate adequate training and experience for the appointment and Privileges requested;
 - (ii) demonstrate ability and commitment to:
 - (A) provide patient care at an appropriate level of quality and efficiency;
 - (B) work, communicate with and relate to others in a co-operative, collegial and professional manner;
 - (C) communicate with and relate appropriately to patients, those who patients involve in their care and/or substitute decision makers;
 - (D) adequately control any significant physical or behavioural impairment, affecting skill, attitude or judgment that might impact negatively on patient care or the operations of the Hospital;
 - (E) discharge the duties applicable to the appointed category of Professional Staff, including as applicable, on call, supervisory, teaching and other duties;
 - (F) use Hospital resources appropriately;
 - (G) meet an appropriate standard of ethical conduct and behaviour;
 - (H) govern themselves in accordance with Legislation, the requirements set out in this By-law, the Rules and Regulations, and the Policies, including the Code of Conduct and the Mission, Philosophy and Values;
 - (I) achieve and maintain the level of continuing professional education required by the applicable College;

- (J) maintain up-to-date inoculations, screenings and tests as may be required by Legislation or the occupational health and safety Policies and practices of the Hospital;
 - (K) maintain current professional practice liability coverage, appropriate to the scope and nature of their intended practice; and
 - (iii) not be subject to a Conflict of Interest, which in the opinion of the Hospital, cannot be satisfactorily resolved.
- (b) **Additional Qualifications Generally.** In addition to the qualifications set out in section 2.3(a) of this By-law, unless otherwise provided by these By-laws:
- (i) **Additional Qualifications Generally for Medical Staff.** Applicants for the Medical Staff must demonstrate the following additional qualifications:
 - (A) be qualified to practice medicine and be licensed pursuant to the laws of Ontario as evidenced by a certificate of registration in good standing with the College of Physicians and Surgeons of Ontario or an equivalent certificate from their most recent licensing body; and
 - (B) have a current certificate of professional conduct⁵⁹ from the College of Physicians and Surgeons of Ontario or the equivalent certificate from their most recent licensing body.
 - (ii) **Additional Qualifications Generally for Dental Staff.** Applicants for appointment to the Dental Staff, unless otherwise provided by these By-laws, must demonstrate the following additional qualifications:
 - (A) be qualified to practice dentistry and be licensed pursuant to the laws of Ontario and have a letter of good standing from the Royal College of Dental Surgeons of Ontario or the equivalent letter from their most recent licensing body;
 - (B) have a current certificate of professional conduct⁶⁰ from the Royal College of Dental Surgeons or the equivalent certificate from their most recent licensing body; and
 - (C) in the case of, Oral and Maxillofacial Surgeons, have a current, valid specialty certificate of registration from the Royal College of Dental Surgeons of Ontario, authorizing practice in oral and maxillofacial surgery.
 - (iii) **Additional Qualifications Generally for Academic and University Cross Appointments.** Applicants for appointment to the Professional Staff who are academic or University cross appointments must demonstrate the following additional qualifications:
 - (A) that they have satisfied and maintained the requirements of their academic or University appointment.
- (c) **Exceptions to Generally Applicable Qualifications**

⁵⁹ A certificate of professional conduct verifies registration with the College and that membership is in good standing. It may also include additional information such as history of disciplinary findings and other relevant information.

⁶⁰ A certificate of professional conduct verifies registration with the College and that membership is in good standing. It may also include additional information such as history of disciplinary findings and other relevant information.

- (i) **Honorary Staff.** Candidates under consideration for appointment to the Honorary Staff shall not be required to meet the generally applicable qualifications as outlined in sections 2.3(a) or (b) of this By-law but must meet one or more of the following qualifications:
 - (A) be a former Active Staff Member who has retired from active practice;
 - (B) have an outstanding reputation; and/or
 - (C) made an extraordinary accomplishment.

- (ii) **Telemedicine and Educational Professional Staff.** Applicants to the Telemedicine and Educational Professional Staff shall not be required to meet the generally applicable qualifications as outlined in section 2.3(a) or (b) of this By-law but must meet the following qualifications, with the same to be evidenced as outlined below, in addition to any other evidence that the Board may in its discretion from time to time require:
 - (A) **Privileges at Another Public Hospital.** Applicants must have active staff or equivalent Privileges at another public hospital. As evidence in this regard a letter shall be obtained from the chief of staff or chief of department at the relevant hospital stating that the Applicant is in good standing at the hospital and outlining the extent of the Privileges held by the Applicant and any restrictions thereon. When it is contemplated that the Applicant will be teaching a clinical/operative procedure, the letter must also contain a statement from the chief of staff or chief of department of the relevant hospital confirming that the Applicant has the required skills and expertise to teach the clinical/operative procedure.
 - (B) **Good Standing with College.** Applicants must be in good standing with their applicable College. As evidence in this regard the Vice-President, Medical Affairs, the Chief of Staff or the Program Medical Director or designates, shall undertake a search of the College's website to check as to whether the Applicant has a licence to practice in the province of Ontario and whether there are pending, ongoing or completed proceedings or investigations or findings before the College's Discipline, Fitness to Practice, Inquiries, Complaints and Reports Committee or Quality Assurance Committee(s) or any other regulatory/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed.
 - (C) **Appropriate Insurance.** Applicants must maintain current professional practice liability coverage appropriate to the scope and nature of their intended practice. As evidence in this regard a copy of the Applicant's professional liability insurance coverage, membership in the Canadian Medical Protective Association or equivalent, satisfactory to the Board shall be obtained along with a record of the Applicant's past medical/legal claims history, including settlements.

2.4 Hospital Based Requirements

- (a) **Hospital Based Requirements Generally.** Unless otherwise provided in these By-laws, all appointments to the Professional Staff must, in the opinion of the Board, satisfy the following Hospital based requirements:
- (i) **Requirement - Satisfactory Impact Analysis.** The Impact Analysis must demonstrate that the Hospital has the resources to accommodate the Applicant.
 - (ii) **Requirement - Meet the Needs of the Resource Plan.** The Applicant must meet the needs of the Resource Plan.
 - (iii) **Requirement – Consistent with Mission, Philosophy and Values.** The appointment to the Professional Staff must be aligned with the Mission, Philosophy and Values.
- (b) **Exceptions to Generally Applicable Hospital Based Requirements**
- (i) **Temporary Staff.** Temporary Staff shall not be required to satisfy the generally applicable Hospital based requirements as outlined in section 2.4(a) of this By-law but must either:
 - (A) meet a specific requirement by providing a consultation and/or operative procedure with respect to emergency Services; or
 - (B) meet an urgent need for a medical/dental Service.
 - (ii) **Honorary Staff.** Honorary Staff shall not be required to satisfy the generally applicable Hospital based requirements as outlined in section 2.4(a) of this By-law.
 - (iii) **Telemedicine and Educational Professional Staff.** Applicants to the Telemedicine and Educational Professional Staff shall not be required to satisfy the generally applicable Hospital based requirements as outlined in section 2.4(a) of this By-law but must, in the opinion of the Hospital, meet one or more of the following requirements:
 - (A) the Hospital does not have the volume of practice to require the specialized Services on a full-time basis;
 - (B) access to the Services of the Applicant would contribute to the health and welfare of members of the community;
 - (C) the Hospital's patients may benefit from the specialised consulting expertise and services of the Applicant via Telemedicine in situations where the same would not otherwise be available and as requested by an Active Staff or Associate Staff member; and/or
 - (D) the Hospital's Professional Staff may benefit from the teachings of the Applicant via telemedicine on such things for examples as new leading clinical/operative procedures or refinements, which would not otherwise be available.

2.5 Annual Re-appointments

- (a) **Re-Appointment Application Date to be Set by Medical Advisory Committee.** The Medical Advisory Committee shall annually set a date⁶¹ or dates for the submission of applications for re-appointment to the Professional Staff.
- (b) **Form of Application.** The form of application for re-appointment shall be as required from time to time by the Hospital and may call for such information, acknowledgements, declarations, consents, releases and undertakings as will enable the Hospital to verify qualifications, fully evaluate the Applicant and ensure that the Applicant, if re-appointed, will fulfill all applicable duties.
- (c) **Annual Application Required.** Each year, each member of the Professional Staff desiring reappointment to the Professional Staff, with the exception of Honorary Staff, shall submit to the CEO⁶² within the required time frame, an application for re-appointment in the form from time to time required, together with such other requested information, acknowledgements, declarations, consents, releases and undertakings that will enable the Corporation to fully evaluate the suitability of the re-appointment of the Applicant.
- (d) **Criteria for Re-Appointment to the Professional Staff.** In order to be eligible for re-appointment to the Professional Staff:
 - (i) **Meet Qualifications.** Applicants must demonstrate that they meet the current qualifications required in connection with their appointment and Privileges. To that end applications for re-appointment shall include:
 - (A) a restatement or confirmation of the acknowledgements, declarations, consents, releases and undertakings requested as part of the application for appointment or as otherwise required from time to time;
 - (B) either:
 - 1. a declaration that all information provided in the Applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - 2. a description of all material changes to the information provided in the Applicant's most recent application; and
 - (C) such other information as the Board may from time to time require.
 - (ii) **Satisfy Hospital Based Requirements.** Applicants must meet the current Hospital based requirements.
 - (iii) **Conditions Satisfied and Restrictions Respected.** Applicants must demonstrate that they have and will continue to satisfy and respect any

⁶¹ Some hospitals schedule all re-appointments at the same time every year, while other hospitals stagger re-appointments, and still some other hospitals consider re-appointments on the one year anniversary of appointment. In this case, the Hospital schedules all re-appointments at the same time.

⁶² See *Public Hospitals Act (Ontario)* section 37(3).

conditions or restrictions attaching to their appointment and/or Privileges.⁶³

- (iv) **Satisfactory Performance.** Applicants must, in the opinion of the Board, have adequately fulfilled their duties (see articles 3 and 4 of this By-law for details about applicable duties) and have had satisfactory performance according to any performance management process from time to time established by the Hospital.⁶⁴
- (e) **Process for Re-Appointment to the Professional Staff.** The same process that applies to the processing of applications for appointment to the Professional Staff as set out in section 2.2 of this By-law shall apply with necessary changes to points of detail to applications for reappointment to the Professional Staff.

2.6 Changes to Appointments and Privileges

- (a) **Form of Application.** The form of application for changes to appointment and Privileges shall be as required from time to time by the Hospital.
- (b) **CEO to Provide Change Applications.** Upon written request, the CEO shall supply or cause to be supplied (directly or by providing information on how to access) an application for change of appointment and/or Privileges to any member of the Professional Staff requesting the same.
- (c) **Applicants to Submit Change Applications to CEO.** Completed applications for changes of appointment and/or Privileges shall be submitted to the CEO,⁶⁵ together with such other requested information, acknowledgements, declarations, consents, releases and undertakings that will enable the Corporation to fully evaluate the application.
- (d) **Criteria for Approving Change Applications.** Applications for changes to appointment and/or Privileges shall be subject to the same criteria, including qualifications and Hospital based requirements, as apply to applications for appointment as set out in this By-law,⁶⁶ with necessary changes to points of detail.
- (e) **Process for Change Applications.** The same procedure that applies to the processing of applications for appointment to the Professional Staff as set out in section 2.2 of this By-law shall apply with necessary changes to points of detail to applications for changes to appointment and/or Privileges.

⁶³ This may include for example the maintenance of any required academic appointments with the Universities.

⁶⁴ See the relevant category of Professional Staff in article 4 and section 5.1 of this By-law for details about performance management.

⁶⁵ See *Public Hospitals Act (Ontario)* section 37(3).

⁶⁶ See sections 2.3 and 2.4 of this By-law.

ARTICLE 3: PROFESSIONAL STAFF DUTIES GENERALLY

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3.1 Overview

Professional Staff members shall have and comply with the general duties set out in this article 3 along with the specific duties associated with the category of Professional Staff to which the Professional Staff member has been assigned as set out in article 4 of this By-law, in addition to any other duties as may be applicable.

3.2 Compliance

Professional Staff members shall comply with the following, as applicable:

- (a) Legislation, including for example, the *Public Hospitals Act (Ontario)*;
- (b) By-laws, including for examples, the duties set out in this article 3 and the more specific duties as set out in article 4 of these By-laws pertaining to the category of Professional Staff to which the Professional Staff member has been assigned;
- (c) Rules and Regulations;
- (d) Privileges granted, including any related undertakings, conditions and/or restrictions;
- (e) Policies, including for example, the Mission, Philosophy and Values and the Code of Conduct;
- (f) any Hospital third party contractual commitments, such as for example the *Affiliation Agreement*;
- (g) any additional contractual obligations owed to the Hospital;⁶⁷ and
- (h) any standards of practice, policies,⁶⁸ conditions or restrictions imposed by their College.

⁶⁷ For examples: as part of the grant of Privileges Professional Staff members may be required to provide certain undertakings or make certain other contractual commitments; and the Chief of Staff and other positions engaged by the Hospital may be subject to additional contractual terms related to their positions.

⁶⁸ See for examples, *The College of Physicians and Surgeons of Ontario Policies*.

3.3 Notifications and Reports

Each Professional Staff member shall, in writing, provide the following notices and reports, as applicable, in addition to any other notifications and reports that may be required.⁶⁹

	Matter in connection with which notice and/or reports required	Required Time Frame	To Whom to be Given
(a)	Any changes to information previously provided by the Professional Staff member to the Hospital, including for examples changes to any information previously provided in any application for appointment / re-appointment / change to appointment and Privileges. This includes for examples: any changes in connection with the Professional Staff member's College, including for examples, any investigations, proceedings and conditions, such as a requirement to undertake a specified continuing education or remediation program etc.; any changes in status with other hospitals/health care facilities, including for examples any conditions, restrictions, revocation or other changes to privileges; changes to his/or health; any new College complaints or changes in status of any previously disclosed complaints to the College; and/or any new legal matters (criminal and civil) or changes in status to any previously disclosed legal matters.	Forthwith but in any event within three (3) business days of the change	Chair of Credentials Committee Chief of Staff or Vice-President Medical Affairs Program Medical Director
(b)	Reasonable belief that another Professional Staff member has, is or is about to engage in any act or omission which could reasonably be the basis for Non-Immediate Mid-term Action in accordance with section 5.2 of this By-law.	Forthwith upon forming the belief and in event within three (3) business days	To two (2) or more of the following: <ul style="list-style-type: none"> • CEO • Vice-President, Medical Affairs • Chief of Staff Program Medical Director of the Program to which the subject Professional Staff member is assigned.

⁶⁹ Depending on the circumstances, Professional Staff may in addition have other duties to provide notifications and reports. For example the [Health Professions Procedural Code](#) section 85.1(1) requires members to file a report if the member has reasonable grounds for believing that another member of the same or a different College has sexually abused a patient.

(c)	Reasonable belief that another Professional Staff member has, is or is about to engage in any act or omission which could reasonably be the basis for Immediate Mid-term Action	Forthwith upon forming the belief and in event within one (1) hour	To two (2) or more of the following: <ul style="list-style-type: none"> • CEO • Vice-President, Medical Affairs • Chief of Staff Program Medical Director of the Program to which the subject Professional Staff member is assigned.
(d)	College exam results	Within three (3) business days of receipt of result	Chair of Credentials Committee. Vice-President Medical Affairs Chief of Staff Program Medical Director
(e)	Reduction or surrender of Privileges	At least three (3) months prior to the reduction or surrender taking effect	Chief of Staff Program Medical Director
(f)	In the event a person is injured and/or events occur in the Hospital involving the Professional Staff member and/or others which could form the basis of a claim against the Professional Staff member and/or Hospital.	Forthwith after occurrence and in any event within twenty-four (24) hours. ⁷⁰	To two (2) or more of the following: <ul style="list-style-type: none"> • CEO • Program Medical Director • OH&S Coordinator or alternatively an Employee Health Coordinator by phone, at home if necessary • Program Medical Director and Director of the department involved in the accident • Vice President of Medical Affairs, Vice-President in

⁷⁰ See Hospital Critical Incident Policy for further detail.

			charge of the area, and <ul style="list-style-type: none"> • President/CEO.
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3.4 **Respect the Board**

Each member of the Professional Staff shall recognize the ultimate authority and responsibility of the Board for the administration of the Hospital.

3.5 **Respect Hospital Administration**

Each member of the Professional Staff shall respect the authority of and cooperate as appropriate with Hospital administrative staff including Clinical Leads, Program Medical Directors, the Chair of the Medical Advisory Committee, the Medical Advisory Committee, the Vice-President, Medical Affairs, the Chief Executive Officer and the Board.

3.6 **Respect Other Professional Staff**

Each member of the Professional Staff shall respect and cooperate as appropriate with other Professional Staff.

3.7 **Contribute to Proper Operation of the Hospital**

Each member of the Professional Staff, as appropriate to their position, shall contribute on a collective and individual basis to the proper operation of the Hospital by, for examples:

- (a) **Policy Framework Development.** Participating in and contributing to the development of Professional Staff By-laws, Rules and Regulations and Policies.
- (b) **Resource Utilization.** Utilizing responsibly and effectively and promoting the responsible and effective use of Hospital resources.
- (c) **Quality Improvement.** Participating in and contributing to quality improvement and patient safety initiatives.
- (d) **Workplace Safety.** Participating in and contributing to workplace safety initiatives.
- (e) **Professional Development.** Participating in and contributing to professional development initiatives.⁷¹
- (f) **Academic.** Participating in and contributing to an academic teaching environment, including undergraduate and postgraduate medical education.

⁷¹ Also see article 3 of the Rules and Regulations detailing orientation and refresher training requirements.

- (g) **Research.** Participating in and contributing to research initiatives, such as in relation to clinical health services and outcomes.
- (h) **Conflict Management.** Participating in and contributing to conflict management initiatives, including complaint resolution processes.
- (i) **Administrative.** Facilitating proper administration of the Hospital.

3.8 Only Speak on Behalf of the Hospital When Authorized

Unless otherwise authorized, each member of the Professional Staff shall avoid speaking on behalf of the Hospital in public forums, including news media.

3.9 Avoid Undermining the Hospital

Each member of the Professional Staff shall refrain from conduct that would serve to undermine how the Corporation undertakes its Hospital operations and strives to achieve its Mission, Philosophy and Values.

3.10 Communicate through Proper Channels

Each member of the Professional Staff shall refrain from conduct that would serve to undermine public trust in the Corporation's operation of the Hospital and more particularly refrain from making prejudicial or adverse public statements with respect to the Corporation or its Hospital operations which have not first been raised through any one (1) of the following officers – the Vice-President, Medical Affairs, the Chief of Staff the Chair of the Medical Advisory Committee, Program Medical Director, President of the Professional Staff Association and/or CEO and the Professional Staff member's concerns have not been satisfactorily resolved.

3.11 Avoid and Manage Conflicts of Interest

Each member of the Professional Staff shall manage Conflicts of Interest subject to and in accordance with the following:

- (a) **Obligation to Disclose.** Every Professional Staff member who, either directly or indirectly, has or thinks he/she may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current matter or decision of the Corporation that the Professional Staff member can influence, such Professional Staff member shall disclose the nature and extent of the Conflict of Interest to the others involved in the decision or if there are no others involved, to the CEO.
- (b) **Timing for Disclosure.** The Conflict of Interest shall be disclosed when the matter or decision is first raised. If a Conflict of Interest arises after the matter or decision is first raised, the Professional Staff member shall make disclosure immediately upon becoming aware of the Conflict of Interest.

- (c) **Recording Disclosures.** All such disclosures of Conflict of Interest, including the specific nature thereof, if in the context of a meeting, shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the disclosures is discussed or voted on, or if any other context, shall be recorded in a written notice by the subject Professional Staff member delivered to the CEO.
- (d) **Avoid Influencing.** After making such a disclosure of Conflict of Interest, no interested Professional Staff member shall be present at or vote during related meetings or otherwise attempt to influence the matter in any way. If in the context of a meeting the subject Professional Staff member shall not be counted in any required quorum with respect to any vote. The abstention of the conflicted Professional Staff member from discussion and voting shall also be recorded in the minutes of each relevant meeting. For greater clarity, the conflicted Professional Staff member shall not be restricted from answering questions about or explaining the Professional Staff member's involvement in the matter that is the subject of the disclosure.
- (e) **Concerns About Conflicts of Interest.** If a Professional Staff member believes that any other Professional Staff member is in a Conflict of Interest position with respect to any matter or decision, the Professional Staff member shall:
 - (i) if it is in the context of a meeting, have such concern recorded in the minutes, and the Professional Staff member with the alleged Conflict of Interest shall have the right to address the meeting with respect to the allegation, and shall then absent himself/herself from the meeting. Thereafter, at the request of the Professional Staff member who recorded the initial concern, the meeting shall vote on whether the Professional Staff member alleged to have a Conflict of Interest is, in the opinion of the meeting, in a Conflict of Interest. Such a decision shall be final and binding. If the meeting finds the person in a Conflict of Interest, that interested Professional Staff member shall absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the Conflict of Interest. If the meeting finds that the person is not in conflict, the meeting shall then vote on the matter or make the decision and the votes of each member of the meeting shall be recorded.
 - (ii) if it is not in the context of a meeting, the Professional Staff member shall send notice in writing to the CEO, with a copy to the subject Professional Staff member.

3.12 Consequences of Breach of Duties

In the event a Professional Staff member breaches any one or more of his or her duties, he or she may be subject to any one or more of the following consequences, as appropriate:

- (a) any application for re-appointment to the Professional Staff may be rejected, suspended, or any re-appointment may be made subject to such conditions and/or restrictions as the Board determines appropriate;

- (b) Non-Immediate or Immediate Mid-Term Action, in accordance with articles 5 and 6 of these By-laws may be initiated, which may result in the suspension,⁷² restriction⁷³ or revocation⁷⁴ of the Professional Staff member's appointment and/or Privileges;
- (c) consequences as otherwise detailed in these By-laws, the Rules and Regulations and/or Policies may apply;
- (d) consequences as detailed in any contract between the Professional Staff member and the Hospital may apply; and
- (e) consequences as otherwise mandated or available at law may apply.

ARTICLE 4: CATEGORIES AND SPECIFIC DUTIES OF PROFESSIONAL STAFF

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4.1 Categories

- (a) **Categories.** The duties of the Hospital for patient care, teaching and research make it necessary and appropriate to divide the Professional Staff into different categories and to determine eligibility for appointments and Privileges and related details.⁷⁵ The categories established are:
 - (i) Active;
 - (ii) Associate;
 - (iii) Courtesy;
 - (iv) Temporary;
 - (v) Honorary;
 - (vi) Consulting;
 - (vii) Term;
 - (viii) Senior;
 - (ix) Clinical Fellow;

⁷² "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

⁷³ "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

⁷⁴ "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

⁷⁵ *Public Hospitals Act (Ontario) Regulation 965* section 4(b)(ii) requires the Board to pass by-laws concerning the various medical groups. The specific categories are not prescribed by the *Public Hospitals Act (Ontario)* and are at the discretion of the Board.

- (x) Locum Tenens;
- (xi) Telemedicine and Educational; and
- (xii) such other categories as may be determined by the Board from time to time, having given consideration to the recommendations of the Medical Advisory Committee.

4.2 Active Staff

- (a) **Composition.** Active Staff shall consist of Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and who:
 - (i) have completed satisfactory service as Associate Staff for a period of at least twenty-four (24) months; or
 - (ii) have been specifically exempted by the Board from having to complete the service referred to in section 4.2(a)(i) of this By-law, in facilitation of their appointment as an externally-recruited candidate for a leadership position, such as for examples: Program Medical Director, Vice-President, Medical Affairs and Chair of the Medical Advisory Committee.
- (b) **Privileges.** Active Staff shall have the Privileges specified in their appointment to the Professional Staff and:
 - (i) shall have admitting Privileges, unless otherwise specified in their appointment.
- (c) **Duties.** Active Staff shall:
 - (i) if their initial appointment is on or after December 15, 2018, apply within six (6) months of their appointment for an academic appointment with the Schulich School of Medicine and Dentistry.
 - (ii) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (iii) attend Program meetings as required by the Rules and Regulations;⁷⁶
 - (iv) act as a Supervisor of other members of the Professional Staff if and when requested by the Chief of Staff or the Program Medical Director;⁷⁷
 - (v) fulfil such on-call requirements as may be established by the Program to which the Active Staff Member is assigned; and
 - (vi) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Program Medical Director for the Program to which the Active Staff Member is assigned.
- (d) **Participation in the Professional Staff Association.** Active Staff members are:
 - (i) entitled to attend Professional Staff Association meetings;
 - (ii) entitled to vote at Professional Staff Association meetings if they are members of the Medical Staff but otherwise are not eligible to vote;⁷⁸

⁷⁶ See section 5.1 of the Rules and Regulations which require attendance at least 70% of the Program meetings.

⁷⁷ Also see article 4 of the Rules and Regulations for requirements in connection with Supervision.

⁷⁸ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

- (iii) eligible to hold office in the Professional Staff Association if they are members of the Medical Staff but otherwise are not eligible to hold office;⁷⁹
 - (iv) eligible to sit on and be chair of any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) required to attend at least fifty per cent (50%) of the Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff.
- (e) **Performance Management.** Performance of Active Staff members shall be managed in accordance with and subject to the following:
- (i) the provisions of article 5 of this By-law.

4.3 Associate Staff

- (a) **Composition.** Associate Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and in connection with which the Hospital determines it is appropriate to have a probationary period to provide the Hospital with an opportunity to conduct a more thorough evaluation of the Professional Staff member's qualifications, provided that no member of the Professional Staff shall be appointed to the Associate Staff for more than twenty-four (24) consecutive months, subject to that time period being extended by the Board on recommendation of the Medical Advisory Committee for up to six (6) months.
- (b) **Privileges.** Associate Staff shall have the Privileges specified in their appointment to the Professional Staff and:
- (i) shall have admitting Privileges, unless otherwise specified in their appointment to the Professional Staff.
- For greater clarity an Associate Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.
- (c) **Duties.** Associate Staff shall:
- (i) if their initial appointment is on or after December 15, 2018, apply within six (6) months of their appointment for an academic appointment with the Schulich School of Medicine and Dentistry. ;
 - (ii) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (iii) attend Program meetings as required by the Rules and Regulations;⁸⁰
 - (iv) fulfil such on-call requirements as may be established by the Program to which the Associate Staff Member is assigned; and
 - (v) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Program Medical Director for the Program to which the Associate Member is assigned.

⁷⁹ *Public Hospitals Act (Ontario) Regulation 965* section 6(3)(b) limits office holders to members of the Medical Staff.

⁸⁰ See section 5.1 of the Rules and Regulations which require attendance at least 70% of the Program meetings.

- (d) **Participation in the Professional Staff Association.** Associate Staff members are:
- (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff, unless the Associate Staff member is also a Program Medical Director, in which case he/she shall be eligible to vote;⁸¹
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff;
 - (iv) are eligible to sit on but not be chair of any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) required to attend at least fifty per cent (50%) of the Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff.
- (e) **Performance Management.** Performance of Associate Staff members shall be managed in accordance with and subject to the following:
- (i) the provisions of article 5 of this By-law;
 - (ii) the Associate Staff member shall exercise his/her Privileges under the supervision of an Active Staff member appointed to provide such supervision;
 - (iii) the Credentials Committee shall review the Associate Staff Member's performance on or before the expiry of his/her sixth (6th), twelfth (12th), eighteenth (18th) and twenty-fourth (24th) month probationary terms, and the Credentials Committee shall report to the Medical Advisory Committee at each interval;
 - (iv) upon review of the report of the Credential's Committee the Medical Advisory Committee may recommend that the Associate Staff member be appointed to the Active Staff or that the Associate Staff Member be subject to a further period as Associate Staff of not longer than six (6) months; and
 - (v) at any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Staff member be terminated and/or the Privileges of the Associate Staff member be restricted,⁸² suspended⁸³ or revoked.⁸⁴

4.4 Courtesy Staff

- (a) **Composition.** Courtesy Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws for any one or more of the following reasons:

⁸¹ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

⁸² "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

⁸³ "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

⁸⁴ "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

- (i) the Applicant lives at such a remote distance from the Hospital that it limits full participation in Active Staff duties and responsibilities but affiliation with the Hospital is nonetheless desirable;
 - (ii) the Applicant has a primary commitment to or contractual relationship with, another community organization;
 - (iii) the Applicant requests access to limited Hospital resources or out-patient programs or facilities; and/ or
 - (iv) the Board otherwise deems it advisable.
- (b) **Privileges.** Courtesy Staff shall have the Privileges specified in their appointment to the Professional Staff, which Privileges shall be limited as follows:
- (i) making courtesy visits to their patients who have been admitted to the Hospital;
 - (ii) providing temporary inpatient or outpatient coverage for a specified Active Staff member;
 - (iii) providing part-time coverage in the Emergency Department (if there is one); and
 - (iv) shall not include admitting Privileges unless otherwise specified in their appointment or if providing temporary inpatient coverage for a specified Active Staff member, in which case he/she may co-admit, leave orders, consult and carry out procedures in the absence of that Active Staff member. He/she must transfer full responsibility for the patient back to the designated Active Staff member when the Active Staff members returns to work and the requirement for courtesy coverage ceases.
- For greater clarity a Courtesy Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.
- (c) **Duties.** Courtesy Staff shall:
- (i) fulfill the Professional Staff duties as set out in article 3 of this By-law; and
 - (ii) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Program Medical Director for the Program to which the Courtesy Staff Member is assigned.
- (d) **Participation in the Professional Staff Association.** Courtesy Staff members are:
- (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff;⁸⁵
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff;
 - (iv) not eligible to be chair of or sit on of any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.

- (e) **Performance Management.** Performance of Courtesy Staff members shall be managed in accordance with and subject to the following:
 - (i) the provisions of article 5 of this By-law.

4.5 Temporary Staff

- (a) **Composition.** Temporary Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws, on a time limited basis to:
 - (i) meet a specific requirement by providing a consultation and/or operative procedure with respect to emergency services; or
 - (ii) meet an urgent need for a medical/dental service.

- (b) **Privileges.** Temporary Staff:
 - (i) shall have the Privileges specified in their appointment to the Professional Staff, provided that such Privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee, unless the Medical Advisory Committee makes a recommendation for continuance, in which case the Privileges shall not extend beyond the next Board meeting, unless the Board determines to continue the Temporary Staff appointment, in which case the appointment shall be subject to such Privileges as the Board may specify.

Notwithstanding any other provision contained in this By-Law, the Privileges of a Temporary Staff member that has not been approved by the Board may be revoked at any time by the Medical Advisory Committee, without any requirement to comply with articles 5 or 6 of this By-Law.

- (c) **Duties.** Temporary Staff shall:
 - (i) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (ii) attend Program meetings as required by the Rules and Regulations;⁸⁶ and
 - (iii) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Program Medical Director for the Program to which the Temporary Staff Member is assigned.
- (d) **Participation in the Professional Staff Association.** Temporary Staff members are:
 - (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff;⁸⁷
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff;
 - (iv) not eligible to be chair of or sit on any committee of the Professional Staff Association regardless of whether or not they are part of the Medical Staff; and

⁸⁶ See section 5.1 of the Rules and Regulations which require attendance at least 70% of the Program meetings.
⁸⁷ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

- (v) required to attend at least fifty per cent (50%) of the Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff.
- (e) **Performance Management.** Performance of Temporary Staff members shall be managed in accordance with and subject to the following:
 - (j) the provisions of article 5 of this By-law.

4.6 Honorary Staff

- (a) **Composition.** Honorary Staff shall consist of those Applicants (not restricted to Physicians/Dentists/) who are approved for appointment to the Professional Staff in accordance with these By-laws for one or more of the following reasons:
 - (i) the individual is a former member of the Professional Staff who has retired; and/or
 - (ii) the individual has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community served by the Hospital.
- (b) **Privileges.** Honorary Staff shall have the Privileges specified in their appointment to the Professional Staff and:
 - (i) shall not have admitting Privileges.
- (c) **Duties.** Honorary Staff shall:
 - (i) fulfill the Professional Staff duties as set out in article 3 of this By-law.
- (d) **Participation in the Professional Staff Association.** Honorary Staff members are:
 - (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff;⁸⁸
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff;
 - (iv) not eligible to sit on any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.
- (e) **Performance Management.** Performance of Honorary Staff members shall be managed in accordance with and subject to the following:
 - (i) the provisions of article 5 of this By-law.

4.7 Consulting Staff

- (a) **Composition.** Consulting Staff shall consist of Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and who satisfy one or more of the following:

⁸⁸ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

- (i) hold associate, active or consulting professional staff appointments at Windsor Regional Hospital;
 - (ii) are Specialists with Certification in their specialty in this jurisdiction; and/or
 - (iii) have been appointed by the Board to the Consulting Staff because they have:
 - (A) a reputation among the members of the Professional Staff for performing work of high quality; or
 - (B) been recommended by the Medical Advisory Committee for the appointment.
- (b) **Privileges.** Consulting Staff shall have the Privileges specified in their appointment to the Professional Staff and:
- (i) shall not have admitting Privileges;
 - (ii) shall be prohibited from being most responsible practitioner, unless otherwise specified in their appointment; and
 - (iii) may give service in any case in which a consultation is required by the Professional Staff Rules and Regulations.
- (c) **Duties.** Consulting Staff shall:
- (i) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (ii) attend Program meetings if specified by the Board; and
 - (iii) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Chief of Staff. .
- (d) **Participation in the Professional Staff Association.** Consulting Staff members are:
- (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff,⁸⁹ unless otherwise specified by the Board;
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff, unless otherwise specified by the Board;
 - (iv) not eligible to be chair of or sit on any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.
- (e) **Performance Management.** Performance of Consulting Staff members shall be managed in accordance with and subject to the following:
- (i) the provisions of article 5 of this By-law.

4.8 Term Staff

- (a) **Composition.** Term Staff shall consist of Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and who meet a specific clinical or academic need for a defined period of time, not

⁸⁹ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

to exceed one (1) year. The specific, clinical or academic need(s) shall be identified by the Medical Advisory Committee and approved by the CEO and the Vice-President, Medical Affairs. Such needs may include services provided by clinical assistants, clinical scholars, long-term locum tenens, or such other circumstances as may be required.

- (b) **Privileges.** Term Staff shall have the Privileges specified in their appointment to the Professional Staff and:
- (i) shall not have admitting Privileges, unless otherwise specified in their appointment; and
 - (ii) if maintenance of an academic appointment is a condition of their appointment and that academic appointment is not maintained, the Term Staff member's Privileges may be restricted, suspended or revoked or the Term Staff member may be denied re-appointment.
- For greater clarity, appointment to the Professional Staff and the related grant of Privileges shall not imply or provide for any continuing Professional Staff Appointment.
- (c) **Duties.** Term Staff shall:
- (i) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (ii) shall, if replacing another member of the Professional Staff, attend to that Professional member's patients;
 - (iii) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient clinics as may be specified by the Program Medical Director of the Program to which the Term Staff member is assigned; and
 - (iv) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Program Medical Director for the Program to which the Term Member is assigned.
- (d) **Participation in the Professional Staff Association.** Term Staff members are:
- (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff;⁹⁰
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff;
 - (iv) eligible to sit on any committee of the Professional Staff Association but not be the chair of any such committee, regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.
- (e) **Performance Management.** Performance of Term Staff members shall be managed in accordance with and subject to the following:
- (i) the provisions of article 5 of this By-law;
 - (ii) may be required to work under the supervision of an Active Staff member identified by the Program Medical Director in consultation with the Vice-President, Medical Affairs; and

⁹⁰ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

- (iii) may be required to undergo a probationary period as appropriate and as determined by the Program Medical Director in consultation with the Vice-President, Medical Affairs.

4.9 Senior Staff

- (a) **Composition.** Senior Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and who are the age of seventy (70) or over and maintain Hospital clinical and/or academic activities.
- (b) **Privileges.** Senior Staff shall have the Privileges specified in their appointment to the Professional Staff and:
 - (i) shall have admitting Privileges, unless otherwise specified in their appointment.
- (c) **Duties.** Senior Staff shall:
 - (i) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (ii) attend Program meetings as required by the Rules and Regulations;⁹¹
 - (iii) fulfil such on-call requirements as may be established by the Program to which the Senior Staff Member is assigned; and
 - (iv) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or Program Medical Director for the Program to which the Senior Staff member is assigned.
- (d) **Participation in the Professional Staff Association.** Senior Staff members are:
 - (i) entitled to attend Professional Staff Association meetings;
 - (ii) entitled to vote at Professional Staff Association meetings if they are members of the Medical Staff but are otherwise are not eligible to vote;⁹²
 - (iii) eligible to hold office in the Professional Staff Association if they are members of the Medical Staff but otherwise are not eligible to hold office;⁹³
 - (iv) eligible to sit on and be chair of any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) required to attend at least fifty per cent (50%) of the Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff.
- (e) **Performance Management.** Performance of Senior Staff members shall be managed in accordance with and subject to the following:
 - (i) the provisions of article 5 of this By-law;
 - (ii) Senior Staff members shall be subject to an enhanced peer review system which shall be jointly developed by the Program Medical Director,

⁹¹ See section 5.1 of the Rules and Regulations which require attendance at least 70% of the Program meetings.

⁹² *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

⁹³ *Public Hospitals Act (Ontario) Regulation 965* section 6(3)(b) limits office holders to members of the Medical Staff.

- the Vice-President, Medical Affairs, and the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of Senior Staff members; and
- (iii) Senior Staff members are required to report to the Program Medical Director, the Vice-President, Medical Affairs and the Chief of Staff on the initiation and outcome of any College peer assessment, including any age-related assessment.⁹⁴

4.10 Clinical Fellow Staff

- (a) **Composition.** Clinical Fellow Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and who are graduates of medicine, dentistry or nursing, who hold appropriate credentials from their respective Colleges and who are registered in an accredited postgraduate training program.
- (b) **Privileges.** Clinical Fellow Staff shall have the Privileges specified in their appointment to the Professional Staff and:
 - (i) shall not have admitting Privileges; and
 - (ii) may attend patients and write Hospital orders only under the supervision of an Active Staff member.

For greater clarity, the Clinical Fellow Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.
- (c) **Duties.** Clinical Fellow Staff shall:
 - (i) fulfill the Professional Staff duties as set out in article 3 of this By-law; and
 - (ii) perform such other duties as may be detailed in the Rules and Regulations or required by the Medical Advisory Committee and/or the Program Medical Director to which the Clinical Fellow Staff member is assigned.
- (d) **Participation in the Professional Staff Association.** Clinical Fellow Staff members are:
 - (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff,⁹⁵ unless otherwise specified by the Board;
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff, unless otherwise specified by the Board;
 - (iv) not eligible to be chair of or sit on any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.

⁹⁴ It is notable that the College of Physicians and Surgeons of Ontario also conducts peer assessments at the age of 70 and then every five years – see, <https://www.cpso.on.ca/Member-Information/Assessments> for further information.

⁹⁵ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

4.11 Locum Tenens Staff

- (a) **Composition.** Locum Tenens Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws and:
- (i) who meet a specific coverage need for a defined period of time, not to exceed twelve (12) months in aggregate, such as for examples, to provide coverage for the vacation period or extended leave of absence of another Professional Staff member; or
 - (ii) have been appointed by the Board and granted Privileges at the request of a Program or Professional Staff member to fill a temporary need for a specified period of time, provided the Applicant has active staff privileges at another public hospital and has provided a letter of good standing from his/her chief of staff in support of the Applicant's application to the Hospital.
- (b) **Privileges.** Locum Tenens Staff shall have the Privileges specified in their appointment to the Professional Staff and:
- (i) shall have admitting Privileges, unless otherwise specified in their appointment.
- For greater clarity, the Locum Tenens appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.
- (c) **Duties.** Locum Tenens Staff shall:
- (i) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (ii) attend Program meetings;
 - (iii) in the event that the Locum Tenens member is replacing a specified member of the Professional Staff, the Locum Tenens member shall be required to substitute for the absent Professional Staff member in any of the Professional Staff member's regularly scheduled on-call duties;
 - (iv) undertake such duties in respect of those patient classes or emergency cases as may be specified by the Vice-President, Medical Affairs, the Chair of the Medical Advisory Committee or by the Program Medical Director of the Program to which the Locum Tenens member is assigned;
 - (v) fulfil such on-call requirements as may be established by the Program to which the Active Staff Member is assigned; and
 - (vi) perform such other duties as may be required by the Rules and Regulations, the Medical Advisory Committee and/or the Program Medical Director for the Program to which the Locum Tenens Staff Member is assigned.
- (d) **Participation in the Professional Staff Association.** Courtesy Staff members are:
- (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff,⁹⁶ unless otherwise specified by the Board;

⁹⁶ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

- (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff, unless otherwise specified by the Board;
 - (iv) not eligible to be chair of or sit on any committee of the Professional Staff Association, regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.
- (e) **Performance Management.** Performance of Locum Tenens Staff members shall be managed in accordance with and be subject to the following:
- (i) the provisions of article 5 of this By-law; and
 - (ii) the Locum Tenens Staff member shall exercise his/her Privileges under the supervision of the Program Medical Director of the Program to which the Locum Tenens Staff member is assigned or such other Active Staff member who has been assigned this responsibility by the said Program Medical Director.

4.12 Telemedicine and Educational Professional Staff

- (a) **Composition.** The Telemedicine and Educational Professional Staff shall consist of those Applicants who are approved for appointment to the Professional Staff in accordance with these By-laws.
- (b) **Privileges.** Telemedicine and Educational Professional Staff shall have the Privileges specified in their appointment to the Professional Staff and:
- (i) shall not have admitting Privileges;
 - (ii) may not discharge Patients;
 - (iii) may treat patients admitted by the Active or Associate Professional Staff by telemedicine consultation only; and
 - (iv) shall not be entitled to the due process procedures and protections set out in article 5 of this By-Law, regardless if the Telemedicine and Educational Professional Staff member is part of the Medical Staff.

For greater clarity, the Telemedicine and Educational Professional Staff Appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.

- (c) **Duties.** Telemedicine and Educational Professional Staff shall:
- (i) fulfill the Professional Staff duties as set out in article 3 of this By-law;
 - (ii) provide telemedicine consultations when requested from the Active or Associate Professional Staff;
 - (iii) teach new leading clinical/operative technologies or procedures or refinements of existing practices, through personally performing such techniques or procedures on the Hospital's patients; and
 - (iv) undertake appropriate follow-up on a timely basis, including, without limitation, providing timely communication with all patients' referring Physicians and obtaining consultations on patients, where appropriate.

- (d) **Participation in the Professional Staff Association.** Telemedicine and Educational Professional Staff members are:
 - (i) entitled to attend Professional Staff Association meetings;
 - (ii) not entitled to vote at Professional Staff Association meetings, regardless of whether or not they are part of the Medical Staff,⁹⁷ unless otherwise specified by the Board;
 - (iii) not eligible to hold office in the Professional Staff Association, regardless of whether or not they are part of the Medical Staff, unless otherwise specified by the Board;
 - (iv) not eligible to be chair of or sit on any committee of the Professional Staff Association regardless of whether or not they are part of the Medical Staff; and
 - (v) not bound by any attendance requirements for Professional Staff Association meetings.

- (e) **Performance Management.** Performance of Telemedicine and Educational Professional Staff shall be managed in accordance with and be subject to the following:
 - (i) the provisions of article 5 of this By-law.

ARTICLE 5: PERFORMANCE MANAGEMENT AND MID-TERM ACTION

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5.1 Performance Management

Professional Staff shall be subject to performance management in accordance with and subject to the following:

- (a) **Per Category of Appointment.** As per the performance management details associated with the Professional Staff member's category of appointment as set out in article 4 of this By-law.

- (b) **By Chief of Staff and/or Program Medical Director.** Patient care, including quality of medical diagnosis, care and treatment, as well as a Professional Staff member's conduct vis-à-vis the Hospital shall be monitored, reviewed and evaluated by the Chief of Staff and/or Program Medical Director of the Program to which the subject Professional Staff member is assigned. Such monitoring, review and evaluation may:

⁹⁷ *Public Hospitals Act (Ontario) Regulation 965* section 6 implicitly limits voting to the Medical Staff.

- (i) be undertaken without notice to or approval by the subject Professional Staff member;
- (ii) include the input of such persons as determined appropriate by the Chief of Staff and/or Program Medical Director e.g. input from Hospital staff and Clinical Leads etc.;
- (iii) be undertaken with the assistance of such persons as determined appropriate by the by the Chief of Staff and/or Program Medical Director e.g. external reviewer etc.;
- (iv) be undertaken according to different processes or at different levels of detail and thoroughness as determined appropriate by the Chief of Staff and/or Program Medical Director e.g. increased thoroughness in cases of heightened concerns,

with the results to be reported to the Medical Advisory Committee.⁹⁸

- (c) **College Exam Failure.** Any time a Professional Staff member is not successful in passing a College exam,⁹⁹ whether or not the Professional Staff member is eligible to rewrite the exam, a review of their appointment will be triggered, which review may result in a recommendation that the Professional Staff Member's appointment be restricted,¹⁰⁰ suspended¹⁰¹ or revoked.¹⁰²
- (d) **According to Additional Authorized Initiatives.** Patient care, including quality of medical diagnosis, care and treatment, as well as a Professional Staff member's conduct in the Hospital may additionally be monitored, reviewed, evaluated and reported according to any additional performance management initiatives adopted by the Hospital in the By-laws,¹⁰³ Rules and Regulations¹⁰⁴ and/or Policies.¹⁰⁵
- (e) **Informal Monitoring.** Nothing in this By-law shall be interpreted as preventing informal monitoring of a Professional Staff Member's patient care or conduct in the Hospital by other members of the Professional Staff and/or Hospital administration.

5.2 Non-Immediate Mid-term Action

⁹⁸ *Public Hospitals Act (Ontario)* section 34(2).

⁹⁹ See section 3. 3(d) of this By-law requiring Professional Staff members to report College exam results.

¹⁰⁰ "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

¹⁰¹ "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

¹⁰² "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

¹⁰³ See for examples, article 4 and the, "performance management" heading under each category of Professional Staff for additional performance management initiatives that apply according to category and section 7.3(e) contemplating that the Program Medical Director shall report on an annual evaluation of the Professional Staff of that Program to the Chief of Staff.

¹⁰⁴ See for example 4.4(c) of the Rules and Regulations detailing performance reviews of Associate Staff to be undertaken by their assigned Supervisor.

¹⁰⁵ In order to satisfy the Hospital's obligations to its patients, the public, and its employees, hospitals have an ongoing responsibility to oversee the work performed by Professional Staff and manage any issues that arise. See *Professional Staff Credentialing Toolkit* for further detail.

- (a) **Authority to Initiate.** Providing the circumstances described in section 5.2(b) of this By-law exist, the following individuals shall each individually have the authority to initiate Non-Immediate, Mid-term Action in accordance this section:
- (i) Program Medical Director of the Program to which the subject Professional Staff member is assigned;
 - (ii) Chief of Staff;
 - (iii) Vice-President, Medical Affairs; and/or
 - (iv) CEO.
- (b) **Circumstances for Non-Immediate Mid-term Action.** In order to exercise the authority as set out in section 5.2(a) of this By-law, the authorized individual must be of the opinion that the subject Professional Staff member engaged in acts or omissions, either within or outside Hospital that:
- (i) expose, or are reasonably likely to expose patients or employees or any other persons in the Hospital to harm or injury;
 - (ii) are, or are reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital;
 - (iii) are, or are reasonably likely to be detrimental to Hospital operations;
 - (iv) are, or are reasonably likely to constitute Disruptive Behaviour/ Unprofessional Behaviour;
 - (v) are, or are reasonably likely to result in the imposition of referrals, sanctions, restrictions or findings by the College; and/or
 - (vi) are, or are reasonably likely to be contrary to the *Public Hospitals Act (Ontario)* or any other applicable law of Canada or Ontario, to the By-Laws, Rules and Regulations and/or Policies.
- (c) **Required Notifications and Reports.** In the event an authorized individual is of the opinion that one or more circumstances as outlined in section 5.2(b) of this By-law exist, the authorized individual shall forthwith notify:
- (i) **Professional Staff Member.** The subject Professional Staff Member, providing sufficient detail so as to enable him or her to be able to respond.
 - (ii) **Other Authorized Individuals.** The other authorized individual(s) as outlined in section 5.2(a) of this By-law and provide them with a written report, including any supporting documentation.
- (d) **Interview.** Upon the notifications and reports being made in accordance with section 5.2(c) of this By-law, the subject Professional Staff Member shall be invited to an interview, which interview shall be subject to and in accordance with the following:
- (i) **Attendees.** One or more of the following individuals shall be in attendance at the interview:
 - (A) CEO or delegate;
 - (B) Vice-President, Medical Affairs;
 - (C) Chief of Staff; and/or
 - (D) Program Medical Director to which the Professional Staff Member is assigned.
 - (ii) **Record.** A written record of the interview reflecting the substance of the interview shall be made and copies shall be sent to the subject

Professional Staff member, the CEO or delegate, the Vice-President, Medical Affairs, the Chief of Staff and the Program Medical Director to which the Professional Staff member is assigned.

- (iii) **Consequence if Professional Staff Member Declines Participation.** If the Professional Staff member fails or declines to participate in the interview, after being given a reasonable opportunity, the process may continue as though the subject Professional Staff member had participated.
- (e) **Optional Further Investigation.** Subsequent to any interview in accordance with section 5.2(d) of this By-law, the CEO or delegate, the Vice-President, Medical Affairs, Chief of Staff and/or the Program Medical Director may in their sole discretion, determine that further investigation is necessary and if it is so determined, such investigation shall be undertaken subject to and in accordance with the following:
 - (i) **Discretion Regarding Investigator.** The investigation may be assigned to an individual(s) within the Corporation, the Medical Advisory Committee, a body within the Corporation other than the Medical Advisory Committee or an external consultant.
 - (ii) **Written Report.** Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to:
 - (A) the CEO or delegate;
 - (B) Vice-President, Medical Affairs;
 - (C) Chief of Staff;
 - (D) Program Medical Director to which the subject Professional Staff member is assigned; and
 - (E) the subject Professional Staff member.
- (f) **Determination.** Subsequent to any interview in accordance with section 5.2(d) of this By-law and review of any investigation report made in accordance with section 5.2(e)(ii) of this By-law, the CEO, Vice-President, Medical Affairs, Chief of Staff and/or the Program Medical Director shall, as determined appropriate:
 - (i) dismiss the matter for lack of merit, in which case no further action shall be required;
 - (ii) initiate Immediate Mid-term Action pursuant to section 5.3 of this By-law; or
 - (iii) make a recommendation to the Medical Advisory Committee that the Privileges of the subject Professional Staff member be restricted,¹⁰⁶ suspended¹⁰⁷ or revoked.¹⁰⁸ If such a recommendation is made it shall be accompanied with a written report detailing the specific action recommended, the grounds for such action and including any relevant supporting materials.

¹⁰⁶ "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

¹⁰⁷ "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

¹⁰⁸ "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

5.3 Immediate Mid-term Action

- (a) **Authority.** Providing the circumstances described in section 5.3(b) of this By-law exist, the following individuals¹⁰⁹ shall each individually have the authority:
- (i) Chief of Staff;
 - (ii) Program Medical Director of the Program to which the subject Professional Staff member is assigned; and/or
 - (iii) a delegate of either of the foregoing, which shall include the Vice-President, Medical Affairs.

- (b) **Circumstances.** In order to exercise the authority as set out in section 5.3(a) of this By-law, the authorized individual:

- (i) **Unresolved Serious Patient Related Problem.**
- (A) must be of the opinion that a serious problem exists in the diagnosis, care or treatment of a patient;¹¹⁰
 - (B) must discuss the condition, diagnosis, care or treatment of the patient as relevant with the subject Professional Staff member, unless such discussion is not practicable under the circumstances;¹¹¹ and
 - (C) must be of the further opinion, after any discussion as contemplated by section 5.3(b)(i)(B) of this By-law, that satisfactory changes to the diagnosis, care or treatment of the patient have not been made by the subject Professional Staff member,¹¹²

AND/OR

- (ii) **Immediate Action Required to Protect Against Harm.**
- (A) be of the opinion that the behaviour, performance or competence of the subject Professional Staff member exposes, or is reasonably likely to expose, patients, Hospital employees or other individuals to harm or injury, either within or outside of the Hospital;
 - (B) be of the further opinion that immediate action must be taken to protect such individuals; and
 - (C) consult with one or more of the others who are authorized to act in such circumstances, unless consultation is not possible or practicable under the circumstances.

- (c) **Required Notifications and Reports.** In the event an authorized individual temporarily restricts or suspends the Privileges of a member of the Professional Staff pursuant to sections 5.3(a) and (b) of this By-law, the authorized individual shall undertake the following reports::

¹⁰⁹ *Public Hospitals Act (Ontario)* section 34(3).

¹¹⁰ *Public Hospitals Act (Ontario)* section 34(3).

¹¹¹ *Public Hospitals Act (Ontario)* section 34(4).

¹¹² *Public Hospitals Act (Ontario)* section 34(3.1).

- (i) forthwith notify:
 - (A) any patients affected if possible or their substitute decision makers;¹¹³
 - (B) the subject Professional Staff member;
 - (C) all other individuals who have authority under section 5.3(a) of this By-law;
 - (D) the President of the Professional Staff Association; and
 - (E) the CEO,
- (ii) if the Immediate Midterm Action involves the assumption of patient care, within twenty-four (24) hours, the authorized individual shall notify at least two members of the Medical Advisory Committee of the action taken;¹¹⁴
- (iii) within forty-eight (48) hours, the authorized individual shall file a written report with the Chair of the Medical Advisory Committee detailing the action taken, the grounds for such action and including any relevant supporting materials;¹¹⁵ and
- (iv) if the Medical Advisory Committee concurs that the action taken was necessary, the Chair of the Medical Advisory Committee shall forthwith make a detailed written report to:
 - (A) the CEO; and
 - (B) the Board.¹¹⁶

5.4 Appropriate Follow-up to Ensure Patient Care

In the event of Immediate Mid-Term Action, involving the assumption of patient care, arrangements, as necessary, shall be made by the Vice-President, Medical Affairs or the Program Medical Director of the Program to which the subject Professional Staff member is assigned, for the assignment of a substitute to care for the patients of the subject Professional Staff member.

5.5 Escalating Non-Immediate Mid-term Action to Immediate Mid-term Action

At any time during Non-Immediate Mid-term Action, if it becomes apparent that the circumstances for Immediate Mid-term Action exist, then those having authority to initiate Immediate Mid-term Action may invoke the procedures set out in section 5.3 of this By-law.

¹¹³ *Public Hospitals Act (Ontario)* section 34(3.1)(b).

¹¹⁴ *Public Hospitals Act (Ontario)* section 34(5).

¹¹⁵ *Public Hospitals Act (Ontario)* section 34(5).

¹¹⁶ *Public Hospitals Act (Ontario)* section 34(7).

5.6 Medical Advisory Committee Process

Following the receipt of a recommendation that the Privileges of a member of the Professional Staff be restricted,¹¹⁷ suspended¹¹⁸ or revoked¹¹⁹ in accordance with section 5.2(f)(iii) of this By-law or following the initiation of any Immediate Mid-term Action pursuant to section 5.3 of this By-law, the following process shall be undertaken by the Medical Advisory Committee:

- (a) **Preliminary Assessment in Context of Non-Immediate Action.** If the matter involves Non-immediate Mid-term Action, the Medical Advisory Committee or its Executive Committee shall assess the matter and take one of the below steps. The preliminary assessment shall occur within twenty-one (21) days, unless the Medical Advisory Committee or its Executive Committee determines that the time period should be extended.
 - (i) **Dismiss.** Dismiss the matter for lack of merit, in which case no further action shall be required.
 - (ii) **Further Investigation.** Determine that further investigation is required, in which case such investigation shall be undertaken as determined appropriate. Any such investigation shall be completed as soon as practicable and upon completion, the Medical Advisory Committee or its Executive Committee may either dismiss the matter for lack of merit or refer the matter to a special meeting of the Medical Advisory Committee.
 - (iii) **Refer to Special Meeting of the Medical Advisory Committee.** Refer the matter to a special meeting of the Medical Advisory Committee.
- (b) **Special Meeting.** A special meeting of the Medical Advisory Committee shall be convened to consider matters involving Immediate Mid-term Action and matters referred to a special meeting of the Medical Advisory Committee in accordance with section 5.6(a)(ii) or (iii) of this By-law. The convening of such a meeting shall be subject to and in accordance with the following:
 - (i) **Calling.** Calling of the special meeting of the Medical Advisory Committee shall be subject to and in accordance with the following:
 - (A) **Context of Non-Immediate Mid-term Action.** For special meetings involving Non-Immediate Mid-term Action the meeting shall be called and held within twenty-one (21) days, unless the Medical Advisory Committee or its Executive Committee determines that the time period should be extended. Any such extension shall not be longer than thirty (30) days, unless the subject Professional Staff Member and the Medical Advisory Committee consent to a later date.

¹¹⁷ "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

¹¹⁸ "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

¹¹⁹ "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

- (B) **Context of Immediate Mid-term Action.** For special meetings involving Immediate Mid-term Action the meeting shall be called and held within ten (10) days, unless the Medical Advisory Committee or its Executive Committee determines that the time period should be extended. Any such extension shall not be longer than five (5) days, unless the subject Professional Staff Member and the Medical Advisory Committee consent to a later date.
- (ii) **Notice.** Written notice of the special meeting of the Medical Advisory Committee shall be given subject to and in accordance with the following:
 - (A) **To Whom Given.** Notice shall be given to the subject Professional Staff member.
 - (B) **Amount.**
 - (1) **Context of Non-Immediate Mid-term Action.** At least fourteen (14) days notice shall be given for special meetings involving Non-Immediate Mid-term Action.
 - (2) **Context of Immediate Mid-term Action.** At least seven (7) days notice shall be given for special meetings involving Immediate Mid-term Action.
 - (C) **Content.** The notice of a special meeting of the Medical Advisory Committee shall include:
 - (1) the date, time and place of the meeting;
 - (2) the purpose of the meeting;
 - (3) a statement that the Professional Staff member will be provided with a meeting package in accordance with section 5.6(b)(iii) of this By-law;
 - (4) a statement that the Professional Staff member is entitled to attend the special meeting and subject to section 5.6(b)(vi) of this By-law to participate fully, to answer all matters to be considered and tender documents and call witnesses in support of his or her position;
 - (5) a statement that the Professional Staff member's legal counsel may attend only to provide confidential legal advice to the Professional Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including by way of examining or cross-examining any witnesses;
 - (6) a statement that counsel to the Medical Advisory Committee may attend the meeting, including, without limitation, in camera deliberations, in order to provide advice and to ensure compliance with applicable Legislation and due process requirements; and
 - (7) a statement that, in the absence of the Professional Staff member, the Medical Advisory Committee may proceed

with the special meeting and the Professional Staff member will not be entitled to any further notice of the special meeting.

- (D) **Service.** Service of the notice shall be in accordance with section 1.8 of this By-law.
- (iii) **Meeting Package.** At least six (6) days prior to the special meeting, the subject Professional Staff member shall be provided with a meeting package, including a short but comprehensive statement of the matter to be considered, together with any relevant documentation, including any reports and other documentation which will be reviewed at the special meeting and a list of witnesses, with a brief synopsis of the purpose for which they are being called. For clarity, no other documentation or witnesses will be produced, unless new information subsequently comes to the attention of the Chair of the Medical Advisory Committee or delegate after providing the meeting package. The meeting package shall be served in the same manner as the meeting notice.
- (iv) **Request for Postponement by Professional Staff Member.** The subject Professional Staff member may request a postponement and the Executive Committee of the Medical Advisory Committee may, after considering the reasons cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee special meeting. The request for postponement must be made in writing at least forty-eight (48) hours prior to the special meeting.
- (v) **Attendees and Participation.** Participation of a member of the Medical Advisory Committee in an investigation related to the subject matter of the special meeting shall not preclude such member from chairing, participating or voting at the special meeting.
- (vi) **Professional Staff Member Opportunity to Answer.** At the meeting, the Professional Staff member shall be given opportunity to participate fully, to answer all matters under consideration, to tender documents and call witnesses in support of his or her position, provided that the Professional Staff member provides the Chair of the Medical Advisory Committee with:
 - (A) a list of witnesses, with a brief synopsis of the purpose for which they are being called; and
 - (B) a copy of all documentation upon which the Professional Staff member intends to rely that was not part of the meeting package provided in accordance with section 5.6(b)(iii) of this By-law,at least seventy-two (72) hours before the meeting.
- (vii) **Deliberation.** Before deliberating on the matter, the Chair of the Medical Advisory Committee shall require the subject Professional Staff member and any other persons present who are not members

of the Medical Advisory Committee, other than the Medical Advisory Committee's legal counsel, to leave the special meeting.

- (viii) **Decision Options.** After deliberation the Medical Advisory Committee may:
 - (A) set aside any restriction or suspension of Privileges; or
 - (B) recommend to the Board a suspension or revocation of the appointment or a restriction, suspension or revocation of Privileges on such terms as it deems appropriate.

- (ix) **Time Period for Decision.** The Medical Advisory Committee shall decide the matter within fourteen (14) days of the special meeting, provided that, the time may be extended in the case of special meetings called pursuant to section 5.5(b)(i)(A) involving Non-Immediate Mid-term Action, if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Professional Staff member that a decision cannot yet be made and provides the Professional Staff member with written reasons.

- (x) **Notice of Decision.** Within one (1) business day of the decision being made, written notice of it shall be given as follows:
 - (A) To the Professional Staff member, which notice shall include:
 - (1) the Medical Advisory Committee's decision or recommendation and related reasons; and
 - (2) if the decision is other than to set aside any restriction or suspension of Privileges, the Professional Staff member's entitlement to a hearing before the Board, if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Professional Staff member of the Medical Advisory Committee's written reasons.
 - (B) To the Board, which notice shall include:
 - (1) the Medical Advisory Committee's decision or recommendation and related reasons; and
 - (2) If there was an extension of time for the decision, the written reasons for such extension.

ARTICLE 6: BOARD HEARINGS REGARDING APPOINTMENTS AND PRIVILEGES

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6.1 Overview

The Board may, at any time, in a manner consistent with the *Public Hospitals Act (Ontario)* and this By-law, restrict,¹²⁰ suspend¹²¹ or revoke¹²² any appointment of a member of the Professional Staff or restrict, suspend, revoke or otherwise deal with the Privileges of a member of the Professional Staff.

6.2 Triggering of Board Hearing

A hearing by the Board shall be held when one of the following occurs:

- (a) **Hearing Requested in Context of Applications.** The Medical Advisory Committee recommends to the Board that an application for appointment, reappointment or a request for a change in Privileges not be granted and the Applicant requests a hearing;¹²³ or
- (b) **Hearing Requested in Context of Mid-term Action.** The Medical Advisory Committee makes a recommendation to the Board that the Privileges of a member of the Professional Staff be restricted, suspended or revoked or an appointment be revoked and the Professional Staff member requests a hearing.

6.3 Board Hearing Process

Board hearings triggered by section 6.2 of this By-law shall be undertaken subject to and in accordance with the following:

¹²⁰ "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

¹²¹ "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

¹²² "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

¹²³ See *Public Hospitals Act (Ontario)* section 37(7)(b).

- (a) **Calling**
- (i) **Context of Applications and Non-Immediate Mid-term Action.** For hearings involving applications for appointment or re-appointment or Non-Immediate Mid-term Action, the meeting shall be called and held within thirty (30) days of the request for the hearing, unless the subject Professional Staff Member and the Medical Advisory Committee consent to a later date.
 - (ii) **Context of Immediate Mid-term Action.** For hearings involving Immediate Mid-term Action, the meeting shall be called and held within fourteen (14) days of the request for the hearing, unless the subject Professional Staff Member and the Medical Advisory Committee consent to a later date.
- (b) **Notice.** Written notice of the hearing shall be given subject to and in accordance with the following:
- (i) **To Whom Given.** Notice shall be given to:
 - (A) the subject Professional Staff member, with service to be in accordance with section 1.8 of this By-law; and
 - (B) the Chair of the Medical Advisory Committee.
 - (ii) **Amount.** At least seven (7) days notice shall be given.
 - (iii) **Content.** The notice of hearing shall include:
 - (A) the date, time and place of the hearing;
 - (B) the purpose of the hearing;
 - (C) a statement that the Professional Staff member will be afforded an opportunity, at least six (6) days before the hearing, to examine a list of the witnesses the Board intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (D) a statement that the Professional Staff member is entitled to attend the hearing and subject to section 6.3(d)(ii) of this By-law, to participate fully, to answer all matters to be considered and to tender documents and call witnesses in support of his/her position;
 - (E) a copy of the Board-approved rules that will govern the hearing;
 - (F) a statement that the Professional Staff member may proceed in person or be represented by counsel;
 - (G) a statement that the time for the hearing may be extended by the Board; and
 - (H) a statement that, in the absence of the Professional Staff member the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the hearing.
- (c) **Pre-Hearing Matters.** A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.

- (d) **Parties, Attendees and Participation**
- (i) **Parties to the Hearing.** The parties to the Board hearing are the subject Professional Staff member, the Medical Advisory Committee and such other persons as the Board may specify.¹²⁴ The Vice-President, Medical Affairs and/or the Chair of the Medical Advisory Committee or designates may attend at the hearing to instruct counsel for the Medical Advisory Committee.
 - (ii) **Professional Staff Member Opportunity to Answer.** At the hearing, the Professional Staff member shall be given opportunity to participate fully, to answer all matters under consideration, to tender documents and call witnesses in support of his/her position, provided that the Professional Staff member provides both the Chair of the Medical Advisory Committee and the Secretary of the Board with:
 - (A) a list of witnesses, with a brief synopsis of the purpose for which they are being called; and
 - (B) a copy of all documentation upon which the Professional Staff member intends to rely and that has not otherwise been produced by the Board as contemplated by section 6.3(b)(iii)(C) of this By-law, at least seventy-two (72) hours prior to the hearing.
 - (iii) **Director Participation.** Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his/her representative, except upon notice to and an opportunity for all parties to participate but the Board may seek legal advice and in such case the nature of the advice should be made known to the parties.¹²⁵
- (e) **Deliberations.** The Board's deliberations shall be subject to and in accordance with the following:
- (i) **Facts.** The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible, or matters that may be noticed under the [Statutory Powers Procedure Act](#) (Ontario).¹²⁶
 - (ii) **Consideration of Reasons.** The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Professional Staff member in support of its recommendation. Where, through error or inadvertence, certain reasons have been omitted in the statement delivered to the Professional Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Professional Staff member and the Board and the Professional Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.

¹²⁴ See *Public Hospitals Act (Ontario)* section 39(2).

¹²⁵ See *Public Hospitals Act (Ontario)* section 39(4).

¹²⁶ See *Public Hospitals Act (Ontario)* section 39(6).

- (iii) **Must Hear Presentation of all Evidence to Participate.** No member of the Board shall participate in the deliberations unless he or she was present throughout the hearing and heard the evidence and argument of all parties and, except with the consent of all the parties, no decision of the Board shall be given unless all Directors present participate in the decision.¹²⁷
- (f) **Decision Options.** The Board shall make a decision to either follow, not follow, change or alter the recommendation of the Medical Advisory Committee.
- (g) **Notice of Decision.** A written copy of the decision of the Board and the written reasons for the decision shall be provided to:
 - (i) the subject Professional Staff member with service to be in accordance with section 1.8 of this By-law; and
 - (ii) the Medical Advisory Committee.

6.4 Notice of Suspension, Revocation or Restriction of Privileges

Notice of any suspension,¹²⁸ revocation¹²⁹ or restriction¹³⁰ of Privileges shall be given by the CEO or designate as soon as possible, and in any event in not later than thirty (30) days, and to:

- (a) **College.** The Registrar of the College within which the Professional Staff member is registered.¹³¹
- (b) **Windsor Regional Hospital if Cross Appointment.** The chief executive officer of Windsor Regional Hospital if the Professional Staff member also holds Privileges at Windsor Regional Hospital.
- (c) **Dean of Educational Institution if Cross Appointment.** The Dean, or similarly named officer of any educational institution in which the member holds a cross-appointment between that institution and the Hospital.

6.5 Automatic Corresponding Consequences.

Any administrative or leadership appointment of the member of the Professional Staff shall automatically terminate upon the restriction, revocation or suspension of Privileges or, revocation of appointment by the Board, unless otherwise determined by the Board.

¹²⁷ See *Public Hospitals Act (Ontario)* section 39(7).

¹²⁸ "Suspension" in this context means the temporary revocation of some or all of one's privileges. A suspension may be immediate or non-immediate.

¹²⁹ "Revocation" in this context means the withdrawal or cancellation of some or all of one's privileges after they have been granted.

¹³⁰ "Restriction" in this context means any negative modification, reduction, reassignment, or change to a Professional Staff member's privileges.

¹³¹ See *Public Hospitals Act (Ontario)* section 33 and *Health Professions Procedural Code* sections 85.2 and 85.5.

6.6 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this article 6 of this By-law shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act (Ontario)*.

ARTICLE 7: PROGRAMS AND SERVICES

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| .2 Appointment of Program Medical Directors | .7 Services within Programs |
| .3 Duties of Program Medical Directors | .8 Appointment of Clinical Leads |
| .4 Accountability of Program Medical Directors | .9 Duties of Clinical Leads |
| .5 Performance Management of Program Medical Directors | .10 Accountability of Clinical Leads |

7.1 Programs¹³²

- (a) **Three Programs.** The Professional Staff shall be organized into the following Programs:
- (i) Mental Health & Addictions under the supervision of a Program Medical Director appointed in accordance with section 7.2;
 - (ii) Restorative Care under the supervision of a Program Medical Director appointed in accordance with section 7.2; and
 - (iii) Consult Service Program under the supervision of the Chief of Staff.
- (b) **Changing Number of Programs.** The Board may, from time to time, on the recommendation of the Medical Advisory Committee, increase, decrease or otherwise vary the number of Programs.

7.2 Appointment of Program Medical Directors

Selection, appointment and tenure of Program Medical Directors for the Mental Health & Addictions and the Restorative Care Programs shall be subject to and in accordance with the following:

- (a) **Eligibility.** Only members of the Active Staff in good standing shall be eligible for appointment.

¹³² *Public Hospitals Act (Ontario) Regulation 965* section 4(b)(ii) requires the Board to pass by-laws concerning the various departments of the Medical Staff.

- (b) **Board to Make Appointments.** Subject to section 7.2(a) of this By-law, the Board, upon the recommendation of the selection committee, shall make the appointments.
- (c) **Selection Committee.** From time to time as required, a selection committee shall be established by the Board to make recommendations with respect to the appointments. The selection committee shall be chaired by the Vice-President, Medical Affairs or his or her delegate and include:
 - (i) at least two (2) Physicians from the Program for which the Program Medical Director is being sought;
 - (ii) the Chief of Staff;
 - (iii) the CEO or delegate;
 - (iv) the Chief Nursing Officer;
 - (v) a representative of the Board, appointed by the Board Chair;
 - (vi) a non-physician professional who works closely with the Program Medical Director;
 - (vii) up to three (3) other non-physicians working in the Program.
- (d) **Term and Termination of Program Medical Directors.** The term of such Program Medical Directors shall be subject to and in accordance with the following:
 - (i) the initial term of appointment shall be three (3) years;
 - (ii) upon recommendation of the selection committee, the Board may re-appoint such Program Medical Directors for up to three (3) consecutive, three (3) year terms;
 - (iii) upon a joint recommendation of the members of the subject Program, the Medical Advisory Committee and administration of the Hospital, the Board may re-appoint such Program Medical Directors for such further terms as determined appropriate by the Board;
 - (iv) notwithstanding the above, each year of tenure shall be subject to annual confirmation by the Board, to coincide with the Program Medical Directors' date of appointment;
 - (v) notwithstanding the above but subject to 7.2(d)(vi) below, such Program Medical Directors shall hold office until a successor is appointed; and
 - (vi) notwithstanding the above, the Board may at any time revoke or suspend the appointment of such Program Medical Directors.
- (e) **Temporary Acting Appointments.** In the event a Program Medical Director resigns his/her office or takes a leave of absence, the Medical Advisory Committee may, upon the recommendation of the Vice-President, Medical Affairs and CEO, appoint a member of the Program to serve as Acting Program Medical Director until such time as the formal appointment process contemplated by this By-Law can be followed.

7.3 Duties of Program Medical Directors

In addition to any other duties outlined from time to time in these By-laws, the Rules and Regulations, the Policies and/or terms of appointment, Program Medical Directors shall:

- (a) provide duty rosters so as to ensure adequate coverage of the patient care duties of the relevant Program at all times, as defined by the Medical Advisory Committee;
- (b) report annually, or at the request of the Vice-President, Medical Affairs and the Chair of the Medical Advisory Committee, on the quality of medical diagnosis, care and treatment provided to all patients of the Program, and any related administrative details;
- (c) advise the CEO, Vice-President, Medical Affairs and Chief of Staff of any patient who is not receiving the most appropriate Hospital treatment and care;
- (d) supervise, through and with the Vice-President, Medical Affairs and the Chief of Staff the performance of the Program's Professional Staff members in the Hospital;
- (e) provide a written performance evaluation of all Professional Staff members of the Program on an annual basis and making recommendations for Privileges to be granted to Professional Staff members of the Program (to coincide with the annual reappointment process) to the Vice-President, Medical Affairs, for submission of a report to the Credentials Committee to be submitted with the annual hospital reappointment application;
- (f) ensure, within the Program, compliance with the By-Law, the Rules and Regulations and Policies related to quality assurance and chart reviews;
- (g) advise the CEO, the Vice-President, Medical Affairs, and the Chief of Staff wherever a Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanor, behaviours or professional conduct, either within or outside of the health care facilities, and the same:
 - (i) exposes, or is reasonably likely to expose patients or employees or any other persons in the Hospital to harm or injury;
 - (ii) are, or are reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital;
 - (iii) are, or are reasonably likely to be, detrimental to Hospital operations;
 - (iv) are, or are reasonably likely to constitute Disruptive Behaviour/ Unprofessional Behaviour;
 - (v) are, or are reasonably likely to result in the imposition of referrals, sanctions, restrictions or findings by the College; and/or
 - (vi) are, or are reasonably likely to be contrary to the *Public Hospitals Act (Ontario)* or any other applicable law of Canada or Ontario, to the By-laws, Rules and Regulations and/or Policies;
- (h) participate in the development of, and revisions to, the Hospital's overall Policies, goals, planning and resource allocation;
- (i) review existing Program policies and procedures to ensure optimal provision of patient care and assisting in the development of new policies and procedures where appropriate;
- (j) advise members of the Program and support staff of current Hospital and Program Policies, regulations, objectives and other issues of importance to members of the Program;
- (k) interpret corporate and Professional Staff Rules and Regulations, Program Policies and objectives and other issues of importance to members of the Program;
- (l) participate in the orientation of new members of the Program, which shall include the Professional Staff By-Laws, Rules and Regulations and objectives and other issues of importance to members of the Program;
- (m) lead in the recruitment of new members of the Program;

- (n) submit a plan of organization for the Program for review and approval by the Medical Advisory Committee, which may include delegation of specific duties to, and the appointment of, Clinical Leads;
- (o) take steps to ensure an effective working relationship between the Program and associated Services;
- (p) take steps to ensure an effective working relationship between the Program Professional Staff and health professionals and students;
- (q) take steps to ensure optimum utilization of resources by the Program, including being responsible for establishing utilization benchmarks and implementing corrective action to achieve same and to advise the Medical Advisory Committee accordingly;
- (r) hold monthly Program meetings and ensure the maintenance and circulation of minutes accurately documenting those meetings, as are required to maintain optimum communication with Program staff;
- (s) implement within the Program actions taken by the Medical Advisory Committee and Board;
- (t) prepare such reports and perform such duties pertaining to his/her Program as may be required by the Medical Advisory Committee, the Vice-President, Medical Affairs, the CEO or the Board;
- (u) establish quality continuing education related to the Program through and with the Vice-President, Medical Affairs, and with the advice of the appropriate faculty Program directors and education-oriented committees;
- (v) promote, report on and oversee the conduct of research undertaken by members of the Program with the advice of the research-oriented committees;
- (w) collaborate with the Hospital in the management of any complaint relating to a Professional Staff member;
- (x) participate in committees as requested;
- (y) receive reports of the Medical Advisory Committee sub-committees (standing and ad hoc);
- (z) work with the Vice-President, Medical Affairs, other Program Medical Directors, the Clinical Leads and the Hospital administration in forming and recommending Policy to the Board;
- (aa) ensure that the resources of the Hospital allocated for the Program are appropriately distributed among the members of the Program; and
- (bb) designate a member of the Active Staff to act as Deputy Program Medical Director in consultation with the Vice-President, Medical Affairs. The Deputy Program Medical Director shall act as Program Medical Director when the Program Medical Director is unavailable and shall perform such other duties as may be delegated from time to time; and
- (cc) with Program members' assistance, the Program Medical Director shall:
 - (i) develop with the Vice-President, Medical Affairs, the Chief of Staff, Clinical Leads and CEO, or delegate, the Program's Mission, Philosophy and Values, goals, objectives and strategic plan including a Resource Plan for presentation to the Board through the Medical Advisory Committee;
 - (ii) participate in the organization and implementation with the Vice-President, Medical Affairs, Clinical Leads and CEO, or delegate, of clinical utilization management review within the Program;
 - (iii) participate in the development with the Vice-President, Medical Affairs, Clinical Leads and CEO, or delegate, and Regional Partners, of a recruitment plan, including appropriate Impact analysis, in keeping with the approved Resource Plan of the Program;

- (iv) develop with members of the Program a mutually agreed upon accountability statement related to items of patient care and academic responsibility which serve as the basis for individual members' annual evaluations;
- (v) develop and maintain a process to both promote and document quality management and patient safety improvements in the Program, including a continuous learning process of members of the Program; and
- (vi) undertake such other duties as are assigned by the Board, Vice-President, Medical Affairs, or Medical Advisory Committee from time to time.

7.4 Accountability of Program Medical Directors

In addition to any specific accountabilities outlined in any accountability statement as contemplated by section 7.5(a) of this By-law, Program Medical Directors shall be accountable to the Board, through and with the Vice-President, Medical Affairs, the Chief of Staff and CEO for the quality of diagnosis, care and treatment provided by the Professional Staff to the patients of the relevant Program, management of the clinical Service and related teaching and research, and behaviours of the Professional Staff members in the relevant Program.

7.5 Performance Management of Program Medical Directors

The performance of Program Medical Directors shall be managed, subject to and in accordance with the following:

- (a) **Annual Accountability Statement.** Each year the Vice-President, Medical Affairs and the Program Medical Director shall mutually agree upon an accountability statement for the ensuing year and review any such statement for the previous year. Accountability statements in this regard shall relate to:
 - (i) quality of medical care, diagnosis and treatment/quality assurance;
 - (ii) the Program's achievement of utilization benchmarks/objectives and productivity targets;
 - (iii) academic matters;
 - (iv) leadership/administrative skills development;
 - (v) clinical resource planning; and
 - (vi) patient and workplace safety.
- (b) **Performance Review Criteria.** The duties of Program Medical Directors as outlined in section 7.3 of this By-Law along with the annual accountability statement contemplated by section 7.5(a) of this By-law shall be used as the criteria against which the performance of the Program Medical Director shall be evaluated.
- (c) **Performance Review Timing.** Performance reviews of each Program Medical Director shall be undertaken as follows:
 - (i) at the end of the second year of each three year term;
 - (ii) at the end of each three-year (3) term; and
 - (iii) at such other times as may be initiated by the Vice-President, Medical Affairs on the basis of a request from:

- (A) the Board;
 - (B) any of the standing sub-committees of the Medical Advisory Committee;
 - (C) the President of the Professional Staff Association; or
 - (D) the CEO or designate.
- (d) **Performance Review Committee.** The review of each Program Medical Director shall be undertaken by a performance review committee appointed for the express purpose of making a recommendation to the Board, through the Medical Advisory Committee, regarding the reappointment of the Program Medical Director, subject to and in accordance with the following:
- (i) the performance review committee shall be chaired by the Vice-President, Medical Affairs or delegate;
 - (ii) the committee's membership shall be subject to the approval of the Medical Advisory Committee's Executive Committee and include:
 - (A) a Physician representative of the Program of the Program Medical Director being reviewed;
 - (B) a representative of Hospital administration appointed by the CEO;
 - (C) a representative of the Board appointed by the Board Chair; and
 - (D) a non-physician professional who has worked closely with the Program Medical Director;
 - (iii) the performance review committee shall seek the advice of members of the Professional Staff or of other health professionals in whatever way is chosen by the review committee to do so; and
 - (iv) At the conclusion of each performance review, the performance review committee, in addition to reporting to the Program Medical Director being reviewed, shall present its formal report through the Medical Advisory Committee.

7.6 Term and Termination of Program Medical Directors

The term of Program Medical Directors for the Mental Health & Addictions and Restorative Care Programs shall be subject to and in accordance with the following:

- (a) the initial term of appointment shall be three (3) years;
- (b) upon recommendation of the selection committee, the Board may re-appoint such Program Medical Directors for up to three (3) consecutive, three (3) year terms;
- (c) upon a joint recommendation of the members of the subject Program, the Medical Advisory Committee and administration of the Hospital, the Board may re-appoint such Program Medical Directors for such further terms as determined appropriate by the Board;
- (d) notwithstanding the above, each year of tenure shall be subject to annual confirmation by the Board, to coincide with the Program Medical Director's date of appointment;
- (e) notwithstanding the above but subject to 7.2(d)(iv) below, such Program Medical Directors shall hold office until a successor is appointed; and
- (f) notwithstanding the above, the Board may at any time revoke or suspend the appointment of a Program Medical Director.

7.7 Services Within Programs

Each Program may develop a Service structure appropriate to its needs. Such structure and any changes to it shall be submitted to the Medical Advisory Committee for approval in advance of implementation.

7.8 Appointment of Clinical Leads

Selection, appointment and tenure of Clinical Leads shall be subject to and in accordance with the following:

- (a) **Eligibility.** Only members of the Active Staff in good standing shall be eligible for the appointment as a Clinical Lead.
- (b) **Service Leadership Plan.** Within six (6) months of appointment the Program Medical Director shall:
 - (i) undertake appropriate consultations within his/her Program and where appropriate between Programs with respect to the appointment of Clinical Leads; and
 - (ii) present to the Medical Advisory Committee, for its approval, a Service leadership structure for his/her Program and the specific members of the Professional Staff assigned within that structure.
- (c) **Program Medical Directors to Make Appointments.** Subject to the Medical Advisory Committee's approval of the Service leadership structure plan as contemplated by section 7. 8(b)(ii) of this By-law, the Program Medical Director shall appoint Clinical Leads as contemplated by the plan. A Clinical Lead may be Service-specific, site-specific, or function-specific, as deemed necessary by the Program Medical Director.
- (d) **Term and Termination of Office.** Clinical Leads shall be appointed for the same term as the Program Medical Director, plus an additional three (3) months and shall be renewable, provided always that Clinical Leads may be removed by the Program Medical Director with prior approval of the Medical Advisory Committee.

7.9 Duties of Clinical Leads

In addition to any other duties outlined from time to time in these By-laws, the Rules and Regulations, the Policies and/or terms of appointment, Clinical Leads shall:

- (a) assist the Program Medical Director in the administration and direction of quality of medical care, diagnosis and treatment, and operation of the Service and the specific subspecialty;
- (b) participate, through and with the Program Medical Director, in the orientation of new members of the Professional Staff;
- (c) review or cause to be reviewed, in communication with the Program Medical Director, the Privileges granted to members of the Program for the purpose of making recommendations for changes in the kind and degree of such Privileges; and

- (d) assume such other duties as are delegated by the Program Medical Director. All such other delegated duties shall be reported in writing by the Program Medical Director to the Chief of Staff, the Vice-President, Medical Affairs, the CEO and the Medical Advisory Committee.

7.10 Accountability of Clinical Leads

Clinical Leads are accountable to the Board through and with the Program Medical Directors.

ARTICLE 8: CHIEF OF STAFF

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8.1 Appointment of Chief of Staff

Appointment and tenure of the Chief of Staff shall be subject to and in accordance with the following:¹³³

- (a) **Eligibility.** To be eligible to be appointed as Chief of Staff the individual:
 - (i) must be a member of the Active Staff;
 - (ii) must be a member of the Medical Advisory Committee; and
 - (iii) must have the support of the CHI Director.
- (b) **Selection and Appointment Process.** The selection process for the Chief of Staff shall be subject to and in accordance with the following:
 - (i) **Selection Committee.** There shall be a selection committee subject to and in accordance with the following:
 - (A) the chair of the selection committee shall be a member of the Board;
 - (B) the CHI Director shall ex officio be a member of the selection committee; and
 - (C) the work of the selection committee shall include:
 - (1) establishing and clarifying criteria to be used in the selection;
 - (2) overseeing the process to obtain candidates;
 - (3) interviewing candidates;
 - (4) agreeing on a process by which to make a final recommendation; and
 - (5) recommending a candidate to the Board for the position of Chief of Staff.

¹³³ See *Public Hospitals Act (Ontario)* section 4(1)(b)(iv).

- (ii) **Appointment.** The appointment of the Chief of Staff shall be made subject to and in accordance with the following:
 - (A) the appointment shall be made by the Board¹³⁴ in accordance with its approved selection and engagement process;
 - (B) the Board's approved selection and engagement process shall have regard to the advice of the selection committee.
 - (C) the Board shall consult with the Medical Advisory Committee;
 - (D) the Board process shall be required to provide the Corporate Members written notice of the proposed candidate, with the Corporate Members then having ten (10) business days to provide written confirmation of the Board's proposed candidate. In the event the Corporate Members do not respond within ten (10) days, the Corporate Members shall be deemed to have consented to the Board's proposed candidate.

8.2 Duties of Chief of Staff

The Chief of Staff shall be responsible for the following, in addition to any other duties outlined from time to time in these By-laws, the Rules and Regulations, the Policies and/or terms of appointment:

- (a) **Interdisciplinary Approach.** Providing leadership in the establishment of an interdisciplinary approach to patient- and family-centred care and services.
- (b) **Continuous Improvement.** Collaborating with representatives of other disciplines to create an environment that promotes commitment to continuous improvement of patient care outcomes.
- (c) **Enhance Education and Research.** Enhancing education and research throughout the Hospital.
- (d) **Strategic and Project Levels.** Championing and participating in development at both the strategic and project levels.

To those ends, the Chief of Staff shall:

- (e) **In Connection with the Board.** In connection with the Board:
 - (i) be ex officio a member of the Board;¹³⁵
 - (ii) be a member of such committees of the Board as the Board may determine from time to time.
- (f) **In Connection with the Medical Advisory Committee.** In connection with the Medical Advisory Committee:
 - (i) be ex officio a member of the Medical Advisory Committee;¹³⁶

¹³⁴ See *Public Hospitals Act (Ontario)* section 2(3)(d).

¹³⁵ See *Public Hospitals Act (Ontario) Regulation 965* section 2(1.1)(c) and section 8.1(c) of the Administrative By-law.

¹³⁶ See *Public Hospitals Act (Ontario) Regulation 965* section 7(1)(a).

- (ii) be ex officio the Chair of the Medical Advisory Committee;¹³⁷ and
 - (iii) be ex officio a member of the Executive Committee of the Medical Advisory Committee.
- (g) **In Connection with the Quality Committee.** In connection with the Quality Committee:
- (i) be an ex officio member of the Quality Committee.¹³⁸
- (h) **In Collaboration with the Vice-President, Medical Affairs.** In collaboration with the Vice-President, Medical Affairs:
- (i) coordinate the activities of the Program Medical Directors and the Medical Advisory Committee in providing supervision over the clinical practice of the Professional Staff members in the Hospital and in medical quality assurance, patient and workplace safety and utilization management activities;
 - (ii) coordinate the activities of Program Medical Directors and the Medical Advisory Committee in providing supervision and oversight of the Professional Staff members' behaviours;
 - (iii) coordinate the annual reappointment processing by providing liaison with the Program Medical Directors, the Credentials Committee and the Medical Advisory Committee;
 - (iv) assist the activities of the Professional Staff by providing liaison with the Program Medical Directors, chairs of various Medical Advisory Committee sub-committees and the President of the Professional Staff Association;
 - (v) investigate and act, as appropriate, on matters of patient care, patient and workplace safety, academic duties, or conflicts with the Hospital's employees and Professional Staff. This duty includes implementing procedures to monitor and ensure Professional Staff compliance with the By-Laws, Rules and Regulations and Policies;
 - (vi) through and with the Program Medical Directors and the President of the Professional Staff Association ensuring adequate supervision of any member of the Professional Staff for any period of time when:
 - (A) the Professional Staff member begins practice at the Hospital or is performing a new procedure; and
 - (B) concerns arise about the quality of medical care, diagnosis and treatment or behaviours or utilization practice of a specific Professional Staff member.
 - (vii) through and with the Program Medical Directors and Medical Advisory Committee, overseeing and supervising the quality of care given to all inpatients and outpatients by, among other things:
 - (A) ensuring the adequate review of appointments recommended by the Medical Advisory Committee to the Board;
 - (B) ensuring that quality assurance reporting, accountability and assessment structures exist and operate so as to identify individual problems with patient care;
 - (C) consulting and acting with Program Medical Directors on any issue of individual patient care and patient and workplace safety;

¹³⁷ See *Public Hospitals Act (Ontario) Regulation 965* section 2(3)(c).

¹³⁸ Quality Committees are mandated by *Excellent Care for All Act, 2010 (Ontario). Regulation 445/10* section 1(3) details the composition requirements for Quality Committees and requires at least one member of the Medical Advisory Committee be on the Quality Committee.

- (D) investigating and acting, as appropriate, in consultation with the Program Medical Directors and the Hospital's administration, on complaints involving Professional Staff; and
- (E) when necessary, assuming or assigning to any other member of the Professional Staff responsibility for the direct care and treatment of any patient of the Hospital in accordance with section 5.4 of these By-laws.

8.3 Performance Management of Chief of Staff

The Chief of Staff shall be subject to an annual performance management process as set out in Policies adopted by the Board.

8.4 Term and Termination of the Chief of Staff. The term of office of the Chief of Staff shall be subject to and in accordance with the following:

- (i) the initial term of appointment shall be for a period of three (3) to five (5) years;
- (ii) the term shall be renewable at the discretion of the Board;
- (iii) notwithstanding the above, the Chief of Staff shall hold office until a successor is appointed; and
- (iv) notwithstanding the above, the Board may at any time revoke or suspend the appointment of the Chief of Staff.

ARTICLE 9: MEDICAL ADVISORY COMMITTEE

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9.1 Composition of Medical Advisory Committee

A Medical Advisory Committee is hereby established,¹³⁹ consisting of the following:

- (a) **Ex Officio Voting Members.** The following ex officio, voting members:

¹³⁹ See *Public Hospitals Act (Ontario)* section 35(1).

- (i) President of the Professional Staff Association;¹⁴⁰
 - (ii) Vice-President / Secretary of the Professional Staff Association;¹⁴¹
 - (iii) Chief of Staff;¹⁴²
 - (iv) Vice-President, Medical Affairs;
 - (v) all Program Medical Directors; and
 - (vi) all Clinical Leads.
- (b) **Ex Officio Non-Voting Members.** The following ex officio, non-voting members:
- (i) CEO;
 - (ii) Chief Nursing Officer; and
 - (iii) upon invitation of the Chair of the Medical Advisory Committee, the Chairs of the Medical Advisory Committee's sub-committees.
- (c) **Appointed Members.** Such other Physician(s) or allied health professionals as deemed appropriate from time to time by the Medical Advisory Committee, provided that only members who are members of the Medical Staff shall be entitled to vote.¹⁴³

9.2 Duties of Medical Advisory Committee

In addition to any other duties prescribed by the *Public Hospitals Act (Ontario)*¹⁴⁴ or outlined from time to time in these By-laws, the Medical Advisory Committee shall:

- (a) make recommendations to the Board concerning the following Professional Staff matters:
- (i) every application for appointment and reappointment to the Professional Staff;¹⁴⁵
 - (ii) the Privileges to be granted to each member of the Professional Staff;¹⁴⁶
 - (iii) the By-Laws respecting Professional Staff;¹⁴⁷
 - (iv) the Rules and Regulations;¹⁴⁸
 - (v) Policies pertaining to the Professional Staff;
 - (vi) the quality of patient care, diagnosis and treatment provided in the Hospital by the Professional Staff;¹⁴⁹
 - (vii) the dismissal, suspension or restriction of Privileges;¹⁵⁰
 - (viii) Professional Staff education; and
 - (ix) research,

¹⁴⁰ See *Public Hospitals Act (Ontario) Regulation 965* section 7(1)(a).

¹⁴¹ See *Public Hospitals Act (Ontario) Regulation 965* section 7(1)(a).

¹⁴² See *Public Hospitals Act (Ontario) Regulation 965* section 7(1)(a).

¹⁴³ See *Public Hospitals Act (Ontario)* section 7(1)(b), which only contemplates members who are part of the Medical Staff.

¹⁴⁴ See *Public Hospitals Act (Ontario)* sections 34(7), 35(2) and 37.

¹⁴⁵ See *Public Hospitals Act (Ontario)* section 35(2) and *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(i).

¹⁴⁶ See *Public Hospitals Act (Ontario)* section 35(2) and *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(ii).

¹⁴⁷ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(iii).

¹⁴⁸ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(vii).

¹⁴⁹ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(v).

¹⁵⁰ See *Public Hospitals Act (Ontario)* section 35(2) and *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(a)(iv)

- (b) supervise the practice and behaviours of the Professional Staff;¹⁵¹
- (c) appoint the Professional Staff members of all sub-committees of the Medical Advisory Committee that are established by the Board;¹⁵²
- (d) appoint one (1) or more members of the Medical Staff to advise the Joint Occupational Health and Safety Committee established under the [Occupational Health and Safety Act](#) (Ontario) where the Medical Advisory Committee is requested to do so by the Joint Occupational Health and Safety Committee;
- (e) receive reports from the sub-committees of the Medical Advisory Committee;¹⁵³
- (f) advise the Board on any matter referred to the Medical Advisory Committee by the Board;¹⁵⁴
- (g) recognize the impact of Hospital's resources, accountability agreements and regionalization;
- (h) assess present and future facilities or procedures of the Hospital, particularly with respect to the needs of the patients and Professional Staff; and
- (i) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board pursuant to section 9.2(a)(vi) of these By-laws, the Medical Advisory Committee shall also make recommendations about those issues to the Hospital's Quality Committee.

9.3 Accountability of Medical Advisory Committee

The Medical Advisory Committee shall be accountable as follows:

- (a) **To the Board.** To the Board, in accordance with the *Public Hospitals Act (Ontario)* and to that end shall report in writing to the Board at each regularly scheduled meeting of the Board.¹⁵⁵
- (b) **To the Professional Staff Association.** To the Professional Staff Association and to that end shall report to the Professional Staff at each regularly scheduled meeting of the Professional Staff.¹⁵⁶

9.4 Calling of Meetings of Medical Advisory Committee

- (a) **Regular Meetings.** The Chair of the Medical Advisory Committee shall call regular meetings of the Medical Advisory Committee, at a minimum of ten (10) times each fiscal year.¹⁵⁷
- (b) **Special Meetings.** The Chair may call special meetings of the Medical Advisory Committee and shall do so at the written request of at least five (5) voting members of the Medical Advisory Committee, including at least one (1) Program Medical Director.

¹⁵¹ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(b).

¹⁵² See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(c).

¹⁵³ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(d).

¹⁵⁴ See *Public Hospitals Act (Ontario) Regulation 965* section 7(2)(e).

¹⁵⁵ See *Public Hospitals Act (Ontario) Regulation 965* section 7(5).

¹⁵⁶ See *Public Hospitals Act (Ontario) Regulation 965* section 7(4) pertaining to the Medical Staff.

¹⁵⁷ See *Public Hospitals Act (Ontario) Regulation 965* section 7(3).

9.5 Notice of Meetings of Medical Advisory Committee

Notice of meetings of the Medical Advisory Committee shall be subject to and in accordance with the following:

- (a) **To Whom Given.** Notice shall be given to each member of the Medical Advisory Committee and such other persons as may be required.¹⁵⁸
- (b) **Amount.** Unless otherwise required,¹⁵⁹ at least forty-eight (48) hours notice shall be given.

9.6 Transaction of Business of Medical Advisory Committee

Transaction of business of the Medical Advisory Committee at meetings of the Medical Advisory Committee shall be subject to and in accordance with the following:

- (a) **Chair of Meetings.** The Chair of the Medical Advisory Committee shall chair meetings of the Medical Advisory Committee or if absent, unable or unwilling, the Vice-Chair of the Medical Advisory Committee shall chair the meetings and in the absence, inability or unwillingness of both the Chair and Vice-Chair of the Medical Advisory Committee, the Vice-President, Medical Affairs shall chair the meetings.
- (b) **Quorum.** Quorum, except as otherwise required or permitted, shall be forty percent (40%) of all members of the Medical Advisory Committee. Where the number of Professional Staff members who, by reason of Conflict of Interest, are prohibited from participating in a meeting such that at that meeting the remaining members of the Medical Advisory Committee are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of members of the Medical Advisory Committee shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (c) **Participation.**
 - (i) **Restriction.** Medical Advisory Committee members who are the subject of an investigation, meeting or hearing pursuant to articles 5 or 6 of this By-Law or any appeal of a decision of the Board pursuant to article 6 of this By-Law shall not be entitled to attend or participate in meetings of the Medical Advisory Committee or any of its sub committees, until such time as the matter which gave rise to such proceedings is fully resolved.
 - (ii) **Clarification.** For greater clarity, members of the Medical Advisory Committee who are not members of the Medical Staff shall be entitled to

¹⁵⁸ For example, in the context of special meetings relating to Mid-term Action, the subject Professional Staff member is entitled to notice pursuant to section 5.6(b)(ii)(A) of this By-law.

¹⁵⁹ For example, in the context of special meetings relating to Immediate Mid-term Action, at least seven (7) days notice is required and for Non-Immediate Mid-term Action, fourteen (14) days pursuant to section 5.6(b)(ii)(B)(1) of this By-law.

attend and participate in the in-camera portion of a meeting of the Medical Advisory Committee that relates to a Professional Staff member's Privileges, including appointments, reappointments, dismissals, suspensions or restrictions.

- (d) **Voting.** Voting at meetings of the Medical Advisory Committee shall be subject to and in accordance with the following:
 - (i) questions arising at any Medical Advisory Committee meeting shall be decided by a majority of votes;
 - (ii) each Medical Advisory Committee member who is entitled to vote, shall have one (1) vote;
 - (iii) in the event of a tie, the motion is lost;
 - (iv) unless otherwise specified or demanded, every question shall be decided in the first instance by a show of hands;
 - (v) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision the Medical Advisory Committee; and
 - (vi) a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (e) **Procedure.** Any questions of procedure that have not otherwise been provided for in shall be determined by the chair of the meeting.

9.7 Record Keeping of Medical Advisory Committee

Record keeping of the Medical Advisory Committee shall be subject to and in accordance with the following:

- (a) **Minutes.** The Chair of the Medical Advisory Committee shall keep or cause to be kept minutes of all Medical Advisory Committee meetings.
- (b) **List of Conflicts of Interest.** The Chair of the Medical Advisory Committee shall keep or cause to be kept a list of Conflicts of Interest held by Medical Advisory Committee members.
- (c) **Circulating and Preserving Records.** All minutes of meetings of the Medical Advisory Committee, as well as the list of Conflicts of Interest, shall be circulated to all Medical Advisory Committee members and preserved.

9.8 Sub-committees of Medical Advisory Committee

The Medical Advisory Committee shall have sub-committees subject to and in accordance with the following:

- (a) **Sub-committees.** There shall be the following sub-committees:
 - (i) Credentials Committee;
 - (ii) Executive Committee;
 - (iii) Infection Prevention and Control Committee;
 - (iv) Medical Quality Assurance Committee;¹⁶⁰
 - (v) Regional Pharmacy and Therapeutics Committee; and
 - (vi) such other sub-committees as from time to time determined appropriate by the Medical Advisory Committee and approved by the Board.

- (b) **Composition and Terms of Reference of Sub-committees of the Medical Advisory Committee.** The composition and terms of reference of the sub-committees of the Medical Advisory Committee shall be as included in the Rules and Regulations.¹⁶¹

9.9 Chair of Medical Advisory Committee

- (a) **Appointment of the Chair of the Medical Advisory Committee.** The Chair of the Medical Advisory Committee shall ex officio be the Chief of Staff.¹⁶²

- (b) **Duties of the Chair of the Medical Advisory Committee.** In addition to any other duties outlined from time to time in these By-laws, the Rules and Regulations, the Policies and/or terms of appointment, the Chair of the Medical Advisory Committee shall:
 - (i) preside as chair at meetings of the Medical Advisory Committee;
 - (ii) be ex-officio a member of all Medical Advisory Committee sub-committees;
 - (iii) preside as chair at meetings of the Executive sub-Committee of the Medical Advisory Committee;
 - (iv) ensure that minutes and records are kept of all meetings of the Medical Advisory Committee and all standing and other committees of the Medical Advisory Committee;
 - (v) in collaboration with the Vice-President, Medical Affairs:
 - (A) organize, set priorities and supervise the agenda of the Medical Advisory Committee;
 - (B) ensure issues raised at the Medical Advisory Committee or to the Chief of Staff are directed to the appropriate sub-committee of the Medical Advisory Committee;
 - (C) ensure, assist and develop appropriate communication between the Medical Advisory Committee, its sub-committees, the Hospital's committees, Programs and Program Medical Directors; and
 - (D) continuously monitor functioning of the Medical Advisory Committee, including recommending on and reporting to the Medical Advisory Committee on changes to the Medical Advisory Committee sub-committee structures, functions, procedures and operations.
 - (vi) report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its sub-committees; and

¹⁶⁰ See *Excellent Care for All Act, 2010* section 3.1.

¹⁶¹ See article 13 of the Rules and Regulations.

¹⁶² See *Public Hospitals Act (Ontario) Regulation 965* section 2(3)(c).

- (vii) report regularly to the Professional Staff Association on the work and recommendations of the Medical Advisory Committee and its sub-committees.

9.10 Vice-Chair of Medical Advisory Committee

Any appointment of a Vice-Chair of the Medical Advisory Committee shall be subject to and in accordance with the following:

- (a) **Appointment of the Vice-Chair of the Medical Advisory Committee.** The Chair of the Medical Advisory Committee, in consultation with the Board Chair, the CEO and the Vice-President, Medical Affairs, may designate a Program Medical Director to serve as Vice-Chair of the Medical Advisory Committee.
- (b) **Duties of the Chair of the Medical Advisory Committee.** In addition to any other duties outlined from time to time in these By-laws, the Rules and Regulations, the Policies and/or terms of appointment, the Vice-Chair of the Medical Advisory Committee, if appointed, shall:
 - (i) perform such duties as assigned from time to time by the Chair of the Medical Advisory Committee; and
 - (ii) if the office of Chair of the Medical Advisory Committee becomes vacant for any reason or the Chair of the Medical Advisory Committee is absent, unable or unwilling to perform his or her duties, the Vice-Chair of the Medical Advisory Committee shall act until a new Chair of the Medical Advisory Committee is named or the Chair becomes present, able or willing, as the case may be.

ARTICLE 10: PROFESSIONAL STAFF ASSOCIATION

CONTENTS

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10.1 Purpose of the Professional Staff Association

The purpose of the Professional Staff Association is to provide an organization whereby the members of the Professional Staff participate in the Hospital’s planning, Policy-setting, and decision-making, through their elected officers.

10.2 Officers of the Professional Staff Association

- (a) **Eligibility.** Only members of the Active and Associate Staff who are part of the Medical Staff may be elected to any of the offices of the Professional Staff Association.
- (b) **Offices.** The officers of the Professional Staff Association shall be:
 - (i) the President;
 - (ii) the Vice-President/Secretary; and
 - (iii) the Immediate Past President.
- (c) **Term of Office.** The officers shall take up their positions after the annual meeting of the Professional Staff Association.

10.3 President of the Professional Staff Association

The President of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff;
- (b) serve for a one (1) year term, with the expectation that he/she shall be elected for two (2) consecutive annual terms;
- (c) be an ex officio non-voting Director on the Board;¹⁶³
- (d) fulfil fiduciary duties to the Corporation by acting in the best interest of the Corporation;
- (e) be a member of committees of the Board as designated by the By-Laws;
- (f) be a member of all sub-committees of the Medical Advisory Committee as deemed appropriate by the Medical Advisory Committee;
- (g) be an ex officio member of all committees of the Professional Staff Association;
- (h) act as a liaison between the Professional Staff, the CEO, and the Board with respect to all matters concerning the Professional Staff;
- (i) preside as chair at all Professional Staff Association meetings; and
- (j) be a member of the Medical Advisory Committee¹⁶⁴ and the Medical Advisory Committee's Executive Committee.

10.4 Vice-President/Secretary of the Professional Staff Association

The Vice-President/Secretary of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff;
- (b) serve for a one (1) year term, up to a maximum of two (2) consecutive terms;
- (c) be a member of the Medical Advisory Committee;¹⁶⁵
- (d) attend to the correspondence of the Professional Staff Association;
- (e) maintain the financial records of the Professional Staff Association and provide a financial report at the annual meeting of the Professional Staff Association;
- (f) provide registered notice to the Professional Staff of meetings of the Professional Staff;
- (g) ensure that minutes are kept of Professional Staff Association meetings;

¹⁶³ See *Public Hospitals Act (Ontario) Regulation 965* section 2(1.1)(c).

¹⁶⁴ See *Public Hospitals Act (Ontario) Regulation 965* section 7(1)(a).

¹⁶⁵ See *Public Hospitals Act (Ontario) Regulation 965* section 7(1)(a).

- (h) act in the absence of the President of the Professional Staff Association, performing the duties and possessing the powers of the President; and
- (i) perform such additional duties as requested by the President of the Professional Staff Association.

10.5 Immediate Past President

The Immediate Past President shall:

- (a) be the individual who most recently fulfilled his or her term as President if available and willing, and if not available and willing, the position shall be filled by the next most recent individual who fulfilled his or her term as President if available and willing, and so on until the position is filled; and
- (b) provide advice and support to the President and Vice-President, as necessary.

10.6 Professional Staff Association Nominations

Nominations for the offices of the Professional Staff Association shall be subject to and in accordance with the following:

- (a) a Nominations Committee shall be appointed by the Professional Staff entitled to vote at each annual meeting;
- (b) the Nominations Committee shall nominate the president and vice-president/secretary of the Professional Staff Association from amongst the Active Staff for the ensuing term;
- (c) at least thirty (30) days before the annual meeting of the Professional Staff Association, the Nominations Committee shall post in the Hospital a list of the names of those who are nominated to stand for the offices of the Professional Staff Association; and
- (d) any further nominations shall be made in writing to the vice-president/secretary of the Professional Staff Association within fourteen (14) days after the posting of the names referred to in section 10.5 (c) of this By-law, subject to and in accordance with the following:
 - (i) further nominations shall be signed by two (2) members of the Professional Staff who are entitled to vote;
 - (ii) the nominee shall have signified, in writing on the nomination, acceptance of the nomination; and
 - (iii) nominations shall then be posted alongside the list referred to in section 10.5(c) of this By-law.

10.7 Professional Staff Association Mid-term Vacancies

Vacancies in the offices of the Professional Staff Association, when they occur mid-term, shall be managed subject to and in accordance with the following:

- (a) they shall be filled for the balance of the term through an election process;
- (b) the election process shall be by ordinary mail or electronic ballot;
- (c) within fourteen (14) days of a vacancy, the Nominations Committee, consisting of the remaining officers of the Professional Staff Association, shall, by ordinary or electronic mail, call for nominations from the Active Staff members to stand for the vacant position;

- (d) in order for a nomination to be valid, each nomination must be signed by at least two (2) members of any of the Active and/or Associate Staff, and the nominee must signify in writing on the form their acceptance of it, or as otherwise determined by the Professional Staff Association Nominations Committee;
- (e) within five (5) working days of the completion of the nomination period, ballots shall be mailed by electronic mail to the Professional Staff members entitled to vote at the last address according to the records, or as otherwise determined by the Professional Staff Association Nominations Committee;
- (f) ballots must be received by the Nominations Committee by 1700 hours on the tenth (10th) business day following the ballot mailing, or as otherwise determined by the Professional Staff Association Nominations Committee; and
- (g) election results shall be posted within two (2) business days of the close of the balloting period and shall be announced at the next meeting of the Professional Staff Association, or as otherwise determined by the Nominations Committee.

10.8 Meetings of the Professional Staff Association

Meetings of the Professional Staff Association shall be subject to and in accordance with the following:

- (a) **Annual Meeting.** The annual meeting of the Professional Staff Association shall be held in March of each year. The purposes of the annual meeting shall be to:
 - (i) **Receive Reports.** Receive annual reports from:
 - (A) the President of the Professional Staff Association;
 - (B) the Chair of the Medical Advisory Committee;
 - (C) the Professional Staff Association Nominations Committee; and
 - (D) the Vice-President/Secretary of the Professional Staff Association regarding financial statements of the Professional Staff Association.
 - (ii) **Undertake Elections.** Undertake elections to elect for the ensuing term (effective 1 April to 31 March):
 - (A) the President and Vice-President of the Professional Staff Association;
 - (B) the members of the Professional Staff Association's Nominations Committee; and
 - (C) the Member-at-Large to serve on the Professional Staff Association By-Law Committee, if such a committee has been established.
 - (iii) **Annual Dues.** Approval of the annual dues for the ensuing year, which shall be proposed by the officers of the Professional Staff Association.
 - (iv) **Schedule Meetings.** Fix a time for the next annual meeting and the regular meetings of the Professional Staff Association for the ensuing year.

- (b) **Other Regular Meetings.** The other regular meetings of the Professional Staff Association shall be held four (4)¹⁶⁶ times a year, with the last meeting coinciding with the annual meeting of the Professional Staff Association. The purposes of the regular meetings shall be to:
- (i) receive reports from the President of the combined Professional Staff Association;
 - (ii) receive reports from the Chair of the Medical Advisory Committee;
 - (iii) receive reports from the Vice-President, Medical Affairs;
 - (iv) receive reports from the CEO;
 - (v) consider proposed changes to the Professional Staff By-Laws;
 - (vi) consider subjects of economic, scientific or special clinical interest; and
 - (vii) consider other matters that may come before it from time to time.
- (c) **Notice of Annual and Other Regular Meetings.** Notice of regular meetings of the Professional Staff Association shall be given to the Professional Staff members by ordinary mail or electronic mail, at least two (2) weeks in advance of the date of the meeting.
- (d) **Special Meetings**
- (i) **Calling.** Special meetings of the Professional Staff may be called as follows:
 - (A) by the President of the Professional Staff Association:
 - (1) by his or her own initiation;
 - (2) upon request of the Chair of the Medical Advisory Committee; or
 - (3) on the written request of at least twenty (20) members of the Active or Associate Staff; and/or
 - (B) by any two other officers of the Professional Staff Association.
 - (ii) **Notice.** Notice of any special meeting shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called. The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those Professional Staff members present and entitled to vote at the special meeting, as the first item of business of the meeting.
- (e) **Quorum.** A quorum for all Professional Staff Association meetings shall consist of twenty-five (25) Professional Staff members entitled to vote.
- (f) **Agenda.** Any ten (10) or more members of the Professional Staff may submit an item in writing at least forty-eight (48) hours prior to a meeting of the Professional Staff Association with a request that this item be included in the agenda. The President of the Professional Staff Association shall include this item, if it pertains to a subject properly discussed by the Professional Staff.

¹⁶⁶ See *Public Hospitals Act (Ontario) Regulation 965* section 6(1).

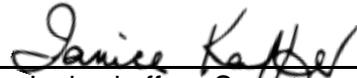
(g) **Attendance**

- (i) **Attendance Requirements.** Professional Staff members shall be bound by the attendance requirements associated with their category of Professional Staff.
- (ii) **Notification of Non-Attendance.** If a Professional Staff member is unable to attend a Professional Staff Association meeting because of other obligations, he/she shall notify the Vice-President/Secretary of the Professional Staff Association, and may be excused.

Passed by the Board: January 30, 2019



Mr. Mike Horrobin, Board Chair



Ms. Janice kaffer - Secretary

Unanimously approved, ratified, sanctioned and confirmed by the Corporate Members of the Corporation: April 3, 2019



Chair of the Members Meeting
Dr. Bob Stewart

NA

[insert] – Secretary