

Central Regional Health Authority

GOVERNANCE BYLAWS

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TABLE OF CONTENTS

<u>PART</u>	<u>CONTENTS</u>	<u>PAGE</u>
I	PREAMBLE.....	5
II	INTERPRETATION	
	2.01 DEFINITIONS.....	8
	2.02 HEADINGS.....	10
	2.03 PARAMOUNTCY OF THE ACT.....	10
	2.04 MEDICAL STAFF BYLAWS.....	10
	2.05 GENDER.....	10
III	POWERS, DUTIES AND ENTITLEMENTS	
	3.01 PREAMBLE.....	11
	3.02 INDEMNIFICATION	11
	3.03 INSURANCE AND BONDING.....	11
	3.04 ENGAGEMENT OF CHIEF EXECUTIVE OFFICER.....	12
	3.05 ENGAGEMENT OF THE CHIEF OF STAFF.....	12
	3.06 ENGAGEMENT OF THE CHAIR, MEDICAL ADVISORY COMMITTEE	12
	3.07 ACCESS TO RECORDS	12
IV	COMPOSITION OF THE BOARD	
	4.01 MEMBERSHIP.....	13
	4.02 QUALIFICATION OF TRUSTEES.....	13
	4.03 VALIDITY OF CONSTITUTION.....	13
	4.04 TERM/VACANCIES.....	14
	4.05 VICE-CHAIRPERSON.....	14
	4.06 REMUNERATION AND EXPENSES OF TRUSTEES.....	14
	4.07 NON-PARTICIPATION OF TRUSTEES.....	14
V	OFFICERS AND STANDING MEMBERS OF THE BOARD	
	5.01 OFFICERS	15
	5.02 DUTIES OF CHAIRPERSON	15
	5.03 DUTIES OF VICE-CHAIRPERSON.....	15
	5.04 DUTIES OF SECRETARY	15
	5.05 CHIEF EXECUTIVE OFFICER.....	16
	5.06 STANDING MEMBERS	18
	5.07 CHIEF OF STAFF.....	18
	5.08 CHAIR, MEDICAL ADVISORY COMMITTEE	18
	5.09 PRESIDENT, MEDICAL STAFF ASSOCIATION	18

VI	MEETINGS OF THE BOARD	
6.01	REGULAR MEETINGS.....	19
6.02	EMERGENCY MEETINGS.....	19
6.03	ANNUAL MEETINGS.....	19
6.03A	IN CAMERA MEETINGS.....	21
6.03B	IN CAMERA MEETINGS WITHOUT MANAGEMENT PRESENT	21
6.04	NOTICE.....	22
6.05	QUORUM.....	22
6.06	MINUTES.....	22
6.07	PRESIDING OFFICER.....	22
6.08	RULES OF ORDER.....	23
6.09	VOTING.....	23
6.10	INVITATIONS TO ATTEND MEETINGS.....	24
VII	BOARD COMMITTEES	
7.01	APPOINTMENT TO STANDING COMMITTEES.....	25
7.02	BOARD COMMITTEES.....	25
7.03	SPECIAL BOARD COMMITTEES.....	25
7.04	COMMITTEE PROCEDURES.....	25
VIII	PURPOSE AND ACCOUNTABILITY OF BOARD COMMITTEES	
8.01	RESOURCE PLANNING COMMITTEE	27
8.02	QUALITY ASSURANCE AND PERFORMANCE COMMITTEE	27
8.03	GOVERNANCE COMMITTEE.....	27
8.04	COMMUNITY ADVISORY COMMITTEES.....	28
8.05	EXECUTIVE COMMITTEE	29
8.06	APPOINTMENT AND PRIVILEGES COMMITTEE	29
8.07	APPEAL COMMITTEE	29
8.08	TERMS OF REFERENCE	30
IX	ACCOUNTING AND FINANCE	
9.01	FISCAL YEAR.....	31
9.02	BANK ACCOUNTS	31
9.03	BANKING AUTHORITIES.....	31
9.04	AUDITOR.....	31
9.05	ACCOUNTS.....	32
9.06	SEAL	32
9.07	INVESTMENTS	33
X	ANCILLARY ASSOCIATIONS AND FOUNDATIONS	
10.01	INSTITUTION AUXILIARIES AND ASSOCIATIONS.....	34
10.02	FOUNDATIONS.....	34

XI	RULES	
	11.01 ENACTMENT OF RULES.....	35
XII	AMENDMENT OF BYLAWS	
	12.01 PROCEDURE.....	36
	12.02 COMING INTO FORCE.....	36
	12.03 PARAMOUNTCY	36
XIII	MEDICAL STAFF BYLAWS	
	13.01 ENACTMENT OF MEDICAL STAFF BYLAWS.....	37
XIV	ADOPTION	
	14.01 ADOPTION AND APPROVAL.....	38

PART I**PREAMBLE**

WHEREAS pursuant to the *Regional Health Authorities Act*, SNL 2006 Ch. R-7.1 and the *Regional Health Authorities Regulations* (NL Reg. 18/08) the Lieutenant Governor in Council has constituted the Central Regional Health Authority to manage and control the operation of the following:

Institutions:

- (a) Central Newfoundland Regional Health Centre, Grand Falls-Windsor;
- (b) Carmelite House, Grand Falls-Windsor;
- (c) Dr. Hugh Twomey Health Centre, Botwood;
- (d) Connaigre Peninsula Health Centre, Harbour Breton;
- (e) Lewisporte Health Centre, Lewisporte
- (f) Green Bay Health Centre, Springdale
- (g) A.M. Guy Memorial Health Centre, Buchans;
- (h) Baie Verte Peninsula Health Centre, Baie Verte;
- (i) Dr. Y.K. Jeon Kittiwake Health Centre, New-Wes-Valley
- (j) Fogo Island Health Centre, Fogo Island
- (k) James Paton Memorial Regional Health Centre, Gander
- (l) Lakeside Homes, Gander
- (m) North Dame Bay Memorial Health Centre, Twillingate; and
- (n) all other facilities, services and programs operated or provided by them or associated with them;

AND WHEREAS pursuant to the aforementioned Act and Regulations the Central Regional Health Authority is also assigned the supervision, direction and control of the delivery of health and community services in the areas of:

- (a) health protection and promotion;
- (b) continuing and long-term care;
- (c) community health;
- (d) mental health;
- (e) addiction services;
- (f) community supports and home care;
- (g) treatment of illness and injury;
- (h) hospital care;
- (j) evaluation, research and quality assurance;
- (j) health screening;
- (k) neglected adults; and
- (l) road ambulance services.

AND WHEREAS it is the purpose of the Central Regional Health Authority to serve the Central Region;

AND WHEREAS the philosophy of the Board of Trustees is that:

1. Good health is necessary to the well-being of every individual and we are, therefore, dedicated to providing quality care and safe services for all persons served by the Authority.
2. Programs, services and initiatives need to be developed to address the health of populations, as well as that of individuals. In this regard, the board will advocate for healthy public policy at all levels of government.
3. Every patient/resident/client should receive quality and safe health care and community services to meet 'total needs' including, **physical, spiritual and emotional**. The care is to be delivered in an environment of concern, comfort, safety and understanding. Essential to the provision of this care and service is the development of standards for each program and service with ongoing endeavors to continuously improve the quality and safety of those programs and services.
4. The principles of good management will be applied in support of these standards and to ensure effective utilization of all resources, human, physical and financial, in identifying and meeting the changing needs of patient/resident/client care.
5. The loyalty and enthusiasm of our employees are among our most valuable assets and realizing this, we recognize a commitment to all employees expressed in continuing concern for their well-being and development.
6. The complexity of health organizations requires the active promotion of harmonious and effective relationships among the various component groups, patients/residents/clients and their families, personnel, departments, medical staff, students, institutional auxiliaries and volunteers.
7. Educational programs must be fostered and expanded to train health personnel for today and for the future, serving the best interests of our facilities and our communities.
8. An effective community health program requires that we define, maintain and communicate our role as a comprehensive provider of health care - inpatient, outpatient, and community. This community orientation implies an active role in helping to identify and provide solutions for unmet health needs.
9. The importance of planning for expansion, consolidation, and renovation of facilities, services and research capacity is understood and accepted as necessary for good patient/resident/client care and as an appropriate contribution to the maintenance of high community health standards.
10. We will devote our best energies to champion the principles and practices of regionalization and integration so that the health and community service needs of the Central Region will be met effectively and efficiently.

AND WHEREAS The Trustees of the Central Regional Health Authority deem it expedient to adopt Bylaws pursuant to the authority granted in the Act to regulate the affairs of the Board, the Institutions, programs and services it governs, and the Medical Staff associated therewith:

NOW THEREFORE BE IT ENACTED that the following Bylaws be, and they are hereby adopted to regulate the affairs of the Board, the Institutions/programs and Medical Staff under the jurisdiction of the Board.

PART II**INTERPRETATION****2.01 DEFINITIONS**

In these Bylaws, unless the context otherwise requires, the following words shall have the meanings respectively assigned to them, as follows:

- (a) **"Act"** means the *Regional Health Authorities Act*, SNL 2006 Ch R-71, as amended from time to time, and includes the Regulations made thereunder;
- (b) **"Authority"** means the Central Regional Health Authority.
- (c) **"Bank"** means a financial institution authorized by law to accept deposits in the Province of Newfoundland and Labrador;
- (d) **"Board"** means the Board of Trustees/Directors of the Central Regional Health Authority constituted pursuant to the Act and Regulations;
- (e) **"Board Committee"** means a committee of the Board appointed by the Board pursuant to these Bylaws;
- (f) **"Bylaws"** means these Bylaws and such amendments thereto as may be made from time to time;
- (g) **"Chair, Medical Advisory Committee"** means the physician appointed by the Board from time to time for a three-year term who shall report to the Board on matters concerning the provisions of medical care and the granting of appointments and privileges;
- (h) **"Chairperson"** means the chairperson of the Board designated by the Minister from time to time pursuant to the Act, or, where the context requires, the chairperson of a Board Committee;
- (i) **"Chief Executive Officer (CEO)"** means the person appointed by the Board from time to time having the direct superintendence and charge of all aspects under the control of the Board and the responsibility to attain the goals set by the Board within its established policies;
- (j) **"Chief of Staff (COS)"** means the physician appointed by the Board as the person who is responsible for issues of quality of medical diagnosis, care and treatment as the person who is responsible for issues of quality of medical diagnosis, care and treatment within the Regional Health Authority, and includes a person to whom the powers, duties and responsibilities of the COS

are delegated by the incumbent or the CEO in the absence or incapacity of the incumbent;

- (k) **"Community Advisory Committees"** mean committees of an advisory nature appointed by Board for various areas of the Region to advise the Board on health issues in their respective areas and to reflect and interpret Board policy to the communities in these areas;
- (l) **"Cottages"** means all social housing in the Region which now or may in the future come under the jurisdiction of the Board;
- (m) **"Ex-officio"** means by virtue of one's office;
- (n) **"Facilities"** means all properties (leased or owned) for which the Board assumes the responsibility of operation and management, and includes the regional health centres, health centres, community health centres, homes, houses, regional offices and cottages;
- (o) **"Health Services"** means all the community health programs and services and institutional services which the board is mandated to provide.
- (p) **"Medical Staff"** means the medical staff duly qualified, appointed for and associated with Central Health and its institutions and services;
- (q) **"Medical Staff Bylaws"** means such bylaws as are enacted to govern the Medical Staff and such amendments thereto as may be made from time to time hereafter, and any rules pertaining to Medical Staff made pursuant to the Medical Staff Bylaws;
- (r) **"Minister"** means The Honourable Minister of Health and Community Services, Government of Newfoundland and Labrador;
- (s) **"President, Medical Staff Association"** means the physician elected by the Medical Staff to lead the Medical Staff Association;
- (t) **"Programs"** mean organized groups of health and community services providing for the needs of a specific community, for those with special needs, or generally for the population of the region.
- (u) **"Region"** or **"Central Region"** means that part of the island portion of the Province of Newfoundland and Labrador served by the institutions, programs and services under the management and control of the Central Regional Health Authority;
- (v) **"Regulations"** means the regulations made from time to time pursuant to the Act; and

(w) **"Trustee(s)/Director(s)"** means member(s) of the Board.

2.02 **HEADINGS**

The headings used in these Bylaws are for convenience of reference only and shall not affect their interpretation.

2.03 **PARAMOUNTCY OF THE ACT**

These Bylaws are supplementary to the Act and shall be valid only in so far as they are not inconsistent with the provisions of the Act. To the extent that there is anything herein contained which is inconsistent or conflicts with the Act, the Act shall prevail.

2.04 **MEDICAL STAFF BYLAWS**

The Bylaws governing Medical Staff contemplated by Part XIII of these Bylaws may be reproduced under separate cover but shall form part of these Bylaws and shall have the same authority and effect as if they were included and reproduced in their entirety herewith.

2.05 **GENDER**

Except where the context otherwise requires, words importing the masculine gender shall include the feminine, words in the neutral gender shall include both the masculine and feminine gender, words in the singular shall include the plural, and vice versa.

PART III

POWERS, DUTIES AND ENTITLEMENTS

3.01 PREAMBLE

The Board shall be responsible for the delivery and administration of all health and community services in the Region including any additional Health Services as the Minister may from time to time direct.

3.02 INDEMNIFICATION

Every Trustee or Officer or former Trustee or Officer of the Board and the heirs, executors, administrators and successors of each of them shall be and are entitled to be indemnified and saved harmless by the Board from and against or in respect of:

- (a) all costs, charges and expenses whatsoever that such person has at any time heretofore sustained or incurred or shall or may hereafter sustain or incur in or about any action, suit or proceeding which has been or is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such person in or about the execution of the duties of such person's office, except as may be occasioned by such person's own willful neglect or default; and
- (b) all other costs, charges and expenses that such person has sustained or incurred heretofore or sustains or incurs in or about or in relation to the affairs of the Board, except such costs, charges or expenses as may be occasioned by such person's own willful neglect or default.

3.03 INSURANCE AND BONDING

The Board may purchase and maintain insurance for the benefit of any Trustee or Officer or former Trustee or Officer of the Board against any liability incurred by such person:

- (a) in such person's capacity as a Trustee or Officer or former Trustee or Officer of the Board, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the Board; or
- (b) in such person's capacity as a Trustee or Officer or former Trustee or Officer of another body corporate, organization or association where such person acts or acted in that capacity at the Board's request, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the body corporate, organization or association.

The Board may designate persons who shall be bonded under a blanket position bond by a guarantee company, in such amount as shall be determined by the Board, the expenses of which bond shall be borne by the Board.

Persons who apply for but who are refused acceptance for bonding in accordance with the provision of this Section or whose bonding shall be cancelled, shall forthwith be ineligible for and shall forfeit the position or office for which their bond is sought and such position or office shall be deemed vacant from the time of such refusal or cancellation.

3.04 *ENGAGEMENT OF CHIEF EXECUTIVE OFFICER*

Subject to the approval of the Minister, the Board shall appoint a Chief Executive Officer (CEO), who shall perform the duties of Secretary of the Board, and on behalf of the Board, be responsible for the overall administration, organization, and management of all Health Services under the jurisdiction of the Board.

3.05 *ENGAGEMENT OF CHIEF OF STAFF*

The Board shall appoint a Chief of Staff (COS), who shall be responsible for all issues of quality of medical diagnosis, care and treatment within the Regional Health Authority.

3.06 *ENGAGEMENT OF CHAIR, MEDICAL ADVISORY COMMITTEE*

The Board shall appoint a Chair of the Medical Advisory Committee for a three year term and who shall report to the Board on matters concerning the provisions of medical care and the granting of appointments and privileges.

3.07 *ACCESS TO RECORDS*

When the Board so directs, all books and records of the Board, with the exception of the records of the patients/residents/clients of the Board, shall be open to inspection by any Trustee during regular business hours of the Board.

Subject to the Act and any other applicable legislation, no information concerning the Board, its personnel or any patient/resident/client shall be divulged by a Trustee or former Trustee, a member of the Medical Staff or any employee of the Board except at the express direction of the Board or in pursuance of normal and usual duties, functions and procedures.

When any request for access to or disclosure of any information contained in the records of the Board is made, the Chief Executive Officer may, subject to any requirements or proscriptions imposed by law, authorize such access or release of all or any portion of such information to the person requesting the same provided that:

- (a) the Chief Executive Officer is satisfied, on the basis of such evidence as he or she deems necessary or advisable to obtain (including the opinion of the Medical Staff or Health Records personnel), that:
 - (i) such request is made in compliance with provisions of any legislation which may pertain;
 - (ii) the release of such information would not have an adverse effect with respect to the person making the request,
 - (iii) the release of such information would not have an adverse effect on third parties or staff, and
 - (iv) the release of such information would not have a detrimental impact on the ability of the Board to carry out its proper functions or cause harm to the practice of medicine or any other health care professions; and
- (b) the person requesting such information signs an undertaking in writing not to disclose such information to any other person or otherwise not to contravene the laws affecting disclosure and confidentiality of personal information.

PART IV

COMPOSITION OF THE BOARD

4.01 MEMBERSHIP

The Board shall consist of a minimum of eight (8) and a maximum of eighteen (18) Trustees inclusive of the Board Chairperson, all of whom shall be appointed by the Minister pursuant to and in accordance with the Act.

4.02 QUALIFICATIONS OF TRUSTEES

- (a) A person who is a member of the Medical Staff of the Board or who is an employee of the Board or who acts as auditor or legal counsel for the Board is not eligible to serve as a Trustee.
- (b) A Trustee who becomes a member of the Medical Staff of any Health Service operated by the Board or becomes an employee of the Board or becomes retained to act as auditor or legal counsel for the Board shall cease to be a Trustee.

4.03 VALIDITY OF CONSTITUTION

The Board shall be deemed to be validly constituted for all purposes when the minimum number of Trustees specified in Section 4.01 including the Chairperson, has been appointed by the Minister from time to time.

4.04 **TERM / VACANCIES**

- (a) The Trustees of the authority shall be appointed for a term of 3 years and may be reappointed to one further term of 3 years.
- (b) Where a Trustee resigns from a Board or becomes unable to carry out his or her duties and responsibilities, the Minister may appoint a person to replace him or her and that person shall serve for the remainder of the term of the trustee being replaced.
- (c) The Board of Trustees of the authority may act despite a vacancy in its membership.
- (d) A Trustee whose term of office has expired continues to be a Trustee until he or she is reappointed or replaced.

4.05 **VICE-CHAIRPERSON**

The Trustees of the Authority may elect from among their number one or more Vice-Chairpersons.

4.06 **REMUNERATION AND EXPENSES OF TRUSTEES**

The Authority shall pay its Trustees the remuneration and expenses that the Lieutenant Governor in Council may determine.

4.07 **NON-PARTICIPATION OF TRUSTEES**

Where a Trustee of the Board in a 12-month period (October to October),

If any Trustee, ***is absent for three consecutive Board meetings***; the Board Chair will discuss the member's record of attendance with the Governance Committee. Pursuant to this, the Board Chair will either, ask the individual to resign or notify the Minister in writing recommending removal of the Trustee.

PART V

OFFICERS AND STANDING MEMBERS OF THE BOARD

5.01 OFFICERS

The Officers of the Board shall be:

- (a) the Chairperson;
- (b) the Vice-Chairperson; and
- (c) the Chief Executive Officer, as Secretary.

5.02 DUTIES OF CHAIRPERSON

The Chairperson shall:

- (a) be responsible for the convening of and presiding at all meetings of the Board;
- (b) be an ex-officio member of all Board Committees;
- (c) be responsible for the naming of Trustees to Board Committees not otherwise provided for herein;
- (d) present the Chairperson's Report at each meeting of the Board;
- (e) represent the Board at public or official functions;
- (f) establish and operate effective lines of communication between the Board and media representatives in the Region;
- (g) issue public statements on matters pertaining to the Board, in consultation with the Chief Executive Officer unless otherwise authorized by the Board; and
- (h) perform such other duties as may from time to time be determined by the Board.

5.03 DUTIES OF VICE-CHAIRPERSON

The Vice-chairperson shall:

- (a) assist the Chairperson in the execution of the duties of the Chairperson;
- (b) have all the powers and perform all of the duties of the Chairperson in case of the absence, inability to act, or disability of the Chairperson;
- (c) perform such other duties as may from time to time be determined by the Board.

5.04 DUTIES OF SECRETARY

The Secretary shall:

- (a) be the CEO;
- (b) give notice to Trustees of all regular and emergency meetings of the Board;
- (c) give notice to Board Committee members of all meetings of Board Committees as required pursuant to the Bylaws;
- (d) attend all meetings of the Board and Board Committees in a non-voting capacity;
- (e) keep or ensure the keeping of records of the attendance at and the minutes of all meetings of the Board and Board Committees and of the transactions of same;
- (f) prepare or coordinate the preparation of all reports required under any provincial legislation including, without restricting the generality of the foregoing, the Act;
- (g) be the custodian of all minute books, documents, and registers of the Board and the Board seal;
- (h) file and retain copies of all testamentary documents or trust instruments by which benefits are given, bequeathed or devised to or for the use of the Board;
- (i) be responsible for the receipt of and preparation of all correspondence to and from the Board; and
- (j) perform such other duties as ordinarily pertain to the office of Secretary, or as the Board may from time to time direct.

5.05 **CHIEF EXECUTIVE OFFICER**

Subject to the approval of the Minister, the Board shall appoint a person suited by experience and education as Executive Director of the Authority who shall be the Chief Executive Officer (CEO).

The CEO or designate shall attend all meetings of the Board and shall be a non-voting ex-officio member of all Board Committees.

The CEO shall be subject to the direction of the Board in all things and shall be responsible for the overall day-to-day management of the Board and the Health Services, within policies established by the Board.

Without restricting the generality of the foregoing, the CEO's primary responsibilities to the Board shall be to:

- (a) act as chief advisor to the Board on all matters relating to management of Health Services and ensure that the Board is kept informed on all relevant matters;
- (b) provide leadership to the Board in the development and periodic review of the mission and role of the Board and in the development of long-range plans for implementation of that mission and role;
- (c) within the approved role and long-range plans adopted by the Board from time to time, develop short and medium term objectives for approval by the

- Board and allocate all necessary physical, fiscal and human resources efficiently and effectively to ensure the attainment of those approved objectives;
- (d) foster an environment which continuously seeks to improve services in an effort to meet the expectations of the clients of the Health Services;
 - (e) select, employ, discipline and discharge employees; develop and maintain human resources policies and practices for the Board;
 - (f) select a senior leadership team to assist in the management and operation of the Health Services;
 - (g) coordinate all of the Board's resources, including all of the various professions and employee groups;
 - (h) ensure that policies, programs and decisions of the Board are implemented effectively and efficiently;
 - (i) foster a working environment which maximizes the contributions of all staff and seeks to enhance their personal growth and development;
 - (j) negotiate funding from the Provincial Government;
 - (k) ensure compliance with all regulations governing community services, hospitals and long-term care facilities, including standards for accreditation;
 - (l) act as liaison with all organizations which relate directly or indirectly to the Board;
 - (m) act as delegate of the Board in relation to certain measures under the Medical Staff Bylaws relating to section 7, Physician Leaders
 - (n) ensure that the Board integrates with the communities within the Region and that a favorable public attitude exists by establishing and maintaining external communications and public relations programs;
 - (o) delegate authority to staff members where appropriate;
 - (p) perform the duties of Secretary of the Board;
 - (q) be responsible to the Board for the organization and administration of programs and services in conformity with the Board's policies and directions; and
 - (r) perform such other duties as may be directed from time to time by the Board.

5.06 STANDING MEMBERS

The incumbent Chief of Staff, Chair, Medical Advisory Committee, and President, Medical Staff Association shall be standing members of the Board and in that capacity, attend all open and *in camera* meetings of the Board except where the subject matter of any *in camera* meeting is: (i) in any way related to their office or the office holder; and/or (ii) held pursuant to subsection 6.03B.

5.07 CHIEF OF STAFF

The Board shall appoint a physician to be the Chief of Staff (COS). The COS or designate shall, subject to 5.06 herein, attend all meetings of the Board as a non-voting standing member, and shall be subject to the direction of the Board in all matters related to clinical practice and shall be responsible for all issues of quality of medical diagnosis, care and treatment within the Regional Health Authority.

Without restricting the generality of the foregoing, the COS's primary responsibilities to the Board shall be to:

- (a) account to the Board with respect to all matters regarding Medical Staffing throughout the region and providing the clinical, operational, strategic, fiscal, and cultural leadership as Central Health's chief physician.
- (b) account to the Board for issues of quality of medical diagnosis, care and treatment within the health region, supervising all medical care given to patients, and residents within Central Health through and with the Department Chiefs, including:
 - (i) lead the physician credentialing, appointment and privileges process;
 - (ii) advise on metrics related to medical care, manage physician remediation and discipline issues and oversee the work of the MAC; and
 - (iii) complete the COS duties as more particularly set out in the Medical Staff Bylaws for the joint appointment held by the VP/COS.

5.08 CHAIR, MEDICAL ADVISORY COMMITTEE

The Chair of the Medical Advisory Committee (MAC) shall be appointed by the Board for a three year term and shall, subject to 5.06 herein, attend all meetings of the Board as a non-voting standing member, and report to the Board on matters concerning the provisions of medical care and the granting of appointment and privileges and shall perform such other duties as are more particularly set out in the Medical Staff Bylaws.

5.09 PRESIDENT, MEDICAL STAFF ASSOCIATION

The President of the Medical Staff Association shall, subject to sub-sections 5.06 and 6.03B herein, attend all meetings of the Board as a non-voting standing member, and report to the Board on matters concerning the medical staff from the perspective of his/her office.

PART VI

MEETINGS OF THE BOARD

6.01 REGULAR MEETINGS

- (a) Regular meetings of the Board shall be held every six weeks, at least eight (8) times per annum;
- (b) The Secretary shall give notice of the regular meeting if the meeting is to be held at a time, day or at a place other than that previously stipulated;
- (c) The Secretary shall ensure that a package containing all materials necessary for consideration at regular meetings is delivered in hard copy or by email to all Trustees at least two (2) days prior to the date of each regular meeting; and
- (d) The business to be transacted at each regular meeting shall include;
 - (i) call to order,
 - (ii) presentation of the minutes of the last preceding regular meeting and of all intervening emergency meetings,
 - (iii) unfinished business from the previous regular meeting,
 - (iv) report of Chairperson,
 - (v) report of Board Committees,
 - (vi) report of Chief Executive Officer,
 - (vii) report of the Chief of Staff
 - (viii) other reports,
 - (ix) new business,
 - (x) correspondence, and
 - (xi) adjournment.
- (e) A Trustee may participate in a meeting of the Board by means of a telephone or other communication devices that permits all persons participating in the meeting to hear one another simultaneously.

6.02 EMERGENCY MEETINGS

The Chairperson of the Board, or the Chairperson of any Committee, may call an emergency meeting of the Board, or of the said Committee, by giving notice by telephone to all Trustees, or to the members of that Committee, and the emergency meeting may be convened when a quorum can be obtained therefor.

6.03 ANNUAL MEETINGS

- (a) An annual meeting of the Board shall be held within 6 months of the end of the fiscal year, at such time and place as the Board may from time to time determine.
- (b) The annual meeting shall be open to the public.
- (c) Notice of the annual meeting of the Board and the business to be transacted thereat shall be given by or at the direction of the Secretary to the Board at least ten (10) days before such meeting is scheduled to take place.
- (d) The business to be transacted at the annual meeting shall include, in the following order:
 - (i) call to order,
 - (ii) reading of the minutes of the last annual meeting,
 - (iii) business arising out of the minutes,
 - (iv) report of Officers and Board Committees,
 - (v) appointment of auditors,
 - (vi) new business, and
 - (vii) adjournment.

6.03A ***IN CAMERA MEETINGS***

- (a) Before holding a meeting, or part of a meeting, *in camera* pursuant to this section of the Bylaws, the Board shall state by resolution the fact of the holding of the *in camera* meeting and the general nature of the matter to be considered at the *in camera* meeting.

All *in camera* meetings shall be constituted and governed in accordance with the *in camera* Meetings Policy.

- (b) Notwithstanding sub-section 6.06 of these Bylaws, the Board shall record without note or comment all resolutions, decisions and other proceedings at an *in camera* meeting of the Board. This record shall not form part of the general minutes of Board meetings and shall not be kept together with minutes taken at Board meetings not held *in camera*. An original copy of this record, signed by the Secretary of the Board shall be confirmed at the next *in camera* meeting following, and shall be signed by the Chairperson of the said meeting.

6.03B ***IN CAMERA MEETINGS WITHOUT MANAGEMENT PRESENT***

- (a) The Board may reserve time during any *in camera* meeting held pursuant to this section of the Bylaws, to meet without management present. The Board may determine to hold a portion of an *in camera* meeting as an *in camera* meeting without management present and shall state, as part of the resolution contemplated in sub-section 6.03A(a), of the intention to do so and the general

nature of the matter to be considered in the *in camera* meeting without management present.

- (b) All *In camera* meetings without management present shall be constituted and governed in accordance with the *in camera* Meetings Policy.
- (c) Notwithstanding sub-section 6.06 of these Bylaws, the Board shall record without note or comment all resolutions, decisions and other proceedings at an *in camera* meeting without management present. This record shall not form part of the general minutes of Board meetings and shall not be kept together with minutes taken at Board meetings not held *in*. An original copy of this record, signed by the Secretary shall be confirmed at the next *in camera* meeting following, and shall be signed by the Chairperson of the said meeting.

6.04 **NOTICE**

The declaration by the Chairperson or Secretary that appropriate notice of a meeting of the Board or of a Board Committee has been given pursuant to the Bylaws shall be sufficient evidence of the giving of such notice and the appropriateness thereof. No error or omission in giving notice of a meeting of the Board or of a Board Committee shall invalidate such meeting or make void any proceedings undertaken thereat, and any Trustee or member of any Board Committee may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken thereat.

6.05 **QUORUM**

- (a) A majority of the Trustees constitute a quorum for the transaction of business of the Board.
- (b) A Trustee who participates in a meeting of the Board by a means permitted by subsection 6.01e is for the purpose of establishing a quorum, present at the meeting.

6.06 **MINUTES**

The Secretary shall cause minutes of all meetings of the Board, excepting any meeting held *in camera* pursuant to sub-sections 6.03A and 6.03B, to be duly recorded and books kept for that purpose, and an original copy of all minutes, signed by the Secretary shall be confirmed at the next meeting following, and shall be signed by the Chairperson of the said meeting.

6.07 **PRESIDING OFFICER**

- (a) The Chairperson, or in his or her absence the Vice-Chairperson, shall preside at all meetings of the Board and his or her decision on all points of order shall be final; and

- (b) If both the Chairperson and Vice-Chairperson shall be absent from the meeting, the other members of the Board present shall appoint a temporary chairperson who shall have and may exercise the powers and shall carry out the duties of the Chairperson for the purposes of that meeting, or until the Chairperson or Vice-Chairperson shall be present.

6.08 **RULES OF ORDER**

Any question of procedure for any meeting of the Board or for any Board Committee which has not been provided for in the Bylaws shall be determined by the Chairperson of the meeting in accordance with the then current edition of **Robert's Rules of Order**, Henry Martyn Robert, Revised.

6.09 **VOTING**

- (a) Every disputed question at a meeting of the Board or of a Board Committee, other than a point of order, shall be decided by a majority of the Trustees present at the meeting, or of the members of the Board Committee present at the meeting;
- (b) Subject to Section 3.07, every Trustee and every member of a Board Committee is entitled to vote at all meetings of the Board or the Board Committee. The vote of any Trustee or any member of a Board Committee who is disqualified from voting on a question by virtue of Section 3.07 shall not, in respect of that question, be counted;
- (c) The Board Chairperson shall be a non-voting ex-officio member of all Board Committees;
- (d) In the case of an equality of votes at a meeting of the Board or of a Board Committee, inclusive of his or her own vote, the Chairperson presiding at the meeting has a second or casting vote;
- (e) Election to a non-ex-officio office on the Board or of a Board Committee shall be by a majority vote of Trustees or Board Committee members present at a meeting for which proper notice of the intended election is provided. In the event of failure to obtain a majority, the person receiving the lowest number of votes at each ballot shall be eliminated and voting shall continue until a candidate is elected by clear majority. If a tie exists following the second ballot, a five-minute recess will occur, then a third ballot will be called. Following the third ballot, if a tie still exists, the Chairperson of the meeting will cast the deciding vote and declare a majority candidate;
- (f) By a vote of at least seventy-five (75) percent of Trustees present at a meeting for which proper notice of such intention is provided, any non-ex-officio Officer of the Board and any non-ex-officio member of any Board Committee may be

required to withdraw from such office or from such Board Committee membership, and such withdrawal will take effect immediately upon the entry of such vote; and

- (g) Votes at a meeting of the Board or of a Board Committee shall be taken by secret ballot only if so demanded by a member or members of the Board or Board Committee present, but if no such demand is made the vote shall be taken by a show of hands or oral assent or dissent at the direction of the Chairperson. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

6.10 **INVITATIONS TO ATTEND MEETINGS**

The Board may invite members of Medical Staff, the Board's legal counsel, the Board's auditor and administrative personnel of any of the Health Services to attend meetings of the Board. No persons not hereinbefore stipulated may attend a meeting of the Board, except:

- (a) by invitation of the Chairperson, through the Chief Executive Officer; or
- (b) by invitation of the Chief Executive Officer, with the approval of the Chairperson.

PART VII

BOARD COMMITTEES

7.01 APPOINTMENT TO STANDING COMMITTEES

At the first regular meeting of the Board following his or her appointment by the Minister, the Chairperson of the Board shall, in accordance with these Bylaws, appoint Trustees to serve as members of all standing Board Committees and, where applicable, the Chairpersons thereof.

7.02 BOARD COMMITTEES

The standing Board Committees shall be the:

- (a) Resources Planning Committee;
- (b) Quality Assurance & Performance Committee
- (c) Governance Committee;
- (d) Community Advisory Committees;
- (e) Executive Committee; and
- (f) Appointment and Privileges Committee.

The ad-hoc Board Committee shall be the:

- (g) Appeal Committee.

7.03 SPECIAL BOARD COMMITTEES

- (a) The Board may from time to time constitute and establish any special Board Committees as may be necessary or advisable to carry out any special work or inquiry, name the members and the Chairperson and Vice-Chairperson thereof, and prescribe the Terms of Reference of such Committees. Special Board Committees shall confine their activities to those matters for which they are constituted and shall advise and make recommendations only to the Board. The Board may by resolution from time to time eliminate or dissolve any special Board Committee; and
- (b) Any vacancy occurring in a special Board Committee shall be filled by the Board. A vacancy shall not impair the ability of the remaining members of the said special Board Committee to act pending filling of the vacancy.

7.04 COMMITTEE PROCEDURES

- (a) Each standing Board Committee shall hold periodic meetings as prescribed in its Terms of Reference;

- (b) Each standing Board Committee shall make reports to the Board on its proceedings, and on all matters and business conducted by it, for acceptance, coordination or change by the Board whenever required by the Board to do so;
- (c) A resolution of a standing Board Committee evidenced in writing and signed by all members of the Board Committee shall be effective as if passed by a duly constituted meeting of the Board Committee, provided that such resolution shall be recorded in the minute book of the Board Committee; and
- (d) Except as provided in this Section 7.04, the provisions of Part VI shall apply mutatis mutandis to meetings of all Board Committees.

PART VIII

PURPOSE AND ACCOUNTABILITY OF BOARD COMMITTEES

8.01 RESOURCE PLANNING COMMITTEE

(a) **Purpose**

The purpose of the Resource Planning Committee is to review, discuss and recommend to the Board appropriate action to be initiated concerning all the strategic plans, finances and properties of the Board.

(b) **Accountability**

The Resource Planning Committee shall be accountable to the Chairperson and the Board at large.

8.02 QUALITY ASSURANCE AND PERFORMANCE COMMITTEE

(a) **Purpose**

The Quality Assurance and Performance Committee is responsible for assisting the Board to carry out its responsibilities for overseeing the quality of care, patient safety and clinical service provided throughout the organization.

(b) **Accountability**

The Quality Assurance and Performance Committee shall be accountable to the Board of Trustees. The minutes shall be approved by the Board of Trustees.

The Committee will report to the Board on the following items:

- 1) Progress report on committee goals (at least quarterly),
- 2) Quality indicator report card (at least quarterly),
- 3) Sentinel event summary (at least quarterly),
- 4) Accreditation (at least quarterly),
- 5) Client Satisfaction (annually),
- 6) Organizational culture (annually),
- 7) Root Cause Analysis (annually),
- 8) Patient Safety Culture (annually),
- 9) Physician satisfaction (annually).

8.03 GOVERNANCE COMMITTEE

(a) **Purpose**

The purpose of the Governance Committee is to provide a focus on governance that will enhance the organizations performance. The Committee assesses and makes recommendations regarding Board effectiveness and provides direction regarding ongoing Board development.

(b) **Accountability**

The Governance Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing a report at the next Board meeting.

8.04 **COMMUNITY ADVISORY COMMITTEES**

(a) **Purpose**

The purpose of a Community Advisory Committee is to provide:

- advice to the Board of Trustees;
- a mechanism for meaningful community input into the prioritization, development, implementation and delivery of health and community services for a prescribed geographic area;
- liaison (input and feedback) between the Board and the communities it serves.

Health and community services will be organized and provided based on the principles of Primary Health Care: public participation, health promotion, inter-sectoral co-operation, appropriate technology, and accessibility.

(b) **Accountability**

Community Advisory Committees will be accountable to the Board of Trustees. They have no legal status. The Board of Trustees is charged with the overall governance of the regional health authority. Community Advisory Committees are only one mechanism supporting the decision-making authority of the Board. The Board may, from time to time, make governance decisions that are not in line with specific recommendations from Advisory Committees.

8:05 **EXECUTIVE COMMITTEE**

(a) **Purpose**

The Executive Committee shall perform Board executive functions for the purpose of acting on behalf of the Board on matters of administrative urgency. The committee shall also oversee the performance of the President and Chief Executive Officer (CEO) and Chief of Staff (COS).

(b) **Accountability**

The Executive Committee will be accountable to the Board of Trustees and shall report its discussions to the Board by maintaining minutes and providing a report at the next Board meeting.

8.06 **APPOINTMENT AND PRIVILEGES COMMITTEE**

(a) **Purpose**

The purpose of the Appointment and Privileges Committee is to evaluate applications and make recommendations to the Board concerning appointment and reappointment to the Medical Staff and granting of Privileges within the Regional Health Authority.

(b) **Accountability**

The Appointment and Privileges Committee will be accountable to the Board of Trustees and shall report its discussions to the Board by maintaining minutes and providing a report at the next Board meeting.

8.07 **APPEAL COMMITTEE**

(a) **Purpose**

The Appeal Committee shall be an ad-hoc committee of the Board constituted to hear and decide administrative appeals pursuant to Part X of the Medical Staff Bylaws.

(b) **Accountability**

The Appeal Committee shall be accountable to the Board to perform all functions pursuant to the provisions of Part X of the Medical Staff Bylaws. Their decisions shall bind the Board.

8.08 **TERMS OF REFERENCE**

Comprehensive Terms of Reference for the committees identified in sections 8.01 – 8.07 is contained in the Board Policies Manual.

PART IX**ACCOUNTING AND FINANCE****9.01 FISCAL YEAR**

The fiscal year of the Board shall be from April 1st to the following March 31st.

9.02 BANK ACCOUNTS

The Board shall from time to time designate a Bank in which the funds of the Board are to be held on deposit, and shall open its accounts in the name of the Board in such Bank, and deposit to the credit of those accounts monies received by the Board in its exercise of the management and operation of the Institutions.

9.03 BANKING AUTHORITIES

- (a) The Chairperson (or Vice-Chairperson) and the Chief Executive Officer jointly are hereby authorized for and in the name of the Board:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money,
 - (ii) to receive all monies and to provide accountability for same,
 - (iii) subject to the approval of the Board, to assign and transfer to the Board's Bank all or any stocks, bonds, and other securities,
 - (iv) subject to the approval of the Minister from time to time, to borrow money from a Bank, and
 - (v) generally, for and in the name and on behalf of the Board, to transact with the Board's Bank any business they may jointly think fit;
- (b) Any Officer of the Board, or any official as may from time to time be designated by the Board, is hereby authorized, or may be authorized, on behalf of the Board:
 - (i) to negotiate with, deposit with, endorse or transfer to the Board's Bank, but for the credit of the Board only, all or any bills of exchange, promissory notes, cheques, or orders for payment of money and other negotiable paper,
 - (ii) from time to time to arrange, settle, balance, and certify all books and accounts between the Board and the Board's Bank,
 - (iii) to receive all paid cheques and vouchers, and
 - (iv) to sign the Board's Bank's form of settlement of balances and release;

9.04 AUDITOR

Subject always to compliance with the requirements of applicable Provincial tendering legislation, at the annual meeting in each year the Board shall appoint a qualified auditor in public practice to be the auditor of the accounts of the Board and the Institutions for the ensuing year, and at a rate of remuneration to be fixed by the Board.

9.05 **ACCOUNTS**

- (a) The Board shall cause to be kept true accounts of all sums of money received and expended by the Health Services and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Board and of the Health Services;
- (b) The accounts of the Board and the Health Services shall be audited annually by the auditor, who shall make a report of the audit to the Board setting out the income and expenditures of the Board during the year and a statement of the assets and liabilities of the Board at the end of the year, and providing such recommendations as he or she shall see fit. The auditor shall from time to time report to the Board on the progress of his or her work if so directed;
- (c) The auditor shall certify the audited account, which shall then be signed by the Board Chairperson and one other Trustee. The Chairperson shall attach to the certified audited accounts any reports which the auditor may have made to the Board; and
- (d) The Board may cause to be published, in such a manner as it sees fit, the audited account and the certificate and report of the auditor, and shall forward same to all persons or agencies to which such report and certificate is required to be forwarded by law.

9.06 **SEAL**

- (a) The Chairperson or Vice-Chairperson and CEO shall jointly sign on behalf of the Board and affix the Board Seal to all contracts, agreements, conveyances, mortgages, or other documents as may be required and as authorized by the Board, and advise Board when the Seal is used. The Seal of the Board shall be in the form impressed hereon.

(seal)

The Board may authorize other Executives to sign on behalf of the Board.

A report listing the purposes for which the corporate seal is approved will be submitted to the Board.

- (b) The Board may by resolution authorize the execution of any other contract, agreement, or other document by the Chief Executive Officer or such other Officers or employees as the Board may deem necessary.

9.07 **INVESTMENTS**

- (a) The Board may invest, only in securities authorized by the *Trustee Act*, R.S.N. 1990, c. T-10 as amended from time to time:
 - (i) all endowment monies bequeathed in trust to the Board for the use of the Board; and
 - (ii) all Board monies not immediately required for operating expenses;
- (b) Notwithstanding the provisions of Subsection 9.07(a) the Board may, in its discretion, retain investments not authorized by the *Trustee Act* which are given or bequeathed to the Board in specie; and
- (c) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Board.

PART X

ANCILLARY ASSOCIATIONS AND FOUNDATIONS

INSTITUTION AUXILIARIES AND ASSOCIATIONS

The Board may support the formation of auxiliaries or any other ancillary associations as it deems advisable. Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Board and the patients/residents/clients in the Board's Health Services. Each such association shall elect its own Officers and formulate its own bylaws; but at all times the objectives and activities of each such association shall be subject to review and approval by the Board.

FOUNDATIONS

The Board may sponsor the formation of one or more fundraising foundations. Such foundations shall be charitable tax-exempt organizations with the general purpose of fundraising in support of Board activities. The directors of such foundations shall be appointed by the Board, and the Bylaws of each such foundation, together with any amendments hereto, shall be subject to approval by the Board.

The two foundations formed and acting under the authority and sponsorship of the Central Regional Health Authority are the Central Northeast Health Foundation, and the South and Central Health Foundation.

PART XI

RULES

11.01 ENACTMENT OF RULES

The Board may, from time to time make rules and policies providing for the carrying out of the functions and purposes of the Board and the Health Services, including but without limiting the generality of the foregoing:

- (a) the admission, treatment and care of all patients;
- (b) the provision of community services to clients;
- (c) the provision of long term care to residents;
- (d) personnel policies, including employee benefits;
- (e) health and infection control policies;
- (f) fire and safety; and
- (g) administrative financial procedures and policies.

PART XII

AMENDMENT OF BYLAWS

12.01 PROCEDURE

Subject to the provisions of law, if any, in that respect, the Bylaws may be altered, amended or repealed and new Bylaws may be enacted by the Board at a meeting called for the purpose of considering any such alteration, amendment or repeal, or new Bylaws provided, however, that notice in writing proposing such alteration, amendment, repeal or new Bylaws and setting out the content thereof shall be given at any regular meeting of the Board, and shall be tabled and considered at the next regular meeting, and provided further that such alteration, amendment, repeal or enactment shall require an affirmative vote of at least 2/3rds of the voting members of the Board present at such meeting for adoption.

12.02 COMING INTO FORCE

Any Bylaw and any alteration, amendment or repeal thereof shall come into force only on the approval and adoption thereof by the Board.

12.03 PARAMOUNTCY

In the case of inconsistency between the provisions of these Bylaws and the provisions of any other bylaws, rules, or regulations governing activities in or pertaining to the Board or any Health Services, whether approved by the Board or not, the provisions of these Bylaws shall prevail.

PART XIII

MEDICAL STAFF BYLAWS

13.01 *ENACTMENT OF MEDICAL STAFF BYLAWS*

The Board enacted on June 18, 2011 Bylaws and rules governing the Medical Staff which, have the same authority and effect as if they were included and reproduced in their entirety herein, notwithstanding that such Bylaws and rules may be reproduced under separate cover.

PART XIV

ADOPTION

14.01 ADOPTION AND APPROVAL

These Bylaws are hereby approved and adopted by the Board of Trustees of the Central Regional Health Authority as at the 28th day of March, 2006.

Revised December 9, 2008

Revised September 25, 2012

Revised July 21, 2014

Revised May 6, 2019

Revised April 19, 2021



CHAIRPERSON



SECRETARY