

IWK Health Centre Corporate Bylaws

made under Section 20 of the

Health Authorities Act

S.N.S. 2014, c. 32

N.S. Reg. 126/2016

amended to N.S. Reg. 220/2022

effective September 15, 2022

Prepared by
the Office of the Registrar of Regulations
Halifax, Nova Scotia

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S.N.S. 2014, c. 32
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1 Definitions

1.1 In these bylaws:

- 1.1.1 **ancillary organization** means an ancillary organization of which the Board has approved the establishment pursuant to clause 19;
- 1.1.2 **auditor** includes a partnership of auditors;
- 1.1.3 **Board** means the Board of Directors of the Health Centre;
- 1.1.4 **bylaws** means the bylaws of the Health Centre, as amended from time to time, including these Corporate Bylaws and the Medical, Dental, and Affiliated Staff Bylaws;
- 1.1.5 **Chair** means the Chair of the Board, or where the context requires, the Chair of a committee;
- 1.1.6 **department** means a functional sub-unit of the medical, dental, and affiliated staff as established by the Board;
- 1.1.7 **director** means a member of the Board;
- 1.1.8 **ex officio** means membership by virtue of the office, and includes all rights, responsibilities and powers to vote unless otherwise specified;
- 1.1.9 **governance policies** means the Board's governance policies as from time to time in force, as more particularly referenced in clause 20;
- 1.1.10 **Health Centre** means the Izaak Walton Killam Health Centre;
- 1.1.11 ***Health Authorities Act*** means the *Health Authorities Act*, S.N.S. 2014, c. 32 (as amended), and the regulations made thereunder, as amended or replaced from time to time;
- 1.1.12 ***Hospitals Act*** means the *Hospitals Act*, R.S.N.S. 1989, c. 208, and the regulations made thereunder, as amended or replaced from time to time;
- 1.1.13 **Maritimes** means the provinces of New Brunswick, Nova Scotia and Prince Edward Island;
- 1.1.14 **medical, dental, and affiliated staff** means those physicians, dentists and affiliated staff who are licensed under the *Medical Act*, S.N.S. 2011, c. 38 (as amended) and the *Dental Act*, S.N.S. 1992, c. 3 (as amended) if applicable,

and have privileges or who are otherwise permitted to ~~practice~~ [practise] within the Health Centre as more particularly set out in the Medical, Dental, and Affiliated Staff Bylaws;

1.1.15 **officers of the Board** means the Chair, Vice Chair, Past Chair, and Secretary of the Board;

1.1.16 **President and CEO** means the person appointed by the Board to be the President and Chief Executive Officer, who is responsible for the administration and management of the Health Centre;

1.1.17 **rules and regulations** means the Health Centre's rules and regulations as from time to time in force, as more particularly referenced in clause 19; and

1.1.18 **executive leadership team** means vice presidents, Chief Operating Officer, executive directors, and other senior administrative staff as appointed by the President and CEO.

1.2 **Extended meanings**

Words importing the singular number shall include the plural and vice versa, words importing any gender shall include all genders and words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations and health centres.

2 **The Health Centre**

2.1 **Annual meeting**

2.1.1 **Annual meeting of the Health Centre**

The annual meeting of the Health Centre shall be held within six months of the Health Centre's year end at such date and time as the Board shall determine.

2.1.2 **Notice of meetings of the Health Centre**

Notice of the annual meeting of the Health Centre shall be given at least ten days in advance of the meeting and may be given by telephone, in writing or by electronic means to the directors and by publication across the Maritimes by such methods as are determined from time to time by the Board.

2.1.3 **Waiver of notice**

No error or omission in giving notice for a meeting of the Health Centre shall invalidate or make void any proceeding taken or had at such a meeting, and any director of the Health Centre at any time may waive notice of any meeting and may ratify and approve any or all proceedings taken or had thereat.

2.1.4 **Quorum for annual meeting of the Health Centre**

The quorum of the annual meeting of the Health Centre shall consist of the majority of the voting directors of the Board of the Health Centre.

2.1.5 **Adjournment of meeting of the Health Centre**

If, within one half-hour after the time appointed for a meeting of the Health

Centre, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.

2.1.6 The chair of a meeting of the Health Centre

The chair of a meeting of the Health Centre shall be

2.1.6.1 the Chair of the Board;

2.1.6.2 the Vice Chair of the Board in the absence of the Chair; or

2.1.6.3 a chair elected by and from those members of the Health Centre entitled to vote who are present if both the Chair and Vice Chair of the Board are absent.

2.1.7 Business transacted at the annual meeting of the Health Centre

Business transacted at the annual meeting of the Health Centre may include any one or all of the following:

2.1.7.1 minutes of the previous annual meeting;

2.1.7.2 report of the Board including financial statements (operations and capital);

2.1.7.3 report of the unfinished business from any previous meeting of the Health Centre;

2.1.7.4 report of the Chair and President and CEO;

2.1.7.5 report of the auditor of the Health Centre;

2.1.7.6 report of the committees of the Board;

2.1.7.7 report of any foundation affiliated with the Health Centre;

2.1.7.8 other reports and business at the discretion of the Board;

2.1.7.9 business arising at the annual meeting;

2.1.7.10 new business at the annual meeting; and

2.1.7.11 election or appointment of directors.

2.1.8 Minutes of the meeting of the Health Centre

The Secretary shall cause minutes of the meeting of the Health Centre to be duly recorded.

2.1.9 Voting

Questions arising at any meeting of the Health Centre shall be decided by a majority of votes. The Chair shall be entitled to vote and in the situation of an equality of votes, the motion shall be considered defeated. All votes at any

such meeting shall be taken by ballot if so requested by any director of the Health Centre present, but if no such request is made, the vote shall be taken orally by assent or dissent. Declaration by the Chair that a resolution has been carried shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favo[u]r of or against such resolution.

2.1.10 Questions of procedure

Any question of procedure at or for any meeting of the members of the Health Centre which have not been provided for in these bylaws shall be determined by the Chair of the meeting in accordance with *Robert's Rules of Order*.

3 Board powers

3.1 In accordance with the *Health Authorities Act*, the Board shall oversee the business and affairs of the Health Centre.

4 Directors

4.1 Board membership

The Board shall consist of the following as directors, each of whom is entitled to vote, unless otherwise as specified below:

4.1.1 twelve (12) individuals elected by the members of the Health Centre, each of whom shall serve for a three-year term, provided however that directors may be elected for a term of less than three years to the extent necessary to ensure that the expiry of the terms of such twelve directors is staggered with the terms of no more than six such directors expiring in any one year;

4.1.1.1 in electing directors, the members of the Health Centre shall ensure that the Board is representative of communities throughout the Maritimes, with eight (8) directors who are residents of Nova Scotia at least two (2) of whom reside outside the Halifax Regional Municipality, at least three (3) directors who are residents of New Brunswick and at least one (1) director residing in Prince Edward Island;

4.1.2 two (2) individuals appointed by the Minister of Health and Wellness;

4.1.3 one (1) individual appointed by the Izaak Walton Killam Health Centre Foundation Board, with such appointment to be made in such manner as the Board may from time to time determine;

4.1.4 the Dean of Medicine, Dalhousie University, or delegate;

4.1.5 the following shall serve as ex officio non-voting directors of the Board:

4.1.5.1 the President and CEO;

4.1.5.2 the President of the medical, dental, and affiliated staff;

4.1.5.3 the Chair of the Medical Advisory Committee; and

4.1.5.4 one (1) individual appointed by the Minister of Health and Wellness who is a director on the Nova Scotia Health Authority Board.

4.2 Appointment of additional directors

The Board may from time to time appoint such additional directors as may be necessary or desirable for the proper dispatch of the business of the Health Centre, with a term to be determined by the Board.

4.3 Nominations for elected positions

Nominations for election as directors at the annual meeting of the Health Centre shall be made only by the Governance, Nominating and Human Resource Committee, pursuant to procedures set out in the governance policies of the Health Centre, which includes consultation with the respective ~~Ministry~~ [Departments] of Health for the Province of Nova Scotia, Province of New Brunswick and Province of Prince Edward Island.

4.4 Qualifications for eligibility and membership on the Board

4.4.1 Eligibility for membership on the Board shall require that the nominee support and promote the objects of the Health Centre and the purpose and vision of the Health Centre.

4.5 Restrictions on qualifications

4.5.1 No member of the medical, dental, and affiliated staff is eligible for election or appointment to the Board except as a member referred to in clauses 4.1.4 or 4.1.5.

4.5.2 No current employee of the Health Centre and no person employed by the Health Centre in the preceding thirty-six months shall be eligible for election or appointment to the Board except as a member referred to in clause 4.1.5.

4.5.3 No spouse, child or parent of a member of the Board or executive leadership team or medical/dental/scientific staff shall be eligible for election or appointment to the Board.

4.5.4 No person shall be eligible for election or appointment to the Board who has the status of an undischarged bankrupt or who is subject to an order under the *Adult Capacity and Decision-making Act* (Nova Scotia) or similar legislation declaring such person to be mentally incompetent.

4.6 Defects in appointment

4.6.1 The acts of a director shall be valid notwithstanding any defect that is afterwards discovered in the director's appointment or qualifications.

4.7 Terms of office

4.7.1 No individual may serve as a director appointed under clause 4.1.1 for more than six consecutive years, except as set out in clause 4.7.2.

4.7.2 Notwithstanding clause 4.7.1, a director referred to in clause 4.1.1 may serve for more than six consecutive years to fulfill the term of Committee Chair, Board Chair, Vice Chair or Past Chair, provided that no Director may serve a term exceeding nine consecutive years.

4.7.3 Following a three-year absence from the Board, an individual may be appointed as Director under clause 4.1.1.

4.8 **Removal from office**

4.8.1 The directors, by resolution passed by a special majority of at least three quarters of the votes cast ~~therein~~ [thereon] at a meeting of the Board called for that purpose, may remove any director referred to in clause 4.1.1 before the expiration of that director's term of office and may, by a majority of votes cast at that meeting appoint any person in that director's place for the remainder of that director's term.

4.9 **Vacating office**

4.9.1 The office of a director shall be vacated upon the occurrence of any of the following events:

4.9.1.1 if a receiving order is made against the director or the director makes an assignment under the *Bankruptcy and Insolvency Act* [(Canada)];

4.9.1.2 if any order is made pursuant to the *Adult Capacity and Decision-making Act* or similar legislation declaring the director to be mentally incompetent;

4.9.1.3 if the director shall be removed from the office by resolution of the Board as provided by clause 4.8;

4.9.1.4 if by notice in writing to the Health Centre or the Board the director resigns and such resignation, if not effective immediately becomes effective in accordance with its own terms; or

4.9.1.5 if the director loses his or her qualifications or eligibility as referenced in these bylaws.

4.10 **Filling vacancy**

When a vacancy occurs amongst the elected directors, the vacancy may be filled for the remainder of the term of office of the departing director by an appointment made by the directors still in office by a majority vote at a Board meeting with a quorum in attendance.

4.11 **Exercise of powers where vacancy**

Where there is vacancy or vacancies on the Board the remaining directors may exercise all powers of the Board as long as a quorum remains in office.

4.12 **Remuneration**

The directors shall serve as such without remuneration provided that a director

may be paid reasonable expenses incurred in the performance of his or her duties.

5 Standard of conduct of directors

- 5.1 Directors are required to act in the best interests of the Health Centre. In matters pertaining to the activities of the Board, a director's duty to the Health Centre is paramount over any personal, local, or financial interests the director may have.
- 5.2 A director shall not act in a way that creates a conflict of interest or enter into any business arrangement with the Health Centre if such a business arrangement could reasonably be perceived as affecting the director's judgment with regard to the operations of the Health Centre, except
 - 5.2.1 after having declared to the Board the nature and extent of the director's interest in the matter
 - 5.2.1.1 at the meeting at which the matter creating the conflict of interest is first considered; or
 - 5.2.1.2 if the director is not in a conflict of interest at the time described in subclause 5.2.1.1, at the first meeting that is held after the director develops such a conflict of interest; and
 - 5.2.2 if, having declared the nature and extent of such interest, the director refrains from voting thereon and absents him/herself from the meeting during discussion and voting on the matter.
- 5.3 Where a director has entered into a business arrangement contemplated by clause 5.2 prior to becoming a director, the director shall
 - 5.3.1 declare to the Board the nature and extent of such interest in the matter; and
 - 5.3.2 having declared the nature and extent of such interest refrain from voting thereon and shall absent him/herself from the meeting during discussion and voting on the matter.
- 5.4 The Board may, at its option, nullify any contract entered into in violation of this clause.
- 5.5 If a director is an employee of the Health Centre or a member of the medical, dental, and affiliated staff appointed by the Board,
 - 5.5.1 the director must exercise special care in dealing with matters before the Board so that the credibility of the Board cannot be called into question as a result of bias, real or perceived, that an individual director may have, and
 - 5.5.2 the director shall not be entitled to vote and must absent him/herself on matters with regard to which the director has an interest that might reasonably be seen as affecting the director's judgment.

6 Confidential matters

- 6.1 All directors shall keep confidential all matters brought before the Board and all information to which they may be privy in the exercise of their duties as directors, including in particular, but without limiting the generality of the foregoing, all matters dealing with any patient or client of the Health Centre, except when such disclosure is made in accordance with any law or statute.
- 6.2 The Board shall authorize one or more persons to make statements to the media or the public as required.

7 Responsibility for Health Centre purpose

- 7.1 The Board shall be responsible for
 - 7.1.1 establishing and maintaining the overall strategic direction of the Health Centre, including the Health Centre's health services business plan;
 - 7.1.2 making all appointments and reappointments to the medical, dental, and affiliated staff and imposing conditions on appointments;
 - 7.1.3 ensuring, through the President and CEO, the appointment of competent and motivated Health Centre personnel, including administrative, nursing, technical and support staff; and
 - 7.1.4 ensuring, through the President and CEO, the financial oversight of the Health Centre's capital and operations.
- 7.2 The Board in discharging the responsibilities as defined in clause 7.1.2
 - 7.2.1 shall ensure that the safety and interests of patients and other recipients of services is a prime concern;
 - 7.2.2 shall ensure the ongoing evaluation of programs and services of the Health Centre in terms of their effectiveness and efficiency; and
 - 7.2.3 may request recommendations from the President and CEO, or any other competent authority.
- 7.3 The Board shall maintain procedures for
 - 7.3.1 the establishment and maintenance of appropriate standards for care and service and academic mission related standards and services including those provided by the Canadian Council for Health Services Accreditation (CCHSA);
 - 7.3.2 the continuing evaluation of professional practice and medical, dental, and affiliated staff functions in order to determine the degree to which predetermined professional standards are being met; and
 - 7.3.3 gaining compliance with predetermined standards and criteria when processes of evaluation indicate that they are not being met.

- 7.4 Any authority delegated by the Board to medical, dental, and affiliated staff officials or committees may be revoked by the Board at any time. No such delegation shall preclude the Board from exercising its authority to meet its responsibilities as set forth in these bylaws.
- 7.5 Without limiting the generality of the foregoing, the Board shall
- 7.5.1 govern, and through the President and CEO, direct the affairs of the Health Centre;
 - 7.5.2 recommend to the Minister of Health & [and] Wellness which health services should be made available by the Health Centre;
 - 7.5.3 report on the health systems performance;
 - 7.5.4 ensure operations are in accordance with any accountability framework established by the Minister of Health and Wellness;
 - 7.5.5 cause the creation of and approve the Medical, Dental, and Affiliated Staff Bylaws (upon approval of the Minister of Health & [and] Wellness), which shall be consistent with these corporate bylaws;
 - 7.5.6 deliver annual reports to the Minister of Health & [and] Wellness;
 - 7.5.7 establish procedures for monitoring compliance with the *Hospitals Act*, the *Health Authorities Act*, the regulations thereunder, the bylaws, and any other relevant legislation;
 - 7.5.8 in accordance with the *Health Authorities Act*, appoint an auditor of the Health Centre;
 - 7.5.9 be responsible for the formation of committees as set out in these bylaws;
 - 7.5.10 select, and define the duties and responsibilities of, the President and CEO;
 - 7.5.11 delegate responsibility and concomitant authority to the President and CEO for the management and operation of the Health Centre and require his/her accountability to the Board;
 - 7.5.12 appoint, reappoint, suspend, limit, change, revoke, or otherwise deal with the appointment of persons to the medical, dental, and affiliated staff and the Health Centre and delineate, suspend, limit, change, revoke or otherwise deal with their respective Health Centre privileges at the discretion of the Board, in accordance with the Health Centre's medical resource plan, relevant legislation and bylaw requirements;
 - 7.5.13 assess and monitor the acceptance by each member of the medical, dental, and affiliated staff of his/her responsibility to his/her patient(s) and to the Health Centre concomitant with the privileges and duties of the appointment and with the bylaws of the Health Centre;

- 7.5.14 ensure that the medical, dental, and affiliated staff is properly organized and functions in accordance with the relevant legislation and bylaws and establish appropriate means of accountability on the part of the medical, dental, and affiliated staff to the Board;
- 7.5.15 ensure the provision, within available resources, of appropriate equipment and facilities, a safe environment and qualified staff for the services which the Health Centre intends to provide to the community it serves and the successful pursuit of its academic mission;
- 7.5.16 ensure that the mandates of Board committees are carried out;
- 7.5.17 on a regular basis, develop and review the purpose and strategy of the Health Centre and ensure that the community which the Health Centre serves is engaged in the development of the purpose and strategy, and informed on the performance of the Health Centre;
- 7.5.18 ensure that the community in general and ancillary organizations in particular, are kept properly informed of the use and disposition of the gifts and funds provided to the Health Centre;
- 7.5.19 ensure that quality assurance, risk management, utilization review and accreditation standards are established for the regular evaluation of the quality of care, and that all Health Centre services, including those of the medical, dental, and affiliated staff and the Board, are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- 7.5.20 endeavor to ensure that the Health Centre receives adequate funding to provide the appropriate level and extent of health care services to meet the health needs of the community and, to achieve its teaching hospital, research and leadership mandate;
- 7.5.21 cause the holding of an annual meeting and ensure that relevant reports are shared with the community.

8 Officers of the board

8.1 Appointment of officers

- 8.1.1 The Board shall elect and/or appoint from the directors referred to in clause 4.1.1 the following officers, as required, at the meeting immediately following the annual meeting of the Health Centre
 - 8.1.1.1 the Chair of the Board, who shall serve for a two-year term, unless otherwise stipulated by the Board at the time of the Chair's election; and
 - 8.1.1.2 the Vice Chair of the Board, who shall serve for a two (2)-year term unless otherwise stipulated by the Board at the time of the Vice Chair's election.

- 8.1.2 the President and CEO shall serve as the Secretary of the Board.
- 8.1.3 upon mutual agreement of the Chair and Past Chair of the Board, the Past Chair of the Board may serve for a term of one (1) year following the annual meeting of the Health Centre.

8.2 **Chair**

- 8.2.1 The Chair of the Board shall
 - 8.2.1.1 when present, preside at all meetings of the Board;
 - 8.2.1.2 set the agenda for the Board meeting and if necessary, identify which items need to be discussed by the Board in an in-camera session;
 - 8.2.1.3 report to each annual meeting of the Health Centre concerning the operations of the Health Centre;
 - 8.2.1.4 sign such documents as may require signature in accordance with the bylaws or decisions of the Board;
 - 8.2.1.5 represent the Health Centre at official public functions;
 - 8.2.1.6 sit as an ex officio member of all Board committees; and
 - 8.2.1.7 have such powers and perform such other duties as may from time to time be assigned by the Board.

8.3 **Vice Chair**

- 8.3.1 The Vice Chair of the Board shall
 - 8.3.1.1 have all the powers and perform all the duties of the Chair in the absence or disability of the Chair;
 - 8.3.1.2 sit as an ex officio member of all Board committees;
 - 8.3.1.3 assist the Chair as required in the execution of the Chair's duties; and
 - 8.3.1.4 have such powers and perform such other duties as may from time to time be assigned by the Board.

8.4 **Past Chair**

- 8.4.1 Upon mutual agreement of the Chair and Past Chair, the Past Chair of the Board may
 - 8.4.1.1 be a member of the executive committee;
 - 8.4.1.2 be available to the Board Chair to provide advisory support to issues relating to the Board; and

8.4.1.3 have such powers and perform such other duties as may from time to time be assigned by the Board.

8.5 Secretary

8.5.1 The President and CEO shall be Secretary of the Board. The Secretary shall be responsible for

8.5.1.1 attending all meetings of the Board and Board committees, either in person or by delegate approved by the Board;

8.5.1.2 the minutes of all Board meetings and circulating the minutes to all members of the Board;

8.5.1.3 ensuring that minutes of all Board committees are taken and circulated to committee members and the Board as appropriate;

8.5.1.4 all correspondence to, or from, the Board;

8.5.1.5 the seal of the Health Centre;

8.5.1.6 providing such notice as required in these bylaws of all meetings of members, the Board and Board Committees;

8.5.1.7 preparation of all reports required by law;

8.5.1.8 the custody of all minute books, corporate documents and registers;

8.5.1.9 such notice as is required in these bylaws of all meetings of the Board and Board committees;

8.5.1.10 all attendance records of those attending the meetings of the Board; and

8.5.1.11 such other duties as may be assigned from time to time by the Board.

9 President and CEO

9.1 The Board shall select and employ a President and CEO for such terms as the Board shall determine who shall be directly responsible to the Board for the management of the Health Centre. The President and CEO shall be given the necessary authority and be held responsible for the administration of the Health Centre in all its activities and departments, subject only to such policies as may be adopted and such directives as may be issued by the Board. The President and CEO shall act as the duly authorized representative of the Board in all matters for which the Board has not formally designated some other person to perform that function. The President and CEO shall delegate authority and duties to the appropriate personnel as the President and CEO sees fit.

9.2 The President and CEO shall foster an environment where high quality health care, teaching and research prosper. This primary goal shall be achieved in part through

the example and leadership of the President and CEO and the promotion of and adherence to the Health Centre's purpose, values and goals.

9.3 The President and CEO

9.3.1 shall in person or by designate attend all meetings of the Board and shall be an ex officio member of all committees established by the Board;

9.3.2 shall be subject to the direction of the Board in all things, and may be delegated the Board's authority in whole or part for the overall day to day management of the Health Centre; and

9.3.3 may, in the performance of his/her responsibilities, delegate to members of the executive leadership team and the medical, dental, and affiliated staff such of his/her powers and duties as is appropriate.

9.4 Without restricting the generality of the foregoing, the President and CEO shall

9.4.1 be the administrator of the Health Centre and exercise the authority, and accept and carry out all the duties, obligations and functions of an administrator;

9.4.2 participate in the development of strategic plans for the future of the Health Centre;

9.4.3 develop policies for the operation of the Health Centre and supervise the general administration, organization and management of the Health Centre in accordance with these bylaws and relevant legislation;

9.4.4 assist the Board in establishing and maintaining the overall strategic direction of the Health Centre, including the Health Centre's health services business plan;

9.4.5 assist the Board in development of the Health Centre's health services business plan and lead in the implementation of that plan;

9.4.6 represent the Health Centre in its relationship with the community, government and other health care agencies;

9.4.7 ensure that the processes are in place for clinical supervision of patient care in any health facility operated by the Board and in carrying out this responsibility, the President and CEO shall have the power to delegate this responsibility to staff in accordance with policies established by the Board;

9.4.8 ensure the effective and efficient use of financial, human, and physical resources in the Health Centre's day by day operations;

9.4.9 establish and maintain an overall communications plan for the Health Centre, its services, staff, patients, service recipients, and the public;

- 9.4.10 maintain relationships with the Department of Health and Wellness, health associations, related fundraising foundations, and ancillary organizations of the Health Centre;
 - 9.4.11 attend[,] or ~~be~~ in his/her absence arrange with the Board for the attendance of a representative at, all meetings of the Board and its committees, and may attend any meeting of an ancillary organization, community health board or an organization which is funded either in whole or in part by the Health Centre;
 - 9.4.12 ensure the availability of Board orientation and continuing education;
 - 9.4.13 report to the Board any matter about which it should have knowledge;
 - 9.4.14 be responsible for all securities and funds of the Health Centre in accordance with policies and guidelines set out from time to time by the Board;
 - 9.4.15 cause the provision of full and accurate reports of all financial holdings and transactions of the Health Centre;
 - 9.4.16 cause the submission of an annual report to the Board showing the financial statements of the Health Centre;
 - 9.4.17 be responsible for the recruitment, selection, retention and discharge of all employees of the Health Centre, including members of the executive leadership team;
 - 9.4.18 uphold the Health Centre's commitment to be a learning organization by directing the development of the potential of all employees of the Health Centre;
 - 9.4.19 be responsible for the enforcement of all rules and regulations of the Health Centre, and the observance thereof by all employees and medical, dental, and affiliated staff;
 - 9.4.20 except as specifically limited by Board policy and guidelines, shall exercise his/her initiative and judgment in the best interest of the Health Centre and its purpose; and
 - 9.4.21 carry out such other duties as assigned by the Board from time to time.
- 9.5 The Board may from time to time appoint a person to act in the place of the President and CEO as it sees fit.

10 Meetings of the board

10.1 Regular meetings

- 10.1.1 The directors may, subject to these bylaws, consider or transact any business, either special or general, at any meeting of the Board.

- 10.1.2 There shall be at least six (6) regularly scheduled meetings of the Board held between consecutive annual meetings of the Health Centre. The meetings shall be held at regular intervals and at a time and place as determined by the Board.
- 10.1.3 At the discretion of the Board, attendance at meetings may occur by way of teleconference or video conferencing.
- 10.1.4 The executive leadership team and other Health Centre employees may attend meetings of the Board upon invitation by the Chair of the Board through the President and CEO or upon invitation by the President and CEO with approval of the Chair of the Board.
- 10.1.5 Board meetings may move in camera at the conclusion of regular meetings. The following matters, among others, may be discussed in camera:
 - 10.1.5.1 all matters relating to the salary or conditions of employment of the President and CEO;
 - 10.1.5.2 matters relating to collective bargaining negotiations;
 - 10.1.5.3 matters relating to negotiations of contracts, personnel or human resource matters requiring privacy or relating to the settlement or disposition of court matters;
 - 10.1.5.4 any other matter considered by the Board in its sole discretion, to require an in-camera discussion.

10.2 **Special meetings**

- 10.2.1 Special meetings of the Board may be called by the Chair at any time, or shall be convened by the Chair when the Chair has received notice in writing from the majority of the voting directors of the Board requesting a special meeting.
- 10.2.2 Notice of a special meeting of the Board shall be given by telephone or in writing, and shall be given at least forty-eight hours in advance of the meeting.
- 10.2.3 Notice of a special meeting shall specify the purpose of the meeting. Business other than that for which the special meeting is called shall not be transacted.
- 10.2.4 Notwithstanding clause 10.2.3, where all directors are present at a special meeting and unanimously agree, business other than the special business included in the agenda for such meeting may be discussed and transacted.

11 **Procedure for Board and Board committee meetings**

- 11.1 A quorum of the Board shall consist of a majority of the voting directors.

- 11.2 A quorum for a committee meeting shall be one half of the members of the committee unless otherwise specified by the Board.
- 11.3 The notice period for a committee meeting shall be seven days except where the Chair deems otherwise.
- 11.4 No meeting of the Board or a Board committee shall be valid where notice has not been given according to the bylaws, except where all the persons not receiving such notice and in the form required by the bylaws waive the necessity of such notice. A declaration by the Chair or the Secretary that notice of the meeting has been duly given pursuant to the bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- 11.5 A director may participate in a meeting of directors or of a committee of directors by means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting for purpose of these bylaws.
- 11.6 The Chair shall determine the order of business to be followed and otherwise regulate meetings of the Board.
- 11.7 Questions arising at any meetings of the Board or Board committees shall be decided by a majority of votes.
- 11.8 The Chair shall be entitled to vote and in the situation of an equality of votes, the motion shall be considered defeated.
- 11.9 All votes at any such meeting shall be taken by ballot if so demanded by any member present, but if no demand is made, the vote shall be taken by oral assent or dissent.
- 11.10 Each member shall have only one vote and there shall be no voting by proxy.
- 11.11 A resolution of the Board in writing, signed by all voting members of the Board, shall be as effective as if passed at a duly constituted meeting of the Board. A resolution of a Board committee, signed by all voting members of the committee, shall be as effective as if passed at a duly constituted meeting of the committee.
- 11.12 Committee members who are not members of the Board shall be entitled to vote at Board committee meetings.
- 11.13 Minutes shall be kept of all meetings of the Board and of all meetings of all Board committees. All such minutes of the Board and such committees shall be distributed to all members of the Board following such meetings.
- 11.14 Any question of procedure at or for any meeting of the Board or Board committee which has not been provided for in these bylaws shall be determined by the Chair of the meeting in accordance with *Robert's Rules of Order*.

12 Committees of the Board

12.1 At the annual meeting of the Health Centre or the first regular meeting of the Board following the annual meeting of the Health Centre, the Board shall appoint the following standing committees:

12.1.1 Finance, Audit and Risk Management Committee. The Finance, Audit and Risk Management Committee shall assist the Board by reviewing financial statements, processes for presenting financial information, internal controls, risk management methods and audit processes and such other activities set out in the *Health Authorities Act*. The mandate and related details regarding the Finance, Audit and Risk Management Committee are set out in the relevant terms of reference and shall be consistent with the Health Centre's bylaws. Any changes to the terms of reference shall require the approval of the Board;

12.1.2 Governance, Nominating and Human Resource Committee. The Governance, Nominating and Human Resource Committee shall assist the Board by identifying and nominating persons to serve as directors. The mandate and related details regarding the Governance, Nominating and Human Resource Committee are set out in the relevant terms or [of] reference and shall be consistent with the Health Centre's bylaws. Any changes to the terms of reference shall require the approval of the Board;

12.1.3 Quality Committee. The Quality Committee shall assist the Board and the executive leadership team maintain and evaluate a quality improvement and safety program in relation to the quality planning control, quality improvement, risk management, and utilization review and such other activities set out in the *Health Authorities Act*. This Committee shall fulfill the requirements of the Hospital Standards Committee, as required pursuant to the *Hospital Insurance Regulations* enacted pursuant to the *Health Services and Insurance Act*,] R.S.N.S [1989], c. 197. The mandate and related details regarding the committee are set out in the relevant terms of reference and shall be consistent with the Health Centre's bylaws. Any changes to the terms of reference shall require the approval of the Board;

12.1.4 Building and Infrastructure Committee. The Building and Infrastructure Committee shall assist the Board by providing oversight to the development of the Health Centre infrastructure/capital redevelopment plan and making recommendations to the Board with respect to the management and development of real property and physician infrastructure of the Health Centre. Any changes to the terms of reference shall require approval of the Board;

12.1.4A Research Committee. The Research Committee shall provide oversight and advice on research strategy, assist in establishing and monitoring key performance indicators, provide feedback on the strengths and areas for development for IWK Research, receive and approve external reviews of the research programs/centres housed and ensure that policies and systemic processes are in place and working to assess and improve the scientific excellence at the IWK. Any changes to the terms of reference

shall require approval of the Board;

12.1.5 Executive Committee. The Executive Committee shall provide support to the overall proceedings of the Board as well as to the President and CEO. The mandate and related details regarding the Executive Committee are set out in the relevant terms of reference and shall be consistent with the Health Centre's bylaws. Any changes to the terms of reference shall require approval of the Board;

12.1.6 such other standing committees as it may deem necessary for the proper governance of the Health Centre.

12.2 The Board shall appoint the members and Chairs of such committees. The Board may from time to time eliminate committees or appoint such other committees of such number and with such powers and for such a period of time as may be set forth in the resolution appointing such committees.

12.3 The following provisions shall apply to all committees of the Board, subject always to the specific terms of reference established by the Board pursuant to clause 12.1:

12.3.1 The provisions of clauses 11.2 through 11.14 shall apply.

12.3.2 At the time of the appointment of the members of the standing committee, the Board shall designate one of the members to be Chair. The Chair and all other members of each standing committee shall serve for a term of one year, which may be renewed from time to time at the discretion of the Board, or until their successors are appointed.

12.3.3 Subcommittees of a standing committee may be established and terms of reference determined from time to time at the discretion of the standing committee. The subcommittee shall report only to the parent committee unless otherwise specified by the Board. However, upon request, the Board shall be provided with the minutes of the meeting of a subcommittee.

12.3.4 The Chair of the Board, the Vice Chair and the President and CEO, in addition to the members prescribed for each Board Committee, shall be ex officio members of all committees.

12.3.5 Any vacancy occurring in a committee may be filled by the Chair of the Board. The director or other individual so appointed shall hold such office until the annual meeting of the Health Centre next following his/her appointment, his/her resignation or until his/her successor is appointed. A vacancy shall not impair the right of the remaining members to act.

12.3.6 Any member of any Board committee shall cease to be a member of that committee upon majority resolution of the Board.

12.3.7 Except as otherwise provided,

- 12.3.7.1 a committee shall provide for the holding of quarterly or other periodic meetings. Special meetings may be called to be held at any time by the Chair of the committee in accordance with the notice provisions for meetings of the entire Board as stated in the bylaws; and
- 12.3.7.2 except as approved by the Board, the members of committees of the Board shall be appointed from amongst the members of the Board. The majority of the voting members of any Board committee shall be voting members of the Board.
- 12.3.8 Unless otherwise required by the Chair of the Board or his/her designate, the Chair of a Board committee shall report to the full Board after each meeting of the Board committee. The Chair of such committee shall also submit such additional reports as may from time to time be required by the Board.
- 12.3.9 If a Board committee does not appoint its own Secretary, then the Secretary of the Board or his/her designate will assume those responsibilities.
- 12.4 The Board as a whole shall constitute the Hospital Standards Committee required pursuant to the *Hospital Insurance Regulations* enacted pursuant to the *Health Services and Insurance Act*[,] R.S.N.S [1989], c. 197, as amended or replaced from time to time.
- 12.5 The Board shall require the establishment of a Medical Advisory Committee and in doing so shall establish the terms of reference, membership and reporting structure of this committee. The Medical Advisory Committee's terms of reference and membership shall be contained in the Medical, Dental, and Affiliated Staff Bylaws and shall be consistent with the Health Centre's corporate bylaws. All Medical, Dental, and Affiliated Staff Bylaws and all revisions of Medical, Dental, and Affiliated Staff Bylaws require the approval of the Board.

13 Ad hoc committees

- 13.1 Without limiting the generality of clause 12.1, the Board may from time to time appoint such ad hoc committees as it may deem advisable, and the composition, duties, and tenure of such committees shall be solely at the discretion of the Board.
- 13.2 Any ad hoc committee constituted hereunder shall be deemed to be dissolved when it has fulfilled its terms of reference and has reported to the Board.

14 Banking and financial control

14.1 Banking & [and] borrowing

- 14.1.1 The banking and other financial business of the Health Centre shall be transacted with such banks, trust companies, securities dealers, brokerage houses, and other bodies corporate or organizations as are from time to time designated by the Board. Such banking and financial business or any part thereof shall be transacted under such agreements, instruction, and delegations of power as the Board may from time to time prescribe or

authorize.

- 14.1.2 The directors are hereby authorized on behalf of the Health Centre from time to time, subject to the *Health Authorities Act* and the *Hospitals Act*,
- 14.1.2.1 to borrow money upon the credit of the Health Centre in such amount and on such terms as may be deemed expedient by obtaining loans or advance or by way of overdraft or otherwise;
 - 14.1.2.2 to issue or reissue debt obligations of the Health Centre;
 - 14.1.2.3 to pledge or sell such debt obligations of the Health Centre;
 - 14.1.2.4 to mortgage, charge, hypothecate, pledge or otherwise create a security interest in all or any property real and personal, immovable and movable, undertaking and rights of the Health Centre, owned or subsequently acquired, to secure any debt obligations of the Health Centre present or future or any money borrowed or to be borrowed or any other debt or liability of the Health Centre; and
 - 14.1.2.5 generally, for, in the name of, and on behalf of the Health Centre to transact with any financial institution any business they think fit.
- 14.1.3 Subject to the *Health Authorities Act* and *Hospitals Act*, any two of the Chair of the Board, the Vice Chair of the Board, the President and CEO, the Chief Operating Officer, and such other directors or members of the executive leadership team of the Health Centre as are from time to time designated by resolution or approved policy of the Board are hereby authorized on behalf of the Health Centre from time to time
- 14.1.3.1 to make, draw, accept, endorse, sign and execute, under the seal of the Health Centre or otherwise[,], cheques, promissory notes, bills of exchange, orders for the payment of money and other instruments[,], whether negotiable or not, contracts for letters of credit and forward exchange, and agreements obligating the Health Centre to any of the financial institution with which it deals in respect of obligations or liabilities incurred or to be incurred by such financial institution for the account or benefit of the Health Centre;
 - 14.1.3.2 to borrow money ~~from~~ upon the credit of the Health Centre in such amounts and on such terms as may be deemed expedient by obtaining loans for advances or by way of overdraft or otherwise;
 - 14.1.3.3 to mortgage, hypothecate, charge or pledge, or give security under the *Bank Act*, R.S.C. 1985, c. B-1 [S.C. 1991, c. 46], as amended, or otherwise upon, all or any of the property, real and

personal, immovable and movable, undertaking and rights of the Health Centre, present and future[,] to secure all or any money borrowed or to be borrowed, or obligations or liabilities of the Health Centre;

14.1.3.4 to sign or execute, under the Health Centre's seal or otherwise, and deliver all such assignments, transfers, conveyances, ~~hypotheses~~ [hypothecs], mortgages, charges, pledges, security under the *Bank Act* or other security, notices of intention to give security under ~~clause~~ [section] 427 of the *Bank Act*, promises to give security under the *Bank Act*, agreements, deeds, releases, discharges and other documents and writing as they in their discretion may consider necessary or useful in connection with the Health Centre's business; and

14.1.3.5 to withdraw from any financial institution, with which the Health Centre deals, all or any securities and property held by such financial institution for safekeeping on behalf of the Health Centre or as collateral security or otherwise and sign and deliver receipts or to direct such financial institution by written instructions signed by such person or persons to deliver all or any such securities and property to any person or persons named in such instructions.

14.1.4 Such directors and members of the executive leadership team as may be designated, through resolution or policy, from time to time by the Board or any one of them or any of the persons referred to in clause 14.1.3 above are hereby authorized on behalf of the Health Centre from time to time

14.1.4.1 to deposit with or negotiate or transfer to a financial institution, with which the Health Centre deals for credit, all or any cheques, promissory notes, bills of exchange, orders for the payment of money and other paper negotiable or otherwise, interest or dividend coupons and warrants, securities maturing or called for redemption, and the proceeds of any of them, and for such purpose to make, draw, endorse, sign, execute and deliver all or any of the foregoing or deliver all money thereof to such financial institution endorsed with the name of the Health Centre impressed thereon by rubber stamp or otherwise; and

14.1.4.2 to receive all paid cheques and vouchers and sign and deliver to any financial institution; with which the Health Centre deals such financial institution's form of settlements of balances and release, and to arrange, settle, balance and certify all books and accounts between the Health Centre and such financial institution, and to receive all securities attached to drafts drawn on the Health Centre to be delivered upon payment of the drafts and all commercial and other paper, and to sign and deliver to the Health Centre receipts for all or any of the foregoing.

14.2 **Investments**

14.2.1 Any two of the Chair, Vice Chair, President and CEO, and the Chief Operating Officer of the Health Centre as the Board may from time to time designate, by resolution or policy, are hereby authorized on behalf of the Health Centre to accept and convey, assign, transfer or otherwise dispose of any or all shares, stocks, bonds, debentures, debenture stock, and other securities of whatsoever nature or kind registered in the name of the Health Centre or held or owned by the Health Centre and to make, execute and sign on behalf of the Health Centre all necessary instruments of assignment, acceptance, of transfer or other documents to effectuate the same and to appoint an attorney or attorneys with full power of substitution.

14.2.2 Whenever investment decisions are made, investment practices shall be reasonable and prudent and designed to avoid undue risk of loss and to obtain a reasonable return on such investments.

14.3 **Signing officers**

14.3.1 Any two of the Chair, Vice Chair, Chief Operating Officer, and President and CEO, and such other Board members and administrative officers as may from time to time be designated, by resolution or policy of the Board, are hereby authorized on behalf of the Health Centre to sign and affix the corporate seal to all securities, transfers, proxies, contracts, agreements, deeds, conveyances, mortgage, releases, powers of attorney, or other documents, as may be required. Notwithstanding the prior provisions of this clause, the corporate seal shall not be affixed to any document except as authorized by resolution of the Board.

14.3.2 The Board shall provide a common seal for the Health Centre and shall have the power to destroy such seal, and substitute a new one.

14.3.3 The common seal shall be in the custody of the Secretary and shall be affixed to a document only in the presence of the persons authorized by the Board to affix such seal.

14.3.4 The seal of the Health Centre shall be in the form impressed hereon.

15 **Bonding, insurance and indemnification**

15.1 **Bonding**

The Health Centre shall secure from a guarantee company, in respect of such directors and officers and employees of the Health Centre as the Board may from time to time designate, a bond of fidelity of [in an] amount designated by the Board or, in the alternative, the Board may direct the President and CEO to obtain an alternative form of employee fidelity insurance with respect to such directors, officers and employees, including, without limitation, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction bond.

15.2 **Indemnification**

15.2.1 Every member of the Board, member of a Board committee and officer of

the Health Centre and his or her heirs, executors, administrators or other personal representatives shall, from time to time and at all times, be indemnified and saved harmless (and the Health Centre shall ensure coverage to this end), from and against

15.2.1.1 any liability and all costs, charges and expenses that such person sustains or incurs in respect of any action or proceeding that is proposed or commenced against such person, for or in respect of anything done or permitted by the person, in respect of the execution of the duties of such person's office; and

15.2.1.2 any other liabilities and all costs, charges, and expenses that such person sustains or incurs in respect of the affairs of the Health Centre;

except liability or costs, charges or expenses occasioned by such person's own willful neglect or default.

15.3 **Liability insurance**

15.3.1 The Board shall direct the President and CEO to obtain insurance for such directors, officers, employees, and volunteers of the Health Centre, as the Board may from time to time designate against liability incurred by them in or about the execution of the duties of their office, provided however, that no such liability insurance shall provide insurance against liability relating to the failure of the director, officer, employee or volunteer to act honestly and in good faith with a view to the best interests of the Health Centre.

15.3.2 The Health Centre shall pay the expenses of obtaining insurance and fidelity bonds pursuant to this article.

16 **Accounts and auditors**

16.1 **Books of account**

The Board, through the President and CEO, shall cause proper books of account to be kept of the sums of money received and expended by the Health Centre and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Health Centre.

16.2 **Auditors**

An auditor shall be appointed by the Board and shall have such rights and responsibilities as prescribed by the *Health Authorities Act*.

17 **Fiscal year**

17.1 The fiscal year of the Health Centre begins on April 1st and ends on March 31st in the following year.

18 **Administrative officers**

18.1 **Executive leadership**

18.1.1 **Appointment and terms of office**

The President and CEO shall be responsible for the recruitment, selection, retention, and discharge of all employees of the Health Centre, including

members of the executive leadership team.

18.1.2 Duties and responsibilities

The duties of all other members of the executive leadership team of the Health Centre shall be subject to the terms of their engagement or as the President and CEO may direct. The President and CEO may, from time to time, vary, add or limit the powers and duties of any member of the executive leadership team falling within this clause.

18.2 Defects in appointment or qualifications of executive leadership team

18.2.1 The acts of any member of the executive leadership team, officer or manager of the Health Centre shall be valid notwithstanding any defect that [is] afterwards discovered in his/her appointment or qualification.

18.3 Agents and attorneys

18.3.1 The Board shall have the power from time to time to appoint agents or attorney[s] for the Health Centre in or out of Canada with such powers of management or otherwise, including the power to delegate as may be necessary.

19 Ancillary operations and associations

19.1 Ancillary operations and associations

19.1.1 The Board may approve the establishment of ancillary organizations as it deems advisable and the use of the Health Centre's name by such organizations for the purpose of assisting and promoting the work of the Health Centre.

19.1.2 Each ancillary organization shall elect its own officers and formulate its own bylaws but the bylaws shall be subject to the review and approval of the Board. The Board may, in its discretion, require the bylaws of an ancillary organization be approved by the Board.

19.1.3 To gain approval of the Board as an ancillary organization and/or recognition of its bylaws, the bylaws of the ancillary organization shall state that all monies or other assets belonging to a voluntary association shall accrue to the benefit of the Health Centre should the ancillary organization be dissolved, except as restricted by donors or as otherwise approved by the Board.

19.1.4 Each ancillary organization shall operate on the same fiscal cycle as the Health Centre.

19.1.5 The purpose and vision of each ancillary organization shall be consistent with the mission and vision of the Health Centre.

19.1.6 The Board may, from time to time, attach conditions to its approval or continuing approval of the operation of an ancillary organization.

19.1.7 The Board of an ancillary organization may include a representative of the Board.

19.1.8 An ancillary organization under this clause shall report annually to the Board and at such other times as the Board deems advisable.

19.1.9 [repealed]

19.1.10 The Board may, by resolution, disassociate itself from any such ancillary organization at any time and this prerogative shall be reflected in the bylaws of any organization approved under this Section.

19.2 Non-associated volunteer organization

19.2.1 The Board may approve of a volunteer organization not associated with the Health Centre assisting in and promoting the work of the Health Centre and may attach such conditions as it deems advisable to such assistance and promotion.

20 Governance policies

20.1 The Board may adopt governance policies from time to time which, to the extent not inconsistent with these bylaws, shall govern its activities and operations and those of the Health Centre.

20.2 The governance policies may be established, altered, amended or repealed and new rules and regulations may be enacted by the Board at a regular or special meeting.

21 Rules & [and] regulations

21.1 The Board may make rules and regulations from time to time, providing for the carrying out of the functions and purposes of the Health Centre, including but without limiting the generality of the following in respect of

21.1.1 the admission, treatment, and care of all patients;

21.1.2 medical, dental, and affiliated staff;

21.1.3 personnel policies;

21.1.4 health policies and infection control;

21.1.5 fire and safety;

21.1.6 administrative and financial procedures;

21.1.7 terms of reference for Board committees.

21.2 Rules and regulations may be established, altered, amended or repealed and new rules and regulations may be enacted by the Board at a regular or special meeting.

22 Amendments

22.1 Subject to applicable legislation, the bylaws of the Health Centre may be altered, amended or repealed and new bylaws may be enacted by the directors at a meeting of the Board duly called for the purpose of considering any such alteration, amendment, repeal or new bylaw provided that no notice of motion concerning the

matters referred to in this Section 22 shall be made at a Board meeting without circulation of such notice at least fourteen days prior to the Board meeting.