

**CORNWALL COMMUNITY HOSPITAL
CORPORATE BY-LAW**

**ARTICLE 3
BOARD**

3.1 Composition of Board

Subject to the Articles, of the Board shall consist of:

- (a) twelve (12) Directors, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.10;
- (b) the following five (5) ex-officio non-voting Directors:
 - (i) Chief Executive Officer;
 - (ii) Chief of Staff;
 - (iii) President of the Medical Staff;
 - (iv) The Vice-President of the Medical Staff; and
 - (v) Chief Nursing Executive.
- (c) one (1) ex-officio voting Director, who shall be the president of the Auxiliary. If the president of the Auxiliary is unable to serve as a hospital board Director, another member from the executive of the Auxiliary may be appointed for a one-year term by the president of the Auxiliary to serve as the ex-officio voting Director in their stead.

In order to meet the spirit of the *French Language Services Act* (Ontario), the number of French-speaking Board members shall be proportionate to the French-speaking community served and not less than three (3).

3.2 Duties and Responsibilities

Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.

3.3 Qualifications of Directors

- (a) No individual shall be qualified for election or appointment as a Director if the individual:
 - (i) is under 18 years old;
 - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (iii) has been found to be incapable by any court in Canada or elsewhere;
 - (iv) has the status of a bankrupt;
 - (v) is an “ineligible individual” as defined in the *Income Tax Act (Canada)* or any regulations made under it;
- (b) No individual shall be qualified for election or appointment as a Director referred to in section 3.1(a) if the individual:
 - (i) is a current or former employee or Professional Staff member, except by resolution of the Board; or
 - (ii) is an Associate of a current employee or member of the Professional Staff of the Corporation.
- (c) The Board’s decision as to whether or not a candidate is qualified to stand for election shall be final.

3.4 Director’s Consent to Act

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director’s terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

3.5 Ceasing to Hold Office

- (a) A Director shall automatically cease to hold office if the Director:
 - (i) dies;

- (ii) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later; or
 - (iii) becomes disqualified by virtue of any of sections 3.3(a) or 3.3(b);
- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

3.6 Removal

In accordance with the Act, the Members may remove any elected Director before the expiry of the Director's term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term.

3.7 Election and Term

Directors shall be elected and shall retire in rotation. The Directors referred to in section 3.1(a) shall be elected for a three-year term, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 3.5 or 3.6 or until the end of the meeting at which their successor is elected or appointed. Four Directors shall retire from office each year subject to re-election as permitted by section 3.9.

3.8 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may only be made:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

3.9 Maximum Terms

- (a) Each Director referred to in section 3.1(a) shall be eligible for re-election, provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than nine consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of nine consecutive years) if at least two years have elapsed since the termination of their last term. In determining a Director's length of service as a Director, service prior to the effective date of this By-law shall be included.

- (b) Despite the foregoing:
 - (i) a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
 - (ii) where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

3.10 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified individual appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

3.11 Directors' Remuneration

The Directors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties. For greater certainty, individuals who are Directors by virtue of their positions on the administrative or professional staff of the Corporation may be paid for the performance of their staff duties.