

Excerpts taken from By-Laws of the Corporation

Duties and Responsibilities

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Letters Patent or otherwise, authorized to exercise and do.

Functions, Duties, Responsibilities and Powers of Board Committees

The functions, duties, responsibilities, and powers of the Board committees shall be provided in the Board resolution by which a Board committee is established or in terms of reference adopted by the Board.

Vacation of Office

The office of a Director shall automatically be vacated if the Director:

dies;

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

becomes a person referred to in section 4.3(b) through (h).

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.

Removal

In accordance with the Act, the Members may by simple majority vote to 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.

The Board may by simple majority vote to 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 if:

a Director, without being granted a leave of absence by the Board, is absent for three consecutive Board meetings, or if a Director is absent for one quarter of the Board meetings in any twelve (12) month period; or

a Director fails to comply with the *Public Hospitals Act*, the Act, the Letters Patent, by-laws, Rules, and Board policies and procedures, including without limitation, confidentiality and conflict of interest requirements.

Conflict of Interest

Any Director, who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract.

The disclosure required by section 6.1(a) shall be made:

at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;

if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or

if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.

A Director referred to in section 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm, or organization in which the Director has a material interest, provided:

the Director disclosed the Director's interest in accordance with section (a) or (e); and

the Director has not voted on the contract.

A Director referred to in section 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on, any question with respect thereto, and shall exit the meeting when the applicable issue is under consideration.

For the purposes of this section 6.1, a general notice to the Board by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm, or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Confidentiality

Every Director, Officer, individual appointed to a Board committee, Credentialed Staff member, employee, and agent of the Corporation shall respect the confidentiality of matters brought before the Board, brought before any Board committee, or dealt with in the course of the employee's employment or agent's activities, or dealt with in the course of the Credentialed Staff member's activities, in connection with the Corporation, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.