


STRATFORD GENERAL HOSPITAL
Foundation 
“People Caring for People”

NOTICE OF MEETING

**STRATFORD GENERAL HOSPITAL FOUNDATION
STRATEGIC PLANNING / NOMINATING COMMITTEE**

*If you plan to “call in” the number is 519-272-8210 ext.2712
Please indicate you will be calling in when you RSVP*

Wednesday, April 10th, 2024 at 12:00 Noon
Lunch will be served at 11:45 am in the Board Room

A G E N D A

1. **Strategic Planning:**
 - 1.1 Planned Giving
 - 1.2 Monthly Giving
 - 1.3 Financial Institution Case for Support
 - 1.4 MRI Consideration
 - 1.5 Operational Excellence
 - 1.5.1 Community Giving Manager
 - 1.5.2 Imagine Canada Accreditation
 - 1.6 Professional Development Opportunities
 - 1.7 ONCA and Letter Patent and HPHA amalgamation completed.
 - 1.8 Bi-Laws: LAC Representative & Board Term (Pg. 4 on Bi-Laws)

2. **Nominating:**
 - 2.1 Bi-Laws: LAC Representative & Board Term (Bi-Laws Pg. 4)
 - 2.2 Board Composition Review – see attached documents.
 - 2.2.1 Current Composition and future composition
(Nominating Update April 2024 & Board Skills Matrix 2024)

3. **AGM:**
 - 3.1 Annual General Meeting/ Donor Impact Celebration:
Wednesday, June 12th, 2024
Stratford Golf and Country Club
5:00 pm Meeting
5:15 pm Donor Impact Celebration
7:00 pm Board Celebration Dinner

NEXT MEETING – To be determined

Cheryl Hunt, CVA | Executive Director
RSVP: 519 272 8210 Ext. 2626, merle.clarkson@hpha.ca

**MINUTES OF THE STRATEGIC PLANNING/NOMINATING COMMITTEE MEETING
HELD ON WEDNESDAY, FEBRUARY 14TH, 2024
AT 12:00 NOON, SGHF BOARD ROOM.**

PRESENT: Mr. J. Frank, Committee Chair Mrs. C. Hunt, Executive Director
Ms. B. Thibeault, Board Chair Ms. M. Clarkson, Recording Secretary
Mr. P. Roulston

REGRETS:
Mr. H. McDonald

STRATEGIC PLANNING

Planned Giving / Legacy Wall- Project ongoing with BrookGlobal, design proposal features a digital component. Discussion ensued, reviewing design proposals for the main June Blanch donor wall. Plans will continue to be discussed on how to utilize the new donor wall set up for In Our Hands promotion, and information for visitors about capital equipment needs.

Mr. J. Frank brought up the suggestion, mentioned in previous meetings of a "Planned Giving Open House" which will be hosted by the SGH Foundation in order to provide a space for the networking of professionals in accounting, law, and investment banking to provide information on Planned Giving for their clients. The Foundation would lean on board members to lead the networking event.

Monthly Giving- In-house project to promote and grow the program. Ms. B. Thibeault suggested another info session should be organized with corporations and local factories to educate about employee giving (payroll deduction) options at their workplace.

Operational Excellence, Community Giving Manager-

A gap in the Foundation office skillsets is being assessed. A recruitment post for the Community Giving Manager position will move forward with the intent on having this position filled by April 2024. The Foundation will work with the HPHA HR team for processes and guidelines for recruitment.

Imagine Canada Accreditation-

The application will be revisited. The Foundation office is working with Imagine Canada staff to adjust the previous application, provide more information, and review SGHF/HPHA policies, then we will resubmit the SGHF application.

Professional Development Opportunities-

The AHP Convene Canada conference will take place in Vancouver May 2024. To be confirmed: two Foundation staff may attend after a review of the Foundation's budget and the timing of other projects during April-June 2024.

Software/NXT-

The project is progressing. In coordination with HPHA's IT department, SGHF staff computers have been updated and tests have occurred with the new software.

ONCA and Letter Patent- Conversation to be continued in upcoming meetings.

NOMINATING UPDATE

Physician Rep. Appointee-

Dr. Alistair Smith attended the last Board Meeting. He is participating in upcoming CJCS radio ads, featuring messaging around staff recruitment and retention, in support of the In Our Hands capital campaign.

Board Composition Review-

SGHF By-Laws are being reviewed regarding Board Composition and trustee terms to ensure the nominating committee is prepared for the upcoming 2024 Annual General Meeting.

AGM:

The Annual General Meeting/ Donor Impact Celebration will take place on Wednesday, June 12th, 2024 at the Stratford Golf and Country Club.

ADJOURNMENT:

It was **MOVED** by Ms. B. Thibeault, **SECONDED** by Mr. P. Roulston and **RESOLVED** to adjourn.

CARRIED

The meeting was adjourned at 12:55 p.m.

Mr. J. Frank, Chair

Ms. M. Clarkson, Recording Secretary

eff June 2024 BOARD MEMBER	SKILLS / ATTRIBUTES													
	Business / Entrepreneur	Community Profile	Finance / Insurance	Health & Wellness	Information Technology	Industry	Legal	Special Events	Media / Creative	Urban / Rural	Triple A			Other attributes Skill sets
											Ambassador	Advocate	Asker	
Paul Roulston	X	X		X						Urban				
Rick Orr	X	X	X							Urban				
Phil Buxton			X							Urban				
Barb Thibeault	X	X								Urban				
Josef Frank			X							Urban				
Matt Rees					X					Urban				
Jean Smelski	X	X								Rural				
Alyson Conrad			X							Rural/Urban				
Fritz Steigmeier	X	X	X							Urban				
Robert Gould	X						X			Urban				
Martin Ritsma	X	X								Rural/Urban				
vacancy														
vacancy														
Dr. Alistair Smith				X						Urban				Medical Staff

**STRATFORD GENERAL
HOSPITAL FOUNDATION**

BY-LAWS

Revised: April 24, 2019

TABLE OF CONTENTS

BY-LAW NO. 1

PART I

PRE-AMBLE 1

PART II

1. DEFINITIONS 1

PART III

FOUNDATION:

2. Membership 2
3. Annual Meeting 2
4. Notice of Annual Meeting 2
5. Special Meetings 3
6. Fiscal Year 4

PART IV

7. Board Composition 4
8. Honorary Trustees 5
9. Qualifications 5
10. Duration 5
11. Removal 6
12. Responsibility 6
13. Remuneration 7
14. Meeting of Trustees 7
15. Voting at Meetings 7
16. Telephone Participation 8
17. Quorum 8
18. Protection of Trustees 8
19. Confidentiality 9
20. Conflict of Interest 9
21. Auditors 10

PART V - OFFICERS

22. Election and Appointment 10
23. Remuneration 11
24. Duties of the Chair 11
25. Vice-Chair 11
26. Secretary 11
27. Treasurer 12
28. Executive Director 12

BY-LAW NO. 1

PART V - OFFICERS (Cont'd)

29. Committees of the Board 13
 29.1 Finance/Investment/Audit Committee 13
 29.2 Resource Development and Public Relations Committee 13
 29.3 Strategic Planning Committee 14
 29.4 Executive Committee 14
 29.5 Nominating Committee 15
30. Nominations for the Election of Directors 15
31. Special Committees 16
32. Procedure for Board Committee Meetings 16
33. Seal 16
34. Custody of Securities 16
35. Cheques, Drafts and Notes 16
36. Execution of Instruments 17
37. Indemnification 17
38. Interpretation 18

PART VI - AMENDMENTS

37. Amendments to By-laws 18, 19

BY-LAW NO. 2

Borrowing By-law 20

STRATFORD GENERAL HOSPITAL FOUNDATION

BY-LAW NO. 1

PART 1 - PRE-AMBLE

Whereas Stratford General Hospital Foundation, Stratford, Ontario was incorporated by letters of patent, granted by the Province of Ontario on August 5, 1983.

Whereas it is the intent of the Stratford General Hospital Foundation to serve the Community, and whereas the mission of the Stratford General Hospital Foundation is to encourage, receive, administer donations for the benefit of Stratford General Hospital.

And whereas Stratford General Hospital Foundation is set up to maintain funds raised and from time to time apply all or part thereof and the income there from for charitable purposes carried on by, in connection with, and in relation to, for the benefit of, or to enhance or improve the services of the Stratford General Hospital.

The Stratford General Hospital has the primary goal of providing the best patient care, education and research in a community-oriented, well-equipped health care setting. The Foundation is in place to support that goal.

Whereas the governing body of the Stratford General Hospital Foundation deems it expedient that all By-laws heretofore enacted be cancelled and revoked and that the following By-law No. 1 be adopted for regulating the affairs of the Foundation.

PART II - DEFINITIONS

1. In this By-Law and all other By-Laws of the Foundation,
 - (a) "Board" means the governing body of the Stratford General Hospital Foundation;
 - (b) "Hospital" means the Stratford General Hospital with the Head Office at 46 General Hospital Drive, Stratford, Ontario;
 - (c) "Executive Director" means the person, appointed by the Board, who has the direct and actual superintendence and charge of the Foundation.
 - (d) "Ex Officio" means membership "by virtue of the office" and includes all rights, responsibilities and power to vote unless otherwise specified;

(e) "Foundation" means the Stratford General Hospital Foundation with the Head Office at 46 General Hospital Drive, Stratford, Ontario; with the Foundation housed in the Stratford General Hospital Avon Crest Building.

(f) "Trustee" means a Member of the Board;

PART III - FOUNDATION

2. Membership

The membership of the Foundation shall consist of the following persons:

- (a) The duly elected members of the Foundation Board or appointed members of the Board of Directors of the Hospital or its successor;
- (b) Such other members as are from time to time approved by the Board of Trustees of the Foundation.

3. Annual Meeting of the Foundation

1. Subject to compliance with the applicable legislation, the Annual Meeting of members shall be held each year at such a place within the County of Perth on such a day and at such a time as the Trustees may by resolution, determine.

2. The Business transacted at the Annual Meeting of the Foundation shall include:

- (a) The reading of:
 - i) Minutes of the previous meeting;
 - ii) Report of the unfinished business from any previous meeting of the Foundation;
 - iii) A report of the activities of the Foundation for the previous year;
 - iv) A report of the Financial Statements of the Foundation;
 - v) A report of the Auditor;
- (b) Other information or material relating to the Foundation affairs, in the opinion of the Trustees, is of interest or importance;
- (c) New business;
- (d) Election of Trustees; and
- (e) By-law amendments.

4. Notice of Annual Meeting

1. Notice of the Annual Meeting of the Foundation shall be:

- (a) A printed, written, or typewritten notice of a meeting of members, stating the day, hour and the place of meeting and general nature of the business to be transacted;
 - (b)
 - i) Delivered or sent through the post, postage pre-paid at least ten (10) days, (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at his/her address as it appears on the books of the Foundation. If no address is given therein, then to the last address of such member known to the Secretary:
and/or;
 - ii) By publication at least one week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which members of the Corporation reside as shown by their addresses on the records of the Corporation.
 - (c) It is provided always that a meeting of members may be held for any purpose on any date and at any time and at any place within the County of Perth, without notice, if all members are present in person at the meeting or if all the members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.
2. The accidental omission to give notice of any member or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.
 3. A quorum for the Annual Meeting of the Corporation shall be five (5) members.

5. Special Meetings of the Foundation

1. Other meetings of the members may be convened by order of the Chair, Vice-Chair or by the Board of Trustees for any date and time at any place within the County of Perth.
2. Notice of a special meeting shall be given in the same manner as provided in subsection 4(1).
3. Notice for the special meeting shall specify the purpose or purposes for which it is called. 50% plus one members of Trustees will constitute a quorum. The Board Chairman will chair the meeting.

6. Fiscal Year

The fiscal period of the Foundation shall terminate on the 31st day of March in each year or on such other date as the Trustees shall, by resolution, from time to time determine.

PART IV - BOARD OF TRUSTEES

7. Board Composition

1. The affairs of the Foundation shall be managed by a Board of Trustees consisting of ten (10) to seventeen (17) members, unless changed in number by special resolution, and shall consist of:
 - (a) Up to thirteen (13) persons from the community *served by the hospital*, who are not members of the Board of Directors of the Hospital.
 - (b) One (1) member of the Stratford Local Advisory Committee (LAC);
 - (c) The Chief Executive Officer *of the Hospital*;
 - (d) One member of the Medical Staff appointed annually by the Stratford General Hospital Medical Staff Association;
2. Each Trustee at the time of his/her election and throughout his/her term of office, shall be a member of the Foundation. Upon ceasing to be a Trustee of the Foundation, such members shall cease to be members of the Foundation.
3. The Board shall be known as the "Board of Trustees" and the members of the Board shall be known as "Trustees."
4. The up to thirteen (13) elected Trustees shall at the first meeting of members be elected and shall retire in the rotation as follows:
 - (a) Up to seven (7) of the Trustees shall be elected to hold office until the second Annual Meeting of Members after the date of their election or until their successors are elected or appointed, whichever occurs first; and each Trustee so elected shall hold office for a term of two (2) years or until the second annual meeting after his/her election whichever occurs first.
 - (b) Up to six (6) of the Trustees shall be elected to hold office until the first Annual Meeting after the date of their election or until their successors are elected or appointed, whichever occurs first; and, at each annual meeting thereafter, Trustees shall be elected to fill the position of those Trustees whose terms of office shall expire. Each Trustee so elected shall hold office until the second Annual Meeting after his/her election, or until his/her successor is elected or appointed, whichever occurs first.

8. Honorary Trustees

1. The Board of Trustees may appoint such Honorary Trustees of the Foundation and for such term of office as they may deem advisable.
2. Honorary Trustees may attend meetings of the Board and may act in an advisory capacity and shall not be eligible to vote.

9. Qualifications

The Trustees shall be eighteen (18) or more years of age and, subject to the provisions of Section 286 of the Corporations Act, to be members of the Foundation.

10. Duration

1. Terms are two (2) years in duration. No member of the Board of Trustees, except the Chief Executive Officer of the Hospital, shall serve more than four (4) consecutive terms. Re-election of a member can occur after one full year of absence from the Board of Trustees.
2.
 - (a) In the case of a Director, in his or her eighth consecutive year, serving as Chair of the Board, consideration will be given to a maximum additional two (2) consecutive years to serve in the capacity as Immediate Past-Chair of the Board.
 - (b) An individuals term can be extended to an additional (1) year term due to special circumstances at the call of the board.
3. The interest of a trustee of the Foundation is not transferable and lapses and ceases to exist upon termination of membership as follows:
 - (a) Upon death;
 - (b) By resignation in writing to the Board;
 - (c) By resolution of the Board of Trustees of the Foundation;
 - (d) Upon ceasing to be a member of the Local Advisory Committee (LAC), unless membership in the Foundation has been approved by the Board of Trustees of the Foundation.
4. If a vacancy occurs for any reason among the elected Trustees, such vacancy may be filled by an eligible person elected or appointed by the Board to serve until the next Annual Meeting.

11. Removal

The Trustees may, by resolution, with at least two-thirds (2/3) in attendance, cast at a meeting of the Board of Trustees, of which notice specifying the intention to pass such resolution has been given, remove any Trustee before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

The office of a Trustee of the Foundation shall be vacated:

- (a) If he/she becomes bankrupt or suspends payment or compounds with his/her creditors or makes an authorized assignment or is declared insolvent;
- (b) If he/she is found to be physically or mentally incapable of carrying out his/her responsibilities as a Trustee; or
- (c) If he/she is convicted of any criminal offense.
- (d) If any member of the Board misses more than three (3) Board meetings in the course of a year or if their performance and actions are deemed inconsistent with the goals of the Foundation. The member may be removed from the Board before expiration of their term by a two-thirds majority of the votes cast at a meeting of the Board.

12. Responsibility of the Board

The Trustees may do all such acts or things as may be exercised or done by the Foundation, except those By-laws or any special resolution of the Foundation or by statute expressly directed or required to be done by the Foundation, at a General Meeting of its members.

The Board shall govern and manage the affairs of the Foundation and:

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Foundation, in relation to the provisions of the appropriate programs and services, while maintaining fiscal responsibility in consideration of available resources, in order to meet the needs of the community;
- (b) Approve policies and procedures to provide the framework for the management and operation of the Foundation;
- (c) Ensure that staff and facilities are appropriate for the services provided;
- (d) Review regularly the functioning of the Foundation in relation to its objectives as stated in the letters patent, supplementary letters patent and the By-laws and demonstrate accountability for its responsibility to the Annual Meeting of the Foundation; and

- (e) Each member shall undertake to devote sufficient time to fulfill the role of a Foundation Trustee. Such a role requires interested, concerned, and committed volunteers, familiar with the obligations and responsibilities of Foundation Trusteeship. The Board of the Foundation will benefit from the optimal attendance of every member.

13. Remuneration

The Trustees shall serve without remuneration; provided that a Trustee may be paid or reimbursed for all reasonable expenses incurred by him/her in the performance of his/her duties.

14. Meeting of Trustees

1. Meetings of the Board of Trustees may be held either at the Head Office or at any other place within or outside of Ontario. A meeting of Trustees may be convened by the Chair of the Board of Trustees or Vice-Chair or any two (2) Trustees at any time and the Secretary, by direction of any such Officer or any two (2) Trustees, shall convene a meeting of Trustees. Notice of any such meeting shall be delivered, mailed, cabled, telefaxed or telephoned to each Trustee not less than two (2) days (exclusive of the day on which the notice is delivered or mailed, but inclusive of the day for which notice is given) before the meeting is to take place; provided always that the meeting of the Board of Trustees may be held at any time without formal notice if all the Trustees are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting thereof may be waived by any Trustee.
2. A meeting of the Board shall also be held without notice immediately following the Annual Meeting of members for approval of members, provided a quorum of Trustees is present.
3. There shall be at least one (1) meeting held each quarter of the fiscal year of the Foundation.

15. Voting at Meetings of Members

1. Every question submitted to any meeting of members shall be decided by a majority of votes. In case of an equality of votes, the Chair shall, in addition to his/her regular vote, have a second or casting vote.
2. At any meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

3. In the absence of the Chair of the Board of Trustees and the Vice-Chair, the members present shall choose another Trustee as Chair and if no Trustee is present, or if all the Trustees present decline to act as Chair, the members present shall choose one (1) of their number to be Chair
4. The Chair may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment needs to be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice call in the same.

16. Telephone Participation

If all the Trustees of the Board consent, a meeting of the Board of Trustees may be held by means of such telephone, electronic or other communication facilities to permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Trustee participating in such meeting by such means is deemed to be present at the meeting.

17. Quorum

Fifty per cent (50%) +1 members of the Board of Trustees shall constitute a quorum. No business shall be transacted at any general or quarterly meeting of the Board of Trustees unless the requisite quorum is present.

18. Protection of Trustees

1. Every Trustee or Officer of the Foundation or other person who has undertaken or is about to undertake any liability on behalf of the Foundation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Foundation, from and against;
 - (a) All costs, charges and expenses whatsoever which such Trustee, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought against him/her or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution or intended execution in good faith of the duties of his/her office;
 - (b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
2. No Trustee or Officer of the Foundation, shall be liable for the acts, receipts, neglects or defaults of any other Trustee, Officer or employee for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired

by order of the Board of Trustees for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Foundation shall be placed out or invested in or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wilful act or his/her own wilful default.

19. Confidentiality

Every Trustee, Officer, member and employee of the Foundation shall respect the confidentiality of matters brought before the Board of Trustees, or any Committee, or any matter dealt with in the course of Foundation business.

20. Conflict of Interest

1. Any Trustee who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Foundation shall declare his or her interest in the contract or transaction at a meeting of the Trustees.
2. In the case of a proposed contract or transaction, the Trustee shall declare his or her interest at the meeting of the Board, at which the question of entering into the contract or transaction is first taken into consideration or if he is not present at such a meeting, then at the first Board meeting held thereafter.

If the Trustee is not, at the date of that meeting, interested in the proposed contract or transaction, he shall make the declaration at the first Board meeting which is held after he became interested in the proposed contract or transaction.

In the case where the Trustee becomes interested in a contract or transaction after it is made, the Trustee shall declare his interest at the first Board meeting held after he becomes so interested.

3. Trustees and their families shall not enter into any proposed contract or transaction with the Foundation except:
 - (a) On a competitive bid basis or other basis in writing, and
 - (b) Where the Trustee has declared any interest therein, and where he has absented himself from the meeting and where he has refrained from voting thereon.
4. Trustees shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.

5. Any Trustee who has declared an interest in any proposed contract or transaction or other financial interests with the Foundation which is being discussed shall absent himself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

21. Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Foundation for report to members, which auditor shall hold office until the next following annual meeting; provided, however, that the Board of Trustees may fill any casual vacancy in the office of the auditor.

If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the members or by the Board of Trustees if they are authorized to do so by the members and the remuneration of an auditor appointed by the Board of Trustees shall be fixed by the Board of Trustees. The member may by resolution, passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

PART V - OFFICERS

22. Election and Appointment

1. The Board of Trustees shall annually, elect a Chair, Vice-Chair, Secretary and Treasurer at the meeting immediately following each annual meeting of the Corporation. The office of Secretary and Treasurer may not be combined. The Chief Executive Officer of the Hospital shall not be Chair of the Foundation. The Executive Director of the Foundation shall be Secretary of the Board of Trustees, but shall not be a Director and shall not be entitled to vote at Board Meetings. The Treasurer shall be a Trustee, and will be the Chair of the Finance and Investment Committee.
2. The Board of Trustees may from time to time appoint such other officers and agents it deems necessary, who shall have such authority and perform such duties as required by the Board.
3. All Officers shall hold office during the pleasure of the Board and in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Trustees at any time with or without course. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the Trustees may, by resolution, elect or appoint a person to fill such vacancy.

23. Remuneration

Officers who are Trustees shall serve without remuneration. Remuneration, if any, of officers who are not Trustees shall be such as the Board may from time to time determine or approve.

24. Duties of the Chair

The Chair shall:

- (a) Chair all meetings of the Board; and the Annual Meeting.
- (b) Sign all instruments that require his/her signature;
- (c) Report to each Annual Meeting of Members of the Foundation concerning the management and operations of the Foundation; and
- (d) Appoint chairs of the Committees of the Board;
- (e) Be responsible for naming the Directors to committees not otherwise provided for in the By-law;
- (f) Have ex-officio membership on any Committee of the Board;
- (g) Perform such other duties as may from time to time be assigned to him/her by the Board;

25. Vice-Chair

The Vice-Chair shall be vested with the powers and perform all the duties of the Chair during the absence or disability or refusal to act of the Chair. The Vice-Chair shall also have such other powers and duties as may from time to time be assigned to him/her by the Board.

26. Secretary

The Secretary shall:

- (a) Act as Secretary of all meetings;
- (b) Keep minutes at all Board and Board Committee meetings;
- (c) Attend to correspondence of the Board;
- (d) Have charge of the minute books of the Foundation and the documents and registers referred to in Section 330 of the Corporations Act (Ontario);
- (e) Be the custodian of the seal of the Foundation;

- (f) Give such notice as required by this By-law of all meetings of the Foundation, the Board and its Committees;
- (g) Be the Executive Director of the Foundation; and
- (h) Perform such duties as the Trustees require of him/her.

27. Treasurer

The Treasurer shall:

- (a) Have the care and custody of all the funds and securities of the Foundation and shall deposit the same in the name of the Foundation in such depository or depositories as the Board of Trustees may direct;
- (b) Submit a financial report at each regular meeting of the Board indicating the financial position of the Foundation in a timely manner;
- (c) Be the Chair of the Finance and Investment Committee; and
- (d) Perform such other duties as the Trustees require of him/her.

28. Executive Director

The Board of Trustees may from time to time appoint an Executive Director of the Foundation and may delegate to him/her full authority to manage and direct the business and affairs of the Foundation (except such matters and duties as by law that must be transacted or performed by the Board of Trustees or by the members of the General Meeting) and to employ and discharge agents and employees of the Foundation or may delegate to him/her any lesser power. He/she shall conform to all lawful orders given to him/her by the Board of Trustees of the Foundation. He/she shall at all reasonable times give to the Trustees all the information they may require regarding the affairs of the Foundation.

1. The Executive Director shall:

- (a) Be responsible to the Board for the organization and management of the Foundation in accordance with policies established by the Board and subject to the direction of the Board;
- (b) Be Secretary of the Board and report to the Board on any matters about which it should have knowledge and subject to this By-law, be an ex-officio member of Board Committees.
- (c) Provide leadership in the support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Foundation.

29. COMMITTEES OF THE BOARD

At the first meeting of the Board following the Annual Meeting of the Corporation the Board shall set the following Committees of the Board:

- (a) The Finance and Investment Committee/Audit Committee
- (b) The Resource Development and Public Relations Committee
- (c) The Strategic Planning Committee
- (d) The Nominating Committee
- (e) The Executive Committee
- (f) And Committees as required by the Board of Trustees.

29.1 Finance/Investment/Audit Committee:

1. The Finance/Investment/Audit Committee shall consist of:

- (a) The Chair
- (b) The Secretary
- (c) The Treasurer
- (d) At least three other Trustees

The Chairman of the Finance & Investment Committee shall be the Treasurer of the Corporation.

2. The Finance and Investment Committee/Audit Committee shall:

- (a) Review detailed financial statements on a timely basis and report them to the Foundation Board accordingly.
- (b) Invest and manage the monies of the corporation not immediately required to fulfil the objects of the Foundation in investments authorized within the law.
- (c) Meet with the Auditor and review the annual audited statements and Auditor's Report prior to the Annual Meeting of the Corporation.

29.2 Resource Development & Public Relations Committee

1. The Resource Development & Public Relations Committee shall consist of:

- (a) The Chairman
- (b) The Secretary
- (c) At least four Board Trustees

2. The Resource Development/Public Relations Committee shall:

- (a) Explore new sources of revenue on a continuous basis

- (b) Encourage participation and partnership from all aspects of the internal and external communities in fund development, special events, Community relations and recognition.
- (c) Ensure a positive public relations component in all fundraising endeavours.
- (d) Plan, organize and evaluate development initiatives. As members of this committee there shall be co-ordinators for each of planned giving, special events, major gifts, campaign steering, and business/service club giving.

29.3 Strategic Planning Committee

1. The Strategic Planning Committee will consist of:
 - (a) The Chairman
 - (b) The Secretary
 - (c) At least four Trustees
2. The Strategic Planning Committee shall:
 - (a) Participate in the ongoing assessment of the funding needs of the Foundation and the Stratford General Hospital
 - (b) Develop, evaluate and make recommendations to the Board on the Foundation's mission and role.
 - (c) Periodically evaluate and update the Foundation By-laws to ensure they are within the objectives, direction and mission of the Foundation. And bring these recommendations to the Board.

29.4 Executive Committee

The Executive Committee will consist of:

- (a) Chairman
- (b) Vice-Chairman
- (c) Secretary
- (d) Treasurer
- (e) At least one member at large, appointed at the first meeting of Directors

Executive Committee Powers:

During intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Trustees from time to time impose) all the powers of the Board in the management and direction of the Foundation (and except only such acts as must by law be performed by the Directors themselves) in such a manner as the Executive Committee shall deem to be in the interests of the Foundation in all cases in which specific directions shall not have been given by the Board.

The Executive Committee shall keep minutes of its meeting in which shall be recorded all actions taken by it and which minutes shall be submitted as soon as practical to the Board for ratification.

29.5 The Nominating Committee

1. The Nominating Committee shall consist of:
 - (a) The Chairman
 - (b) The Secretary
 - (c) At least two Trustees
 - (d) Two Members who are not Trustees
2. The Nominating Committee shall:
 - (a) Nominate persons for election to the Board to fill any vacancies of the Board, and
 - (b) Nominate Trustees for consideration by the Board for re-election to the Board.
3. In selecting persons as nominees for election to the Board, the Committee shall:
 - (a) Endeavour to provide for broad community representation after considering the list of appointed and ex-officio Trustees;
 - (b) Consider the names of all persons submitted as nominees in accordance with this By-law;
 - (c) Consider the potential contribution of any person nominated in relation to the function of the Foundation, and
4. In selecting Trustees for nomination, the Committee shall review participation and attendance at previous Board and Committee meetings.

30. Nominations for the Election of Directors

Subject to all provisions of this By-law, nominations for the election as a Trustee at the Annual Meeting of the Corporation may be made only by:

- (a) The Nominating Committee of the Board, or
- (b) Members of the Corporation provided that each nomination by members;
 - i) Is in writing and signed by at least two members in good standing; and

- ii) Is accompanied by a written declaration signed by the nominee that he/she will serve as a Director in accordance with this By-law if elected; and
- iii) Is submitted to and received by the Secretary at least thirty days before the date of the Annual Meeting.

31. Special Committees

The Board of Trustees may, as deemed necessary, appoint committees consisting of such a number of Trustees as may be deemed desirable and may prescribe their duties and dissolution.

32. Procedure for Board Committee Meetings

1. Board Committee meetings shall be held at the Call of the Chair, the Chair of the Board Committee or at the request of any two (2) members of the Board Committee.
2. Minutes shall be kept for all Board Committee meetings.
3. Guests may attend Board Committee meetings at the invitation of the Chair.
4. Business arising at any Board Committee meeting shall be decided by a majority of votes.
5. In the event of a tie vote, the Chair will break the tie.
6. A quorum for any meeting of a Board Committee shall be 50% +1 of the members of the Committee.

33. Seal

The seal of the Foundation shall be in the form impressed thereon.

34. Custody of Securities

All shares and securities owned by the Foundation shall be lodged in the name of the Foundation, or a nominee name on behalf of the Stratford General Hospital Foundation, with a chartered bank or trust company or with such other depositories or in such other manner as may be determined from time to time by the Board of Trustees.

35. Cheques, Drafts and Notes

All cheques, drafts or orders for payments of money and all notes and acceptance and bills of exchange shall be signed by such Officer(s) of the Foundation, and in such manner as the Board of Trustees may, from time to time, designate.

36. Execution of Instruments

1. Contracts, documents or any instruments in writing requiring the signature of the Foundation may be signed by the Chair of the Board of Trustees or the Vice-Chair, together with the Secretary or the Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality.

The Board of Trustees shall have power, from time to time, by resolution, to appoint any Officer(s) or any person(s) on behalf of the Foundation either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents and instruments in writing.

2. The seal of the Foundation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer(s) or person(s), appointed as aforesaid by resolution of the Board of Trustees.
3. The terms "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypotecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writing.
4. In particular, without limiting the generality of the foregoing:
 - (i) The Chair of the Board of Trustees or Vice-Chair, together with the Secretary or the Treasurer;

Shall have authority to sell, assign, transfer, exchange, convert or convey any and all securities owned by or registered in the name of the Foundation and to sign and execute (under the seal of the Foundation) or otherwise keep all the assignments, transfers, conveyance, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

37. Indemnification

Every Trustee or Officer of the Corporation and every member of a committee, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Foundation, from and against:

- (a) all costs, charges and expenses whatsoever which such Trustee, Officer or committee member sustains or incurs in or about an action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the executive or intended execution in good

faith of the duties of his or her office; and

- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

38. Interpretation

In all By-laws of the Foundation, the singular shall include the plural and the plural the singular; the word person shall include firms and corporations; and the masculine shall include the feminine.

PART V1 - AMENDMENTS

39. Amendments to By-laws

1. The Board may pass or amend the By-laws of the Foundation from time to time.
2.
 - (a) Where it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Trustee at his/her address as shown on the records of the Foundation by ordinary mail not less than ten (10) days before the meeting.
 - (b) Where the notice of intention required by clause 2(a) is not provided, any proposed By-laws or amendments to the By-laws may, nevertheless, be moved at the meeting; discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
3. Subject to clause 4(b), a By-law or an amendment to a By-Law passed by the Board has full-force and effect:
 - (a) From the time the motion was passed; or
 - (b) From such future time as may be specified in the motion.
4.
 - (a) A By-law or amendment to a By-law passed by the Board shall be presented for confirmation at the next Annual Meeting or to a special General Meeting of the members of the Foundation called for that purpose. The notice shall refer to the By-law or amendment to be presented.
 - (b) The members at the Annual Meeting or at a special General Meeting may confirm the By-law as presented or reject or amend it; if rejected, it thereupon ceases to have effect and, if amended, it takes affect as amended.

5. In any case of rejection, amendment or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

BY-LAW NO. 2

Borrowing By-law

A By-law respecting to the borrowing of money and the issue of securities by the Stratford General Hospital Foundation.

BE IT ENACTED by the Trustees of the Foundation as a Special By-law of the said Hospital as follows:

The Trustees of the Foundation may, from time to time:

- (a) Borrow money from a bank on the credit of the Foundation in such amounts and upon such terms as may be deemed necessary;
- (b) Issue, sell or pledge debt obligations of the Foundation, including, without limitation, bonds, debentures, notes or other similar obligations of the Hospital whether secured or unsecured;
- (c) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Hospital, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Foundation;
- (d) Delegate to such one or more of the Officers and Trustees of the Foundation, as may be designated by the Directors, all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Director shall determine at the time of each delegation.

BOARD OF TRUSTEES
NOMINATING COMMITTEE UPDATE
2024 AGM

Board Composition for AGM, June 2024

Trustee	Positions	Position Term	Representation	Elected/Appointed Date	2 yr Term <i>July - June</i>	Up for Renewal	Will Stand	Years of Service completed
Hugh McDonald	Past-Chair		Community (Legal)	2014 06 03	2022/2024	Retire		10
Paul Roulston	Campaign Co-Chair	duration of IOH	Community	2014 06 03	2023/2025	No		10
Rick Orr	Campaign Co-Chair	duration of IOH	Community / LAC Appointment	2014 06 03	2023/2025	No		10
Phil Buxton	Treasurer (Chair of Finance)	2023-24	Community	2015 06 09	2023/2025	No		9
Barb Thibeault	Chair (Chair of Board & Executive Committee)	2022-24	Community	2017 06 13	2023/2025	No		7
Josef Frank	Vice Chair (Chair of Strategic Planning & Nominating)	2022-24	Community	2017 06 13	2023/2025	No		7
Matt Rees	Trustee		Community	2017 06 13	2023/2025	No		7
Jean Smelski	Trustee (Chair of Resource Development & Public Relations)	2023-2025	Community	2020 09 09	2022/2024	Yes		4
Alyson Conrad	Trustee		Community	2022 06 13	2022/2024	Yes		2
Fritz Steigmeier	Trustee		Community	2022 06 13	2022/2024	Yes		2
Robert Gould	Trustee		Community	2022 06 13	2022/2024	Yes		2
Martin Ritsma	Trustee		Community (City)	2023 06 07	2023/2026	No		1
Community Member	<i>vacancy</i>							
<i>non voting members</i>								
LAC Representative	<i>vacancy</i>							
Dr. Alistair Smith	Trustee	Annual	Appointed - Medical Staff	2024 01 01	2023/2024	Annually	Yes	
Andrew Williams	Trustee		Ex-Officio - CEO		N/A			
Cheryl Hunt	Secretary		Executive Director		N/A			
Honorary Members								
Colleen Misener			Founding Board Member					

Years of Service should not exceed 10 unless approved by the board.

New Board Composition elected at AGM 2024

Trustee	Positions	Position Openings
Paul Roulston	Campaign Co-Chair	
Rick Orr	Campaign Co-Chair	
Phil Buxton	Treasurer (Chair of Finance)	Treasurer? (Chair of Finance)
Barb Thibeault	Past Chair	
Josef Frank	Chair (Chair of Board & Executive Committee)	Vice-Chair (Chair of Strategic Planning & Nominating)
Matt Rees	Trustee	
Jean Smelski	Trustee (Chair of Resource Development & Public Relations)	
Alyson Conrad	Trustee	
Fritz Steigmeier	Trustee	
Robert Gould	Trustee	
Martin Ritsma	Trustee	
Community Member	<i>Agriculture????</i>	
Community Member	<i>Law ?????</i>	
<i>non voting members</i>		
LAC Representative	<i>vacancy</i>	<i>Patient Partner ???</i>
Dr. Alistair Smith	Trustee	
Andrew Williams	Trustee	
Cheryl Hunt	Secretary	