


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, October 9<sup>th</sup>, 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 Fundraising Initiatives
  - 1.2 MRI Consideration **DISCUSSION**
  - 1.3 Operational Excellence
    - 1.3.1 Office Coordinator
    - 1.3.2 Imagine Canada Accreditation
    - 1.3.3 Professional Development Opportunities
  - 1.4 ONCA and Letter Patent and HPHA amalgamation completed **MOTION**
  
2. **Nominating:**
  - 2.1 By-Laws: LAC Representative & Board Term (By-Laws Pg. 4) **MOTION**
  - 2.2 Board Composition Review – see attached documents. **DISCUSSION**
    - 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 Review **DISCUSSION**

**NEXT MEETING** – Wednesday, December 11, 2024 @ 12 noon.

Cheryl Hunt, CVA | Executive Director  
RSVP: 519 272 8210 Ext. 2627  
[Cheryl.Hunt@hpha.ca](mailto:Cheryl.Hunt@hpha.ca)

**MINUTES OF THE STRATEGIC PLANNING/NOMINATING COMMITTEE MEETING  
HELD ON WEDNESDAY, APRIL 10<sup>TH</sup>, 2024  
AT 12:00 NOON, SGHF BOARD ROOM.**

**PRESENT:** Mr. H. McDonald Mrs. C. Hunt, Executive Director  
Ms. B. Thibeault, Board Chair Ms. M. Clarkson, Recording Secretary  
Mr. P. Roulston

**REGRETS:** Mr. J. Frank, Committee Chair

**BOARD CHAIR** Mrs. B. Thibeault (Board Chair)  
chaired this meeting in

**WELCOME:** Mr. J. Frank's absence

**STRATEGIC PLANNING**

Monthly & Planned Giving- The new Community Giving Manager, Amanda Dobson will support this project and move our concepts forward.

Financial Institutions, Case for Support- The concept behind the Transitional Youth Initiative as our key project may be problematic. Foundation has been informed that this project will take time to build and will not be ready to present as a case for support in our fundraising initiative at this point in time. The hospital has returned to discussions with the community partners to move this initiative forward. The hospital will continue to keep the foundation informed as the project moves forward. Therefore, a discussion was had around pivoting our case for support for the financial institutions. As discussed in the 04/09/2024 In Our Hands Core Cabinet meeting, Mr. J. Frank and the IOH Core Cabinet committee members advise the strategy for the Financial Institutions to be developed as a "general ask" vs. Transitional Youth/Youth Mental Health specifically, until the program is developed further. Mr. J. Frank will help organize a meeting with the RBC Foundation.

MRI Consideration- The HPHA is moving forward with the replacement of the MRI, and the SGH Foundation's support is requested to help fund this piece of equipment. The In Our Hands \$30 Million campaign goal will not have to increase. Since the MRI is a top priority for replacement, other "lower priority" items on the Capital Equipment list will be reviewed by the HPHA to ensure the foundation has an accurate account of top priorities. The committee discussed and the Strategic Planning Committee will bring this forward to the Board for discussion.

Community Giving Manager- Amanda Dobson has been recruited for the position of Community Giving Manager. She will start on Monday, May 13<sup>th</sup>, 2024.

Imagine Canada Accreditation- The project is ongoing; Amanda Dobson and Cheryl Hunt will review the application.

Professional Development Opportunities- Due to competing priorities, members of the SGHF team will not be attending the AHP Canada Convene in Vancouver this May, but will be attending another AHP Conference in Madison, Wisconsin this July 2024.

ONCA and Letters Patent & By-Laws- The HPHA amalgamation has been completed. Discussion was had about the SGHF Foundation's Letter Patent and By-laws. Mr. H. McDonald identified it is time to revise our Letters Patent to align with the formal amalgamation of the HPHA. A recommendation was made to engage a lawyer who is familiar with or specializes in Not for Profit Law and Letters Patent. The committee members suggested legal professionals: Carters Law, Orangeville (ONCA specialists), Paul Robinson, Kenny Robinson Law, Katie DeBlock Boersma of KDB Law, and the HPHA's referral (the Law firm used for their recent amalgamation).

## **NOMINATING UPDATE**

By-Laws: LAC Representative & Board Terms- The By-laws document was pre-circulated in the meeting package. Page 4 of the By-Laws was referenced to review board terms and designations.

**Board Designation:** LAC representative: Cheryl Hunt suggested the concept of engaging an HPHA-patient partner in place of the HPHA LAC appointee. A discussion was had. The option of omitting the LAC requirement was identified.

**Board Terms:** Discussion was had on the terms served. Currently, a trustee may serve up to 8 years (4 consecutive 2-year terms). Should we consider increasing this to 5 consecutive, 2-year terms = 10 years).

Board Composition Review – Current Composition and future composition of the Board of Trustees was reviewed, referencing the Board of Trustees "Skills Matrix" document. Trustees identified for retirement, term renewal and movement of positions. Mrs. C. Hunt will engage current members for renewal and positions. Recommendation made for the committee chair to contact trustees for recommendations of possible candidates for consideration for vacancies on the Board of Trustees.

## **AGM:**

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

## **ADJOURNMENT:**

It was **MOVED** by Mrs. B. Thibeault, **SECONDED** by Mr. H. McDonald and **RESOLVED** to adjourn.

**CARRIED**

The meeting was adjourned at 1:06 p.m.

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Mrs. B. Thibeault, Board Chair

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Ms. M. Clarkson, Recording Secretary

**From:** [Hebert, Lauren](#)  
**To:** [CHERYL.HUNT](#)  
**Cc:** [Watts, Michael](#); [Edwardson, Melissa](#)  
**Subject:** RE: Stratford General Hospital Foundation By-Laws  
**Date:** June 7, 2024 6:47:09 PM  
**Attachments:** [image002.png](#)  
[image003.png](#)  
[image004.png](#)  
[image005.png](#)  
[image006.png](#)  
[image007.png](#)  
[image001.gif](#)  
[image009.png](#)  
[Stratford General Hospital Foundation - By-law \(OHH Draft June 7, 2024\).doc](#)

You don't often get email from lhebert@osler.com. [Learn why this is important](#)

**CAUTION:** This email originated from outside the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good evening Cheryl,

Please find attached the revised draft of the Stratford General Hospital Foundation By-Law.

A few comments regarding our revisions to the by-law:

- You will see that we have revised the form of by-law given that it was more cost-effective and efficient for us to work from a modern by-law that was already compliant and customize it for Stratford General Hospital Foundation rather than making a series of updates to the existing by-law, but I have ensured that the draft by-law reflects all necessary customizations for Stratford.
- The objects of the corporation have not been included in the by-law to provide you with greater flexibility (i.e., if you need to revise the objects, you are not also then required to update the by-law). You will see that Section 2.01 of the by-law sets out that the objects of the corporation are in the articles.
- To be consistent with corporate law, we have updated the term "trustee" to "director" throughout the by-law, as this is the terminology used in the corporation's governing legislation, the *Not-for-Profit Corporations Act* (Ontario) ("**ONCA**"). However, we have kept your use of the term "honorary trustees" so that they are not to be confused with the directors.

I will be following up with draft articles of amendment on Monday to reflect the fact that the corporation has a flexible board (i.e., with a minimum and maximum number of directors) as ONCA requires that such minimum/maximum be provided for in the corporation's articles. We would also suggest that the articles of amendment repeat the objects of the corporation (now called the "purposes" under ONCA) set out in Section 6 of your Letters Patent dated August 5, 1983, but given the amalgamation of the Huron Perth Healthcare Alliance, we suggest broadening the objects slightly to enable fundraising for the other hospital sites. Charitable law requires that the funds currently held can only be used for the Stratford General Hospital, so broadening the objects will permit the Board of Directors of HPHA to use the funds for other sites. This proposed broadening language is optional and we will provide you with the proposed language on Monday.

If you have any questions or comments regarding the by-law or if it would be helpful to discuss, please let us know.

Have a nice weekend,

Lauren



**Lauren Hebert** (*she/her*)

Associate

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Osler, Hoskin & Harcourt LLP | [osler.com](http://osler.com)

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**From:** Edwardson, Melissa

**Sent:** Wednesday, May 29, 2024 11:20 AM

**To:** CHERYL.HUNT <[cheryl.hunt@hpha.ca](mailto:cheryl.hunt@hpha.ca)>

**Subject:** RE: Stratford General Hospital Foundation By-Laws

Good morning Cheryl,

Confirming that it has been received successfully.

**STRATFORD GENERAL HOSPITAL FOUNDATION**

**BY-LAW No. 1**

Approved April 24, 2019  
**[Amended June ●, 2024]**

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## BY-LAW NO. 1

### ARTICLE 1. DEFINITIONS AND INTERPRETATION

#### 1.01 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) **“Act”** means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it;
- (b) **“Articles”** means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (c) **“Associates”** in relation to an individual means the individual’s parents, dependent children, siblings, spouse or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (d) **“Board”** means the board of directors of the Corporation;
- (e) **“By-Law”** means any by-law of the Corporation from time to time in effect, including this By-Law No. 1;
- (f) **“Chair”** means the person elected by the Board to be the chair of the Corporation;
- (g) **“Committee”** means any committee created by the Board or pursuant to this By-Law;
- (h) **“Committee Member”** means an individual who is appointed to a committee which is authorized by the Board;
- (i) **“Conflict of Interest”** means, with respect to a Director or Officer of the Corporation,
  - (i) being party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
  - (ii) being a director or an officer of, or having a material interest in, any person who is a party to a material contract or transaction or proposed contract or transaction with the Corporation;



- (j) **“Corporation”** means the Stratford General Hospital Foundation;
- (k) **“Director”** means a member of the Board;
- (l) **“ex-officio”** means membership “by virtue of the office” and includes all rights, responsibilities, including the power to vote, unless otherwise specified;
- (m) **“Excluded Person”** means:
  - (i) a person who is not an individual;
  - (ii) a person who is under eighteen (18) years old;
  - (iii) a person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
  - (iv) a person who has been found to be incapable by any court in Canada or elsewhere;
  - (v) a person who has the status of bankrupt; or
  - (vi) any person who has been convicted of an indictable offence;
- (n) **“Executive Director”** means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
- (o) **“Huron Perth Healthcare Alliance”** means the amalgamated corporation effective as of April 1, 2024 which owns and operates four public hospitals, being The Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital and Stratford General Hospital;
- (p) **“Matter”** has the meaning ascribed to it in Section 5.08(a);
- (q) **“Member”** means a member of the Corporation.
- (r) **“Officer”** means those officers of the Corporation set out in section 7.01;
- (s) **“Policies”** means the policies and procedures of the Corporation in effect from time to time;
- (t) **“Registered Office”** means the registered office of the Corporation at the Stratford General Hospital Avon Crest Building, 46 General Hospital Drive, Stratford, Ontario, or such other place as the Board determines by ordinary resolution from time to time;

- (u) **“Special Resolution”** means a resolution passed by the Directors and confirmed by at least two thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose; and
- (v) **“Stratford General Hospital Site”** means the Stratford General Hospital facilities and lands located at 46 General Hospital Drive, Stratford, Ontario, N5A 2Y6.

## **1.02 Interpretation**

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) the use of the singular number shall include the plural and vice versa and the use of gender shall include the masculine, feminine and neuter genders;
- (b) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (c) any references herein to any laws, By-Laws, rules, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

## **1.03 Procedures**

- (a) Any Director, Member, Officer, Committee Member or employee, as the context requires and as is permitted by the By-Law or the Policies of the Corporation, may participate in a meeting of the Board or of a Committee of the Board, or a meeting of the Members, by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the Act and this By-Law to be present at the meeting. If the meeting is to be held entirely by telephonic or electronic means, a place does not need to be specified in the notice of meeting and the notice shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available at the meeting, including instructions for voting by such means at the meeting.
- (b) The business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this By-Law shall be decided by a majority of votes unless otherwise required by statute, provided that:

- (i) unless otherwise specified, each Member, each Director and each Committee Member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
  - (ii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous and instantaneous communication, among all Members, Directors and committee members present and, in the event of a tie, the motion is lost;
  - (iii) the chair of a meeting of the Board or any Committee shall have an initial vote but shall not have a casting vote;
  - (iv) a Member shall not be entitled to cast a negative vote in respect of a motion to elect a Director;
  - (v) a motion to elect the Directors and Board officers by acclamation shall require a mover and seconder and one (1) vote cast by the chair of the meeting;
  - (vi) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or requested shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;
  - (vii) an abstention shall be permitted only where a Conflict of Interest prevents a vote from being cast, in accordance with this By-Law, and such abstention shall not be considered a vote cast; and
  - (viii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (c) Minutes shall be kept for all meetings of the Corporation, the Board, or any Committee and may be approved by the chair of the Board or Committee, subject to any corrections.

- (d) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in a Board policy or in this By-Law or by the Act shall be determined by the chair of the meeting in accordance with Nathan's Company Meetings Rules of Order or such other rules of procedure adopted by resolution of the Board.

#### **1.04 Repeal of Previous By-Laws**

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-Law.

### **ARTICLE 2. OBJECTS OF THE CORPORATION**

#### **2.01 Objects of the Corporation**

The objects of the Corporation are set out in the Articles.

### **ARTICLE 3. MEMBERSHIP OF THE CORPORATION**

#### **3.01 Membership**

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

- (a) the Directors of the Corporation; and
- (b) such other persons as are from time to time approved by the Board of Directors of the Corporation.

#### **3.02 Termination, Discipline and Resignation of Membership**

- (a) The interest of a member in the Corporation is not transferable and lapses and ceases to exist:
  - (i) upon death, resignation or termination of the Member;
  - (ii) violating any provision of the Articles, By-Law, or written Policies of the Corporation;
  - (iii) carrying out any conduct which may be detrimental to the Corporation or for any other reason as determined by the Board in its sole and absolute discretion;
  - (iv) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law, such determination to be made in the absolute sole discretion of the Board; or
  - (v) when the person ceases to be a Director of the Corporation, as applicable.

- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.
- (c) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit.
- (d) Any member may resign their membership in the Corporation by resignation in writing which shall be effective upon acceptance thereof by the Board.
- (e) A membership shall terminate upon a resolution passed at a meeting of the Board and confirmed by a two-thirds (2/3) affirmative vote at a general meeting of the Corporation for failing to maintain the appropriate qualifications for membership as set out in section 3.02 or for any other cause.
- (f) No resolution to terminate a membership shall be moved except after having given the member at least ten (10) days' notice thereof.

**ARTICLE 4. ANNUAL AND SPECIAL MEETINGS OF MEMBERS OF THE CORPORATION**

**4.01 Annual Meetings**

- (a) The annual meeting of the Members shall be held at the Registered Office, or such other place within the County of Perth, on such day in each year and at such time as the Board may by resolution determine.
- (b) The business transacted at the annual meeting of the Corporation shall include:
  - (i) reading and/or circulation and consideration of:
    - (A) minutes of the previous meeting;
    - (B) reports of the unfinished business from any pervious meeting of the Corporation;

- (C) a report of the activities of the Corporation for the previous year;
- (D) the financial statements; and
- (E) the auditor's report;
- (ii) election of Directors; and
- (iii) the appointment of the auditor for the coming year.

Any other items of business conducted at a meeting of the Members shall be deemed to be special business.

- (c) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of special business can be included in the notice of annual meeting. If the item of special business is requisitioned by the Members, the Members requisition must comply with section 4.02.

#### **4.02 Special Meetings**

- (a) The Chair, Vice-Chair or the Board of Directors may call a special meeting of the Corporation.
- (b) Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any matter related to the activities or affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the Registered Office of the Corporation and may consist of several documents in like forms signed by one or more Members.
- (c) If the Directors, acting in their sole and absolute discretion, determine that:
  - (i) the requisition meets the qualifications set out in paragraph 4.02(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement; or
  - (ii) (A) the requisition does not meet the qualifications set out in paragraph 4.02(b); or  
(B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or

(C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or

(D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or

(E) the rights conferred by this section are being abused to secure publicity,

the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the date calculated pursuant to clause (i) above.

- (d) Notice of a special meeting shall be given in the same manner as notice of a regular meeting and shall state the purpose for which it is called.

#### **4.03 Notice of Annual and Special Meeting**

- (a) Notice of the annual meeting of the Corporation shall be given to all Members by an appropriate means, which may include electronic transmission, not less than ten (10) days and not more than fifty (50) in advance of the meeting at the last address of the Member as shown in the records of the Corporation.
- (b) The notice of such meeting shall contain sufficient information concerning such business to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting.
- (c) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (d) Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting. Meetings of Members held without notice shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.

#### **4.04 Quorum**

- (a) The quorum of a meeting of the Members of the Corporation shall be five (5) Members.

- (b) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

#### **4.05 Chair**

The chair of a meeting of the Corporation shall be:

- (a) the Chair of the Corporation; or
- (b) if the Chair of the Corporation is absent, the Vice-Chair of the Corporation; or
- (c) if the Chair and the Vice-Chair are both absent, a Director elected by the Members present to serve as chair.

#### **4.06 Written Resolutions**

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

### **ARTICLE 5. BOARD OF DIRECTORS**

#### **5.01 Nominations and Elections**

- (a) The Nominating Committee shall review all nominations for persons to be elected as Directors of the Corporation and shall prepare a slate of the names of those persons that it feels appropriate to nominate for election to the Board or to fill any vacancies.
- (b) Elections for the Directors shall be at the annual meeting of the Corporation.

#### **5.02 Composition**

- (a) The board shall consist of a minimum of ten (10) and a maximum of seventeen (17) Directors, unless changed in number by special resolution, and shall consist of:
  - (i) up to thirteen (13) people elected from the community served by the Stratford General Hospital Site, who are not members of the Board of Directors of the Huron Perth Healthcare Alliance;
  - (ii) the Chief Executive Officer of the Huron Perth Healthcare Alliance; and



- (iii) one (1) member of the Medical Staff (whose medical practice is primarily conducted at the Stratford General Hospital Site) appointed annually by the Medical Staff Association.

### **5.03 Qualification of Directors**

An Excluded Person is disqualified from being a Director of the Corporation.

### **5.04 Election or Appointment of Directors and Term of Office**

- (a) Directors shall be elected by the Members at meetings of the Members and shall retire in rotation such that, in the ordinary course, four (4) Directors' terms shall expire annually.
- (b) Terms are two (2) years in duration. No member of the Board of Directors, except for the Chief Executive Officer of the Huron Perth Healthcare Alliance and the member of the Medical Staff (whose medical practice is primarily conducted at the Stratford General Hospital Site), shall serve more than four (4) consecutive terms (for a total of eight (8) consecutive years serving as a Director). Re-election of a Director can occur after one (1) full year of absence from the Board of Directors.
- (c) In the case of a Director in their eighth consecutive year, serving as Chair of the Board, consideration will be given to a maximum additional two (2) consecutive years to service in the capacity as Immediate Past-Chair of the Board.
- (d) An individual's term can be extended to an additional one (1) year term due to special circumstances at the discretion of the Board of Directors.
- (e) From time to time in the event of any vacancy among the elected Directors (except through an increase in the number of Directors), such vacancy may be filled by the Directors if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any Directors appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Directors who ceased to be a Director and who caused such vacancy.

### **5.05 Honorary Trustees**

- (a) The Board of Directors may appoint such honorary trustees of the Corporation and for such term of office as they may deem advisable (the "**Honorary Trustees**").
- (b) Honorary Trustees may attend meetings of the Directors and may act in an advisory capacity and shall not be eligible to vote.

#### **5.06 Removal of Directors**

- (a) The office of an elected Director shall automatically be vacated if the Director fails to meet the qualification of Director requirements set out in this By-Law.
- (b) The office of any elected Director may, at a special meeting of the Members, be terminated by a simple majority resolution of the Members:
  - (i) if a Director fails to comply with the Act, the Corporation's Articles, By-Law or Policies, including without limitation the confidentiality, Conflict of Interest and standards of care requirements;
  - (ii) if a Director 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 Corporation;
  - (iii) if a Director's conduct is determined to be detrimental to the Corporation; or
  - (iv) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.
- (c) If a vacancy occurs at any time among the Directors either by a resignation, death or removal in accordance with paragraph (a) or (b) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to fill the unexpired term, provided that the requirements of section 5.03 are complied with.

#### **5.07 Remuneration of Directors**

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid for reasonable expenses incurred by them in the performance of their duties.

#### **5.08 Conflict of Interest**

- (a) Every Director who, either directly or through one of their Associates, and every Committee Member who has or thinks they may potentially have a Conflict of Interest with respect to a proposed or current material contract, transaction, matter or decision of the Corporation (collectively referred to as a "**Matter**"), shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board, Committee, or otherwise.
- (b) The declaration of the Conflict of Interest shall be disclosed at the meeting of the Board, committee or otherwise at which the Matter is first raised.

- (c) If the Director, or their Associates, or a Committee Member becomes interested in a Matter after the Board meeting, Committee meeting or otherwise at which it is first raised, the Director, or Committee Member shall make a declaration at the next Board meeting, Committee meeting or otherwise following the Director's, or Committee Member's perception or apprehension of a conflict.
- (d) In the case of an existing Matter, the declaration of the Conflict of Interest shall be made at the first meeting of the Board after the individual becomes a Director or Committee Member or the interest comes into being.
- (e) After making such a declaration, no interested Director or Committee Member shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a Matter, nor shall the Director or Committee Member be counted in any required quorum with respect to the vote.
- (f) If a Director or Committee Member has made a declaration of Conflict of Interest in compliance with this By-Law, the Director or Committee Member is not accountable to the Corporation for any profits they may realize from the Matter.
- (g) If the Director or Committee Member fails to make a declaration of their interest in a Matter, as required by this By-Law, this failure may be considered grounds for termination of their position as a Director or Committee Member in addition to any other remedies available to the Corporation under statute, equity or common law.
- (h) The failure of any Director or Committee Member to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any Matter undertaken by the Board, Committee or otherwise.
- (i) If a Director or Committee Member believes that any other Director or Committee Member is in a Conflict of Interest position with respect to any Matter, the Director or Committee Member shall have their concern recorded in the minutes, and the Director or Committee Member with the alleged Conflict of Interest shall have the right to address the Board, Committee, or otherwise with respect to the allegation. Thereafter, at the request of the Director or Committee Member who recorded the initial concern, the Board, Committee, or otherwise after the Director or Committee Member alleged to have a Conflict of Interest has absented themselves from the room, shall vote on whether the Director or Committee Member alleged to have a Conflict of Interest is, in the opinion of the Board, committee, or otherwise in a Conflict of Interest. If the Board, Committee, or otherwise finds the person in a Conflict of Interest, that interested Director or Committee Member shall absent themselves during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director or Committee Member has a Conflict of Interest shall be determined by a simple majority of the Board, committee or otherwise and shall be final.

- (j) (i) A Director or Committee Member of the Corporation may have interests with stakeholders of the Corporation which may appear to be a Conflict of Interest. The Board, Committee or otherwise recognizes that where the perceived conflicts related to non-profit stake-holders/partners that share common goals with the Corporation that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual conflict of interest.
- (ii) The benefits include:
  - (A) reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision, and
  - (B) increased capacity of the Board, Committee or otherwise because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
- (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 5.08(b) of this By-Law, where a member has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Director or Committee Member shall be entitled to be present at and take part in the deliberations with respect to the proposed Matter but shall not be entitled to vote.
- (k) If the Board, Committee, or otherwise finds that the person is not in a Conflict of Interest, the Board will then vote on the Matter and the votes of each Director or Committee Member shall be recorded.
- (l) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board, Committee or otherwise.
- (m) Where the number of Directors or Committee Members who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that, at that meeting the remaining Directors or Committee Members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors or Committee Members shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (n) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors or Committee Members who are not prohibited from participating in the meeting is less than three (3), the Chair may apply to the Superior Court of Justice on an *ex parte* basis for an order authorizing the Board,

Committee or otherwise to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

**5.09 Confidentiality/Public Relations**

- (a) Every Director, Officer, Committee Member and employee of the Corporation shall respect the confidentiality of matters brought before the Board or any such Committee or coming to their attention in the course of their duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) No statements respecting such matters shall be made to the public or the press by any Director, Officer, Committee Member or employee except as authorized by the Board.
- (c) Persons, other than persons referred to in paragraph (a) above, permitted to attend any meeting of the Board or any meeting of a committee established or authorized by the Board or by the By-Law shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

**5.10 Directors to Supervise the Management of the Corporation**

- (a) The Board shall be responsible for the governance of the Corporation and supervision of the management of the activities and affairs of the Corporation and:
  - (i) develop and review on a regular basis the mission, objectives and strategic plan of the Corporation, in relation to the provision of the appropriate programs and services, while maintaining fiscal responsibility in consideration of available resources, in order to meet the needs of the community;
  - (ii) approve policies and procedures to provide the framework for the management and operation of the Corporation;
  - (iii) ensure that staff and facilities are appropriate for the services provided;
  - (iv) regularly review the functioning of the Corporation in relation to its objectives as stated in the Articles and By-laws and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation; and
  - (v) each Director shall undertake to devote sufficient time to fulfill the role of a Director of the Corporation. Such a role requires interested, concerned, and committed volunteers, familiar with the

obligations and responsibilities of foundation trusteeship. The Board of the Corporation will benefit from the optimal attendance of every member.

- (b) The Board may, from time to time, develop and adopt Policies setting out in greater detail its roles and responsibilities.

#### **5.11 Standard of Care of Directors and Officers**

Every Director and Officer of the Corporation, shall in exercising their powers and discharging their duties to the Corporation:

- (a) fulfill their fiduciary duty, that is, act honestly and in good faith with a view to the best interests of the Corporation;
- (b) meet the legally required standard of care, that is, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) comply with the Act; and
- (d) comply with the Corporation's Articles and By-Law.

#### **5.12 Indemnification and Insurance**

- (a) The Corporation shall indemnify the Directors or Officers of the Corporation, the former Directors or Officers of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to the Director, Officer or other individual referred to in paragraph 5.12(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 5.12(c).
- (c) The Corporation shall not indemnify an individual under paragraph 5.12(a) unless,
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 5.12(a) shall not apply to any liability which a Director or Officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Huron Perth Healthcare Alliance.
- (e) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 5.12(a) against any liability incurred by the individual,
  - (i) in the individual's capacity as a Director or Officer of the Corporation; or
  - (ii) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## **ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD**

### **6.01 Regular Meetings**

- (a) The Board shall meet at the Registered Office or another place in Ontario determined by the Board, at such time as the Board may from time to time determine.
- (b) The Board shall meet at least quarterly.
- (c) No person other than Board members may attend meetings of the Board except:
  - (i) upon the invitation by the Chair through the Executive Director; or
  - (ii) upon the invitation by the Executive Director with the approval of the Chair.

### **6.02 Special Meetings**

Special meetings of the Board shall be called by the Secretary on the request of any of the following:

- (a) the Chair;
- (b) the Vice-Chair or
- (c) any two (2) Directors, by written request.

**6.03 Notice of Regular and Special Meetings**

- (a) Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least two (2) days before the date on which the meeting is to be held.
- (b) Notice of a special meeting of the Board may be given by telephone and or electronic transmission and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

**6.04 Quorum**

- (a) A quorum at any meeting of the Board shall consist of a majority of the Directors.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.
- (c) If, within one-half hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.
- (d) No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve any and all proceedings taken or had thereat.

**6.05 Chair of Board Meetings**

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent; or
- (c) a Director elected by the Directors present if the Chair and Vice-Chair are both absent.



## **6.06 Voting**

- (a) Subject to paragraph 6.06(b) and 6.07 below, at all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.03.
- (b) Despite any other provisions of this By-Law, any Director entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (c) A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,
  - (i) the Director's dissent is entered in the minutes of the meeting;
  - (ii) the Director requests that their dissent be entered in the minutes of the meeting;
  - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits their dissent immediately after the meeting is terminated to the Corporation.
- (d) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director,
  - (i) causes their dissent to be placed with the minutes of the meeting; or
  - (ii) submits their dissent to the Corporation.

## **6.07 Written Resolutions**

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

## **ARTICLE 7. OFFICERS**

### **7.01 Officers**

- (a) The Board shall elect at its first meeting following the annual meeting of the Corporation the following Officers of the Corporation:
  - (i) the Chair;

- (ii) the Vice-Chair;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (b) The Chair of the Corporation shall not be the Chief Executive Officer of the Huron Perth Healthcare Alliance.
  - (c) The Executive Director of the Corporation shall be the Secretary of the Board of Directors.
  - (d) The Treasurer shall be a Director and will be the Chair of the Finance and Investment Committee.
  - (e) Any Officer of the Board shall cease to hold office upon resolution of the Board.
  - (f) Upon the election of the Chair by the Board, the immediately preceding Chair may remain on the Board and serve as Immediate Past-Chair.

#### **7.02 Duties of the Chair of the Corporation**

The Chair shall, without limitation:

- (a) preside at all meetings of the Board and act as chair of such meetings and the Annual Meeting of the Members;
- (b) sign all instruments that require their signature;
- (c) report to the Directors and Members at the annual meeting of the Corporation and at all such other times as the Chair may consider advisable or necessary, concerning the management and operations of the Corporation;
- (d) appoint chairs of the Committees of the Board;
- (e) be responsible for appointing Directors to Committees not otherwise provided for in this By-Law;
- (f) be an ex-officio member on any Committee of the Board; and
- (g) assume and perform such other duties as may from time to time be assigned to themself by the Board.

#### **7.03 Duties of the Immediate Past-Chair**

- (a) The Immediate Past-Chair shall serve as a resource to the new officers of the Corporation and perform such duties as may be assigned from time to time by the Chair.

**7.04 Duties of the Vice-Chair of the Corporation**

The Vice-Chair of the Corporation shall:

- (a) have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and
- (b) perform such other duties, if any, as may be from time to time assigned by the Board.

**7.05 Duties of the Secretary**

(a) The Secretary shall:

- (i) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and committees appointed or authorized by the Board;
  - (ii) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation;
  - (iii) attend to correspondence of the Board;
  - (iv) be the custodian of the seal of the Corporation;
  - (v) give such notice as required by this By-Law of all meetings of the Corporation, the Board and its Committees; and
  - (vi) perform such other duties as may be required of the Secretary by the Board.
- (b) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

**7.06 Duties of the Treasurer**

(a) The Treasurer of the Corporation shall:

- (i) keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
- (ii) under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;

- (iii) submit a financial report at each regular meeting of the Board indicating the financial position of the Foundation in a timely manner;
  - (iv) be the chair of the Finance and Investment Committee; and
  - (v) perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- (b) The Treasurer may delegate the performance of their duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.

#### **7.07 Duties of the Executive Director**

- (a) The Executive Director shall be appointed by the Board.
- (b) The Executive Director shall:
- (i) be responsible to the Board for the organization and management of the activities and affairs of the Corporation in accordance with the policies established by the Board and subject to the direction of the Board;
  - (ii) be Secretary of the Board and report to the Board on any matters about which they should have knowledge and subject to this By-Lawl, be an ex-officio member of Board Committees; and
  - (iii) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation.
- (c) The Executive Director's duties include the exercise of the authority delegated to the Executive Director by the Board through any Policies.

#### **7.08 Vacancies**

If the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect or appoint a Director to fill such vacancy.

#### **7.09 Remuneration**

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

**ARTICLE 8. COMMITTEES OF THE BOARD**

**8.01 Establishment of Committees**

- (a) The Board may establish standing and special Committees whose members will hold their offices at the will of the Board.
- (b) The standing Committees of the Board shall be:
  - (i) the Finance and Investment Committee / Audit Committee;
  - (ii) the Resource Development & Public Relations Committee;
  - (iii) the Strategic Planning Committee;
  - (iv) the Nominating Committee;
  - (v) the Executive Committee; and
  - (vi) such other standing committees of the Board whose duties are normally continuous.
- (c) The members of the standing Committees shall be appointed to one year-term which may be renewed annually.
- (d) Special Committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (e) The members of any Committee need not be Directors of the Corporation.

**8.02 Terms of Reference for Committees**

Any functions, duties, responsibilities, composition (including chair), term and mandate of all any Committee not otherwise set out in this By-Law shall be provided either in a Board Committee Policy to be prepared and reviewed by the Board annually or in the resolution of the Board by which such committee is established.

**8.03 Finance and Investment Committee / Audit Committee**

- (a) The Finance and Investment Committee / Audit Committee shall consist of:
  - (i) the Chair;
  - (ii) the Secretary;
  - (iii) the Treasurer; and

- (iv) at least three other Directors.
- (b) The chair of the Finance and Investment Committee shall be the Treasurer of the Corporation.
- (c) The Finance and Investment Committee / Audit Committee shall:
  - (i) review detailed financial statements on a timely basis and report them to the Corporation's Board of Directors accordingly;
  - (ii) invest and manage the monies of the Corporation not immediately required to fulfil the objects of the Corporation in investments authorized within the law; and
  - (iii) meet with the auditor and review the annual audited statements and auditor's report prior to the Annual Meeting of the Members of the Corporation.

#### **8.04 Resource Development & Public Relations Committee**

- (a) The Resource Development & Public Relations Committee shall consist of:
  - (i) the Chair;
  - (ii) the Secretary; and
  - (iii) at least four other Directors.
- (b) The Resource Development & Public Relations Committee shall:
  - (i) explore new sources of revenue on a continuous basis;
  - (ii) encourage participation and partnership from all aspects of the internal and external communities in fund development, special events, community relations and recognition;
  - (iii) ensure a positive public relations component in all fundraising endeavours; and
  - (iv) 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.

#### **8.05 Strategic Planning Committee**

- (a) The Strategic Planning Committee will consist of:

- (i) the Chair;
  - (ii) the Secretary; and
  - (iii) at least four other Directors.
- (b) The Strategic Planning Committee shall:
- (i) participate in the ongoing assessment of the funding needs of the Corporation and the Stratford General Hospital Site;
  - (ii) develop, evaluate and make recommendations to the Board of Directors on the Corporation's mission and role; and
  - (iii) periodically evaluate and update the Corporation's By-Law to ensure they are within the objectives, direction and mission of the Corporation, and bring any such recommendations to the Board of Directors.

#### **8.06 Executive Committee**

- (a) The Executive Committee will consist of:
- (i) the Chair;
  - (ii) the Vice-Chair;
  - (iii) the Secretary;
  - (iv) the Treasurer; and
  - (v) at least one other Director.
- (b) The Executive Committee shall have the following powers:
- (i) during intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise (subject to any regulations which the Directors from time to time impose) all the powers of the Board in the management and direction of the Corporation (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 Corporation in all cases in which specific directions shall not have been given by the Board; and
  - (ii) keeping 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 of Directors for ratification.

**8.07 Nominating Committee**

- (a) The Nominating Committee shall consist of:
  - (i) the Chair;
  - (ii) the Secretary;
  - (iii) at least two other Directors; and
  - (iv) two Members who are not Directors.
  
- (b) The Nominating Committee shall:
  - (i) nominate persons for election to the Board to fill any vacancies of the Board, and
  - (ii) nominate Directors for consideration by the Board for re-election to the Board.
  
- (c) In selecting persons as nominees for election to the Board, the Committee shall:
  - (i) endeavour to provide for broad community representation after considering the list of appointed and ex-officio Directors;
  - (ii) consider the names of all persons submitted as nominees in accordance with this By-Law; and
  - (iii) consider the potential contribution of any person nominated in relation to the function of the Corporation.
  
- (d) In selecting Directors for nomination, the Committee shall review participation and attendance at previous Board and Committee meetings.
  
- (e) Subject to all provisions of this By-Law, nominations for the election as a Director at the Annual Meeting of the Corporation may be made only by:
  - (i) the Nominating Committee of the Board, or
  - (ii) Members of the Corporation provided that each nomination by Members:
    - (A) is in writing and signed by at least two Members in good standing; and
    - (B) is accompanied by a written declaration signed by the nominee that they will serve as a Director in accordance with this By-Law if elected; and



- (C) is submitted to and received by the Secretary at least thirty (30) days before the date of the Annual Meeting.

#### **8.08 Quorum and Procedures for Committees**

- (a) Unless otherwise determined by the Board, a quorum for a Committee shall consist of a majority of the voting members of a Committee.
- (b) Procedures at committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution.

### **ARTICLE 9. FINANCIAL MATTERS**

#### **9.01 Bonding-Fidelity Insurance**

- (a) Directors, Officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board and obtained through the Huron Perth Healthcare Alliance's insurance policy.
- (b) At the discretion of the Board, the requirements of paragraph (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy.

#### **9.02 Authorized Signing Officers**

- (a) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Chair of the Board or the Vice-Chair, together with the Secretary or the Treasurer, or such other official designated by the Board. The Secretary shall affix the seal of the Corporation to such instruments as require the same.
- (b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any one of the Chair, Vice-Chair, Secretary, Treasurer and the Executive Director or by any person authorized by the Board.

#### **9.03 Banking and Borrowing**

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by resolution.
- (b) The Chair of the Board or the Vice-Chair, together with the Secretary or the Treasurer, are hereby authorized for and in the name of the Corporation:
  - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money on

the recommendation of the Finance/Audit and Resources Committee;

- (ii) to receive and deposit all Corporation monies in the bank designated under paragraph (a) above, and give receipts for same;
- (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, or other securities;
- (iv) to transact with the said bank any business which they may think fit;
- (v) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- (vi) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph (a) above;
- (vii) to receive all paid cheques and vouchers; and
- (viii) to sign the bank's form of settlement of balance and release.

(c) The Board may from time to time:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (iv) delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

#### **9.04 Seal**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping.

**9.05 Investments**

- (a) The Board may invest in any investments which are authorized by the Corporation's investment policy.
- (b) The Corporation's investment policy shall be determined from time to time by the Corporation's Board of Directors and shall be in accordance with the *Trustee Act* (Ontario).

**9.06 Trust Funds**

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the *Trustee Act* (Ontario).
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph (a) above which come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Treasurer shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

**9.07 Auditor**

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

**9.08 Fiscal Year**

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on March 31st in each year.

**ARTICLE 10. NOTICES**

**10.01 Service**

Any notice or other document required by the Act, the Articles or the By-Law of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail, electronic means or facsimile to any such Member or Director at their latest addresses shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**10.02 Signatures to Notices**

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

**10.03 Computation of Time**

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

**10.04 Proof of Service**

A certificate of the Secretary, Treasurer, Executive Director or any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

**ARTICLE 11. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAW**

**11.01 Notice**

- (a) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail or, electronic means not less than ten (10) days before the meeting.

- (b) Where the notice of intention required by paragraph (a) above is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

#### **11.02 Effective Date**

Except as expressly provided in this By-Law or in the Act, the By-Law or an amendment to the By-Law passed by the Board have 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.

#### **11.03 Approval by Members**

- (a) The By-Law or an amendment to the 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 Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
- (b) The Members at the annual meeting or at the special general meeting may confirm the By-Law as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.
- (c) Any amendment to the portion of the By-Law relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

#### **11.04 Rejection**

In any case of rejection, amendment, or refusal to approve the By-Law or part of the 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.

**ENACTED** as By-Law No. 1 this \_\_\_\_ day of \_\_\_\_\_, 2024.

**WITNESS** the seal of the Corporation.

\_\_\_\_\_  
Barb Thibeault  
Chair

\_\_\_\_\_  
Cheryl Hunt  
Secretary

**CONFIRMED** by the Members this \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Barb Thibeault  
Chair

\_\_\_\_\_  
Cheryl Hunt  
Secretary

**STRATFORD GENERAL  
HOSPITAL FOUNDATION**

**BY-LAWS**

**Revised: April 24, 2019**

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# **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 VI - 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			
<b>Honorary Members</b>								
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	

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