

ADMINISTRATIVE BY-LAWS

OF

ST. JOSEPH'S VILLA

DUNDAS, ONTARIO

OWNED AND OPERATED

BY

ST. JOSEPH'S HEALTH SYSTEM

REVISED: January 2003

ADMINISTRATIVE BY-LAWS

OF

**ST. JOSEPH'S VILLA
DUNDAS ONTARIO**

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ST. JOSEPH'S VILLA
DUNDAS ONTARIO

GENERAL ADMINISTRATIVE BY-LAWS

PREAMBLE

WHEREAS St. Joseph's Villa, Dundas, was established by The Sisters of St. Joseph of Hamilton to serve the area now known as the Regional Municipality of Hamilton-Wentworth;

AND WHEREAS St. Joseph's Villa, Dundas, is owned and operated by St. Joseph's Health System, incorporated pursuant to the Laws of the Province of Ontario on November 15, 1991;

AND WHEREAS the Mission of St. Joseph's Villa, in keeping with the Mission and Vision/Goal of St. Joseph's Health System, is Living Our Values Everyday;

AND WHEREAS in accordance with our Mission we are committed to the following values:

- (1) Care - providing a holistic approach to meeting the physical, social, emotional, intellectual and spiritual needs of our residents;
- (2) Quality - enhancing quality of life with dignity, respect and self esteem of residents, their families, volunteers, staff and others with whom we come in contact;
- (3) Service - helping those in need with a special dedication to the elderly and disadvantaged;
- (4) Responsibility - utilizing the available human and financial resources in the most cost effective and efficient manner;
- (5) Knowledge - developing and maintaining excellent professional and support staff;
- (6) Challenge - responding to the current and future needs of seniors in our community;

AND WHEREAS St. Joseph's Villa follows the Health Care Ethics Guide of the Catholic Health Association of Canada;

AND WHEREAS the Board of Trustees of St. Joseph's Villa deem it expedient that all General Administrative By-Laws of the Villa heretofore enacted be revoked and that the following By-Laws be adopted for regulating the affairs of the Villa.

NOW, therefore, the following be and are hereby enacted as the By-Laws of the Villa:

DATE March 4, 1996

ARTICLE I - NAME

The name of this organization shall be St. Joseph's Villa.

ARTICLE II - DEFINITIONS

In these By-laws, unless the context otherwise requires, "Corporation" means St. Joseph's Health System.

"Villa" means St. Joseph's Villa, Dundas, Ontario.

"The Board" means the Board of Trustees of the Villa.

"Trustee" means a member of the Board of Trustees.

"Executive Director" means the person appointed pursuant to the By-Laws to be the Chief Executive Officer of the Villa.

"Medical Director" means the physician appointed by the Board of Trustees from nominations by the Executive Director to attend to the Medical needs of the residents.

"President" means the President of St. Joseph's Health System.

ARTICLE III - THE BOARD OF TRUSTEES

SECTION I - PURPOSE

The Board of Trustees shall manage the affairs of the Villa subject to the limitations hereinafter contained and in accordance with the Mission of the Villa and the Mission and Vision/Goal of St. Joseph's Health System.

SECTION II - COMPOSITION

The Board of Trustees shall be comprised of 18 members as follows:

1. A maximum of two (2) Trustees shall be appointed by the President of the Corporation and shall normally be members of the Congregation of The Sisters of St. Joseph of Hamilton. In the event the President of the Corporation elects to nominate less than two (2) Trustees, the number of Trustees in II (4) shall be correspondingly increased.
2. One (1) Trustee shall be selected from among the staff. The procedure for selection shall be based upon the recommendation of the Governance Committee and approved by the Board of Trustees.
3. The Executive Director of the Villa shall be a Trustee by virtue of his office.

4. The remainder of the Trustees selected from the community to be elected by the Board of Trustees, subject to the approval of the Corporation.

SECTION III - TERMS OF APPOINTMENT/ELECTION

1. The term of office of the Trustees appointed by the President, St. Joseph's Health System shall be for a Term of Three (3) years for a maximum of three terms.
2. The term of office of the Trustees elected by the Board shall be for a Term of Three (3) years for a maximum of three terms. No person may serve for a term in excess of nine (9) years consecutively.
3. The term of office of the staff member selected by the Board shall be for a non-renewable term of Two (2) years.
4. The Executive Director shall be a Trustee by virtue of office for as long as he/she serves in this capacity with no maximum term.
5. No Trustee may serve as Chairperson for more than two years. Following one year out of the office of Chairperson, the same person may be re-elected to this office. The election of the Chairperson shall be pursuant to Article V, Section I.
6. An immediate past Chairperson of the Board, who has completed nine consecutive years of office, shall be an ex-officio member of the Board for the duration of the term of office of the new Chairperson of the Board.

SECTION IV - VACANCY

When a vacancy occurs among the elected Trustees the Board, subject to the approval of the Corporation, may appoint a member to fill the vacancy for the unexpired portion of the term.

SECTION V - VOTING

All duly appointed or elected and ex-officio board members shall be eligible to vote.

ARTICLE IV - MEETINGS

SECTION I - REPORT TO CORPORATION

The Board of Trustees shall meet with representatives of the Corporation at the annual meeting of the Board of Trustees and the Corporation shall receive from the Board of Trustees a complete report on the operation of the Villa.

Subsection I - Special Meeting

1. The Corporation may call a special meeting of the Corporation with the Board of Trustees and the notice of the special meeting shall be circulated to the members of the Board of Trustees at least one week prior to the meeting.
2. The notice of the special meeting shall state the purpose for which it is called.

SECTION II - THE BOARD OF TRUSTEES

Subsection I - Meetings of the Board of Trustees

1. The Board shall meet at such times and such places as the Board may from time to time determine. The Secretary shall give notice to the Trustees of the time and place of the meeting.
2. There shall be at least eight (8) meetings per annum.
3. Any party may attend meetings of the Board of Trustees upon:
 - (a) the invitation of the Chairperson through the Executive Director, or
 - (b) the invitation of the Executive Director with the approval of the Chairperson.

Subsection II - Quorum for Meetings of the Board

A quorum shall consist of fifty (50%) per cent of the members of the Board of Trustees who have power to vote at Board meetings.

Subsection III - Chairperson

The Chairperson of the meeting of the Board shall be:

- (a) the Board Chairperson
- (b) A Vice-Chairperson, if the Chairperson is absent
- (c) If both are absent, the Board shall delegate an Acting Chairperson from among the Trustees for that one meeting.

Subsection IV - Special Meetings of the Board

1. The Chairperson may call a special meeting of the Board.
2. If three (3) Trustees so request in writing, the Secretary shall call a special meeting of the Board.
3. Notice of a Special Meeting of the Board may be given by telephone and shall be given at least 24 hours in advance of the meeting.
4. The notice of the Special Meeting shall state the purpose for which the meeting is called.

Subsection V - Attendance

At the discretion of the Board, subject to the approval of the Corporation, any trustee who has not attended at least 50% of the regular meetings of the Board in 12 months shall be retired.

Subsection VI - Indemnification

Every member of the Board of Trustees of St. Joseph's Villa 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 Villa from and against:

- (a) All costs, charges and expenses whatsoever which such Trustee or Committee Member sustains or incurs in or about any 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 execution or intended execution in good faith of the duties of his or her office;
- (b) All other costs, charges and expenses that he or she sustains 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.

ARTICLE V - OFFICERS AND COMMITTEES

SECTION I - OFFICERS OF THE BOARD

The officers of the Board shall be the Chairperson, the Vice-Chairperson and Secretary. These shall be elected by the Board at a meeting immediately following the annual meeting subject to Article III, Section III.

Subsection I - Chairperson

The Chairperson of the Board shall be ex-officio member of all Committees and shall:

1. Preside over all meetings of the Board of Trustees;
2. Be chairperson of the Executive Committee;
3. Be responsible for the naming of Trustees to a Committee not otherwise provided for in these By-Laws;
4. Report to each Annual Meeting of the Corporation;
5. Represent the Villa at public or official functions;
6. Perform such other duties as may from time to time be determined by the Board and or Corporation, etc.

Subsection II - Vice-Chairperson

The Vice-Chairperson of the Board shall:

Discharge and perform all duties of the Chairperson in the absence or disability of the Chairperson together with such other duties as may from time to time be assigned to the Vice-Chairperson by the Board.

Subsection III – Vice-Chairperson Elect

The Vice-Chairperson Elect of the Board shall:

Discharge and perform all duties of the Chairperson in the absence or disability of the Vice-Chairperson together with such duties as may from time to time be assigned to the Vice-Chairperson Elect by the Board.

Subsection IV - Secretary

The Secretary of the Board shall be the Executive Director of St. Joseph's Villa and shall:

1. Attend all meetings of the Board and see that a record of all meetings of the Board is kept;
2. Prepare the agenda and notify members of the Board of all regular and special meetings;
3. Keep a roll of names and addresses of all members of the Board;
4. Perform other duties as the Board may direct;
5. Prepare all reports required under any Act or Regulation of the Province of Ontario.

SECTION II - COMMITTEES OF THE BOARD

The Board shall appoint, at the first meeting following the Annual Meeting, the following standing committees with chairpersons from among its own members: The Executive Committee, the Finance Committee, the Health Services and Quality Management Committee, the Governance Committee and the Planning Committee.

Subsection I - The Executive Committee

The Executive Committee shall consist of:

1. The Chairperson of the Board
2. The Vice-Chairperson of the Board
3. The Immediate Past Chairperson of the Board
4. The Executive Director
5. Corporation Representative
6. Any other members appointed by the Board

The duties of the Executive Committee shall be:

1. To exercise the full power of the Board in all matters arising between regular meetings of the Board reporting every action at the next meeting of the Board.

2. To study, advise and/or make recommendations to the Board on any matter as directed by the Board.
3. To promote goodwill and financial support of the Villa from the people of the community.
4. To complete the Chief Executive Officer's evaluation process annually.
5. To complete the Board evaluation process annually.
6. The committee shall meet at the call of the Chairperson or the Executive Director through the Chairperson.

Subsection II - The Finance Committee

The Finance Committee shall consist of:

1. The Executive Director
2. Such other members appointed by the Board
3. The Chairperson shall be a member of the Board

The duties of the Finance Committee shall be:

1. To study and recommend to the Board for approval, a detailed Annual Budget and implementation plan for capital and operating revenues and expenditures for the ensuing year.
2. To study the latest financial statements of the Villa for the month and make recommendations to the Board.
3. To inform and advise the Board on Financial matters at each Board meeting.
4. To recommend to the Board the types and amounts of insurance to be carried by the Villa and to review these annually.
5. To review and recommend for approval by the Board all bids for new construction and renovation for building and property related projects, as required.
6. To perform the function of the Audit Committee.
7. The committee shall meet at the call of the Chairperson or the Executive Director through the Chairperson.

The Committee shall meet at least eight (8) times a year at a time set by the Committee.

Subsection III - The Health Services and Quality Management Committee

The Health Services and Quality Management Committee shall consist of such members appointed by the Board. The Chairperson shall be a member of the Board of Trustees.

The duties of the Health Services and Quality Management Committee shall be:

Health Services:

1. To require the Executive Staff and the Medical Director to make available on regular, periodic basis, a profile of the present and projected needs of the residents' health program at St. Joseph's Villa.
2. To analyze and evaluate data which reflects these needs.
3. To determine the scope of services to be offered in the Villa and the changes to be made in services.
4. To require that the Executive Staff and Medical Director suggest and/or clarify Villa health care objectives, goals and policies on a regular basis. To ensure that these are consistent with the Villa Mission and Philosophies.
5. To establish criteria or modify objectives, goals or policies set for residents' health care from the Executive Staff and the Medical Director.

Quality Management

1. To receive regular reports (statistical, descriptive, etc.) related to the provision of direct resident care, indirect support service and client medical service, indicating that appropriate standards have been developed in each of these areas.
2. To receive regular follow-up documentation (data patterns and trends, etc.) prepared by the Executive Team, quarterly Medical Staff Meeting and other relevant committees.
3. To facilitate resolution of quality assurance problems or issues by the provision of suggestions, advice and recommendations to the Executive Staff, Departmental Managers and the Medical Staff.
4. To report to the Board of Trustees on standards, measurement and problem-solving actions taken in the area of Quality Management within the Villa.

Medical Director

1. To meet from time to time with the Medical Director to evaluate and review the quality of medical care being rendered in St. Joseph's Villa.
2. To make recommendations to the Board of Trustees regarding the professional performance of the Medical Director in St. Joseph's Villa.

This committee shall meet at least four (4) times per year at a time set by the committee.

Subsection IV - The Governance Committee

The Governance Committee shall consist of up to seven (7) members. The membership shall be comprised of six (6) members of the Board of Trustees, at least one of whom shall be a Corporate Representative, and the Executive Director of St. Joseph's Health System; and

1. The Immediate Past Chairperson of the Board shall Chair the meetings;
2. The Vice-Chairperson of the Board shall be a member; and
3. The Chairperson of the Board is not required to be a member.

The duties of the Governance Committee shall be:

1. To nominate members for election and re-election to the Board of Trustees subject to Article III, Section II, subsection (1).
2. To nominate for election and re-election officers of the Board of Trustees.
3. To nominate for election and re-election members and Chairpersons of the Standing Committees of the Board.
4. To produce a report approved by the Corporation containing the above-referred-to nominations on or before the last regular monthly meeting of the Board of Trustees before the Annual Meeting of the Board of Trustees.
5. To review and recommend to the Board for approval, amendments to the By-Laws of the Villa.
6. The committee shall meet at the call of the Chairperson or the Executive Director through the Chairperson.

Subsection V - The Planning Committee

The Planning Committee shall consist of such members appointed by the Board. The Chairperson shall be a member of the Board of Trustees.

The duties of the Planning Committee shall be:

1. To develop and maintain a discussion paper which outlines the possible future direction of the Villa.
2. To identify the existing and future community needs.
3. To develop a long range plan for the Villa.
4. To work with architects and consultants concerned with planning for major improvements, renovations and future buildings.
5. The committee shall meet at the call of the Chairperson or the Executive Director through the Chairperson.

Subsection VI - The Seniors' Housing Committee

The Seniors' Housing Committee shall consist of such members appointed by the Board. The Chairperson shall be a member of the Board of Trustees.

The duties of the Seniors' Housing Committee shall be:

1. To report and make recommendations to the Board of Trustees.
2. To be accountable for seniors' housing research.
3. To make recommendations regarding seniors' housing strategic directions.
4. To make recommendations on strategic programming.
5. To address all housing issues.
6. To develop project proposals.
7. To control the implementation of approved projects.
8. This committee shall meet at the call of the Chairperson or the Executive Director through the Chairperson.

Subsection VI - Ad Hoc Committees

Ad Hoc Committees shall be appointed by the Board for such purposes as the Board may decide.

ARTICLE VI - CONFIDENTIALITY

- (a) Every Trustee, officer, employee and member of the Medical Staff shall respect the confidentiality of matters brought before the Board, since unauthorized statements could adversely affect the interest of the institution.
- (b) The Board may give authority to one or more Trustees, officers, employees or members of the Medical Staff to make statements to the public or the news media about matters brought before the Board.

ARTICLE VII - BANKING

SECTION I

The Board shall designate those officers of the Board and staff of St. Joseph's Villa who are authorized for and in the name of St. Joseph's Villa:

- (a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.

- (b) subject to the approval of the Board, to sign and transfer to the bank all or any stocks, bonds or other securities.
- (c) subject to the approval of the Board, from time to time to borrow money from the bank by incurring an overdraft or otherwise.
- (d) generally for and in the name on behalf of St. Joseph's Villa to transact any business with the said bank.

SECTION II

Any officer of St. Joseph's Villa as may from time to time be designated by the Board is hereby authorized and may be authorized on behalf of St. Joseph's Villa:

- (a) to receive all monies and give acquittance for the same.
- (b) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of St. Joseph's Villa only all or any bills of exchange, promissory notes, cheques or orders for the payment of monies and other negotiable paper.
- (c) from time to time arrange, settle, balance and certify all books and accounts between St. Joseph's Villa and the bank designated by the Board.
- (d) to receive all paid cheques and vouchers.
- (e) to sign the bank's form of settlement of balances and releases.

PROVIDED that all banking arrangements and financial arrangements be subject to the approval of the Corporation.

ARTICLE VIII - CONTRACTS

SECTION I

The Chairperson, Vice-Chairperson, Executive Director and Director of Finance or any two of them are authorized to sign and execute all contracts, agreements, or other documents requiring execution by the Villa, subject to the approval of the Corporation and the existing policies of the Board.

SECTION II

The Board with the approval of the Corporation may invest in securities authorized by the Trustees Act of the Province of Ontario:

1. All endowment monies bequeathed in trust to the Board for the use of the Villa.
2. All Villa monies not required for operating expenses.
3. Notwithstanding paragraph (1), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Villa in specie, provided that sums of money as mentioned in item (2) above, may be withdrawn by the Corporation.

SECTION III

Members of the Board of Trustees and their families shall not enter into any business arrangements in which they are interested directly or indirectly with the Villa, except:

1. On a written and competitive sealed quotation basis and
2. Having declared any interest therein and having refrained from discussing and voting thereon.

ARTICLE IX - AUDITOR

1. The Board shall at its annual meeting recommend the appointment of an auditor subject to the approval of the Corporation 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 persons and who is duly licensed under the provisions of The Public Accountancy Act, to hold office until the next Annual Meeting of the Corporation.
2. The Auditor shall have all the rights and privileges as set out in The Corporations Act of Ontario and shall perform the audit functions as prescribed therein.
3. In addition to making her/his report to the Annual Meeting of the Board, the Auditor shall from time to time report to the Board on her/his work, and report from time to time to the Corporation at the request of the Corporation.

ARTICLE X - EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board and will be the Chief Executive Officer of the Villa. The candidate for appointment to the office of Executive Director shall be nominated to the Board of Trustees by the President of the Corporation.

SECTION I - DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall:

1. Be responsible to the Board of Trustees for achieving agreeable goals and objectives in the Key Areas of Responsibility of: (a) Mission and Corporate Mandate; (b) Organizational Relationships; (c) Medical Staff Relations; (d) Quality of Care; (e) Financial Management; (f) Strategic and Operational Plans; (g) Crisis Management and; (h) Government Compliance/Regulations.
2. Be responsible for the integration of the Villa's Mission Statement into all aspects of the operations.
3. Be responsible to the Board of Trustees for the general administration, organization and management of the Villa in accordance with the by-laws and policies established by the Board.
4. Attend all meetings of the Board and such of its committees as may be required by his or her presence.
5. Be custodian of all documents, records and minute books of the Villa.
6. Ensure that the Board of Trustees is provided with adequate information to fulfill its responsibilities.
7. Be responsible for the employment, control and direction of all employees of the Villa.
8. Be responsible for the development of appropriate financial plans, reporting structures and control systems within the scope of the budget approved by the Board of Trustees.
9. Ensure that the Villa complies with all statutory and regulatory requirements.
10. Make recommendations to the Board of Trustees regarding equipment, inventories, additional facilities and new construction exceeding the C.E.O.'s authorization limit.
11. Ensure sound working relations are maintained with the Long Term Care Division, Ministry of Health, and other health and social services institutions and agencies in the community.
12. Ensure that residents and patients receive excellent quality of care in accordance with the guidelines established by the Canadian Council on Health Facilities Accreditation.
13. Attend meetings of the St. Joseph's Villa Foundation Board of Trustees from time to time.

ARTICLE XI - ANCILLARY ASSOCIATIONS

SECTION I - AUTHORIZATION

The Board may sponsor the formation of such ancillary associations as it deems advisable, but only with the approval of the Corporation.

SECTION II - PURPOSE

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of St. Joseph's Villa, the residents and staff.

SECTION III - CONTROL

Each such association shall elect its own officers and formulate its own by-laws, but at times the objectives and activities of each such association shall be subject to review and approval by the Board of Trustees.

SECTION IV - REPRESENTATION

The appropriate representative of such ancillary association may be invited through the Executive Director to meet with the Board of Trustees on matters relating to the Ancillary Association.

SECTION V - AUDITOR

Each ancillary organization shall in the Annual Report forward to the Board a statement of financial affairs satisfactory to the Board. The ancillary organization should be audited by the Villa's auditor.

ARTICLE XII - BY-LAWS

SECTION I - MANNER OF CHANGING

These By-Laws may be repealed, added to, amended or substituted, at a special meeting of the Board of Trustees called for that purpose. Notice in writing, setting out the said amendments shall be given to all members of the Board of Trustees and passed at the said special meeting by a two-third majority of the Board of Trustees present, subject to the approval of the Corporation. The said notice to be given to the members of the Board of Trustees at least ten (10) days before the date of said special meeting by prepaid mail to the last known address of each member of the said Board of Trustees.

ST. JOSEPH'S VILLA
DUNDAS ONTARIO

ADMINISTRATIVE BY-LAWS
CERTIFICATE OF ENACTMENT

This is to certify:

- (1) That the appended copy of the Administrative By-Laws of St. Joseph's Villa, Dundas, Ontario is a true and complete copy of the Administrative By-Laws as passed by the Board of Trustees of the Villa at a properly constituted meeting of the Board held on the ___ day of ___, 199.

- (2) That the Administrative By-Laws were confirmed at a properly constituted meeting of The Corporation of St. Joseph's Health System duly called for that purpose held on the ___ day of ___, 199.

Dated at the City of
Hamilton

**ST. JOSEPH'S HEALTH CARE
SYSTEM**

the ___ day of _____.

by its authorized officer

.....
Sister Anne Anderson, C.S.J.
President & Chair