

## ORGANIZATION AND PROCEDURE BYLAWS

### VANCOUVER ISLAND HEALTH AUTHORITY

Approved by the Board of Directors September 25, 2002

Approved by the Ministry of Health on November 13, 2002

Revised & Approved by the Board of Directors March 31, 2004

Revised Bylaws Approved by the Ministry of Health on May 4, 2004

Revised Bylaws Approved by the Ministry of Health on December 16, 2015

Revised Bylaws Approved by the Ministry of Health on September 30, 2020

#### DEFINITIONS

1.1 In these bylaws:

- (a) “Act” means *Health Authorities Act*, and the regulations made thereunder.
- (b) “Board” means the Vancouver Island Health Authority as designated pursuant to the Act and, as the context requires, also refers to the full board of Members for the Vancouver Island Health Authority.
- (c) “bylaws” means the bylaws of the Board.
- (d) “Health Authority” means the Vancouver Island Health Authority.
- (e) “Chief Executive Officer” means the President and Chief Executive Officer engaged by the Board to manage the Vancouver Island Health Authority’s affairs.
- (f) “Health Facility” means the facilities, agencies or organizations by or through which the regional services (as defined in the Act) are provided for the Region.
- (g) “Health Services” means those services which the Board has agreed to manage or undertake under the Act or through an agreement with the Province of British Columbia, and includes Housing Services.
- (h) “Housing Services” means the acquisition, construction, holding, owning, supplying, operating, managing and maintaining of housing accommodation and incidental facilities.

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- (i) “Member” means a person appointed to the Board, by the Minister, pursuant to Act and in accordance with Ministry policy from time to time.
  - (j) “Director” means Member and Member means Director.
  - (k) “Minister” means the Minister of Health of the Province of British Columbia.
  - (l) “Other Acts” means all other statutes which pertain to the management and operation of the Health Services for which the Board has been delegated authority by the Minister and the regulations made thereunder. These acts include, but are not limited to: the *Health Act*, the *Hospital Act*, the *Hospital District Act*, the *Hospital Insurance Act*, the *Mental Health Act* and the *Continuing Care Act*.
  - (m) “Ordinary Resolution” means a resolution passed by a simple majority of the persons entitled to vote who are present in person or by video or teleconference at a meeting of the Directors, or by written response via facsimile or email to a resolution.
  - (n) “Special Resolution” means a resolution passed by a majority of 2/3 or more of the persons entitled to vote as are present in person or by video or teleconference at a meeting of the Directors of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
  - (o) “Region” means the geographic area designated for the Health Authority as determined pursuant to the Act for the Vancouver Island Health Authority.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 In these bylaws, words importing the singular include the plural and vice versa.

### ARTICLE 2 REGIONAL HEALTH AUTHORITY

- 2.1 **General.** The Board shall have the powers and purposes as are set out in the Act and as defined in these bylaws and in the Other Acts, and the property and affairs of the Board shall be managed by the Board in which shall be

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- vested full control of the assets, liabilities, revenues and expenditures of the Health Authority.
- 2.2 **Contracts and Agreements.** The Board may by Ordinary Resolution designate that orders and other contracts which exceed a stated monetary limit may only be entered into on written authority of the Board. Additionally all contracts for the acquisition or disposal of real property shall be authorized by Ordinary Resolution. In respect of orders or contracts not involving real property or which cost or involve sums less than the amounts specified or limited by the Board, the Chief Executive Officer and other senior staff designated by the Chief Executive Officer shall have the power to make such orders and contracts on behalf of the Board.
- 2.3 **Banking.** The banking business of the Board shall be transacted with such banks, trust companies, or other firms or bodies corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Board's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.
- 2.4 **Board to Govern Operations.** The Board may make rules and regulations governing its operations and the operations of the Health Facilities, which are not inconsistent with the Act, the Other Acts, or the provisions of these bylaws.

### ARTICLE 3 DIRECTORS

- 3.1 **Appointment of Directors.** Each Director will be appointed by the Minister to the Board in accordance with the Act.
- 3.2 **Vacancy on Board.** The Board will advise the Minister if a vacancy occurs on the Board for any reason.
- 3.3 **Nominations for Board.** The Board may provide the Minister with recommendations for new Directors of the Board.
- 3.4 **Remuneration for Directors.** Directors shall be entitled to such remuneration as the Minister shall determine but in no event shall Directors be entitled to receive remuneration in connection with duties related to Housing Services. Directors shall be entitled to be paid reasonable expenses in connection with the performance of their duties. No part of the income of the Authority shall be otherwise available for the personal benefit of any Directors. The latter provision is unalterable.

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### ARTICLE 4 OFFICERS

- 4.1 **Chair.** The Minister will designate the Chair of the Board.
- 4.2 **Other Officers.** The Board may elect such other officers for such other terms of office as the Board may determine and may fill vacancies in such offices as the Board shall determine.
- 4.3 **Secretary.** The Chief Executive Officer shall be the Secretary to the Board unless the Board otherwise determines. The appointment of the Chief Executive Officer to hold office does not entitle the Chief Executive Officer to be a Director, nor to vote at meetings of the Board or any of its committees.
- 4.4 **Officers.** The Board may decide what functions and duties each officer will perform and may entrust to and confer upon such officer any of the powers exercisable by the Board upon such terms and conditions as they think fit and may from time to time revoke, withdraw, alter or vary any of such functions, duties and powers.

### ARTICLE 5 COMMITTEES OF THE BOARD

- 5.1 **Committees.** The Directors may appoint one or more committees consisting of such Director or Directors of the Board as they think fit and may delegate to any such committee any powers of the Board; except, the power to fill vacancies in the Board, the power to change the membership of or fill vacancies in any committee of the Board, and the power to appoint or remove officers appointed by the Board.
- 5.2 **Procedures of Committees.** All committees may meet and adjourn as they think fit. All committees will keep minutes of their actions and will cause them to be recorded in books kept for that purpose and will report the same to the Board at such times as the Board requires. The Directors will also have power at any time to revoke or override any authority given to or acts to be done by any such committees except as to acts done before such revocation or overriding and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary.

### ARTICLE 6 MEETINGS OF THE BOARD

- 6.1 **Proceedings.** The Board shall meet at such times and as frequently as the Board shall determine. At the discretion of the Board, part or all of the

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- proceedings of the Board at a Board meeting may be open to the public, but the Board shall exclude the public from a meeting or portion of a meeting if the Board considers that, in order to protect the interests of a person or the public interest, the desirability of avoiding disclosure of information to be presented outweighs the desirability of public disclosure of that information.
- 6.2 **Quorum.** The quorum for any meeting of the Board shall be a majority of the Directors of the Board.
- 6.3 **Participation by Telephone and Other Means.** A Director may participate in a Board meeting or committee meeting by video or teleconference and is not required to be physically present to be counted as part of the quorum. The Board may also conduct business by facsimile or email.
- 6.4 **Notice.** Notice of each meeting of the Board shall be given to each Director in writing or by fax or email delivery. Notice of committee meetings shall be reasonable notice in the circumstances.
- 6.5 **Right to Vote.** Each Director is entitled to vote at all meetings of the Board.
- 6.6 **Number of Votes.** Each Director has one vote, except that, in the case of equality of votes, the Chair will be entitled to second or casting vote.
- 6.7 **Method of Voting.** Voting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Director participating by video or teleconference. All abstentions are treated as a vote against a resolution for purposes of determining whether or not the resolution has passed.
- 6.8 **Adjourned Meeting for Lack of Quorum.** In the event a meeting of the Board cannot be held due to a lack of quorum such meeting shall have been deemed to be adjourned to a future date set by the Directors present at the meeting. The date of adjourned meeting shall allow sufficient time for notice of adjournment to be given to all Directors. There shall be no quorum requirements for the holding of an adjourned meeting.
- 6.9 **Rules of Procedure.** Except where otherwise provided by the Board or these bylaws all matters of procedure at any meetings of the Board shall be decided in accordance with the most recently revised edition of Roberts Rules of Order.
- 6.10 **Appoint Chair.** The Chair or in his or her absence, a person appointed by the Chair, shall preside as Chair at every meeting of the Board.

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- 6.11 **Consent Resolutions.** A resolution in writing signed by all Directors shall be valid and effectual as if it had been passed at a meeting of the Directors, duly called and constituted. Consent resolutions may be validly passed by execution by Directors, delivered in counterparts and by facsimile or email.

### ARTICLE 7 LIABILITY AND OBLIGATION OF DIRECTORS/OFFICERS

#### 7.1 **No Action**

No action for damages lies or may be brought against a Director or officer because of anything done or omitted in good faith:

- (a) in the performance or intended performance of any duty under the Act; or
- (b) in the exercise or intended exercise of any power under the Act.

- 7.2 **Disclosure of Interest.** A Director or Officer who is, directly or indirectly, interested in a proposed contract or transaction with the Board shall disclose fully and promptly the nature and extent of his or her interest to each Director and have such disclosure recorded in the minutes of the next meeting of the Board.

- 7.3 **Indemnity.** Subject to the provisions of the *Society Act (BC)*, in consideration for a person acting as a Director or officer of the Board, such Director or officer, or a former Director of the Vancouver Island Health Authority and his or her respective heirs and personal representatives (collectively the "Indemnitees"), are indemnified against all costs, charges and expenses including any amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by any Indemnitee in a civil, criminal or administrative action or proceeding to which such Indemnitee is made a party by reason of being or having been a Director or officer (or being the heir or personal representative of a Director or officer), including any action brought by the Board if:

- (a) the Director or officer acted honestly and in good faith with a view to the best interest of the Board; and
- (b) in the case of a criminal or administrative action or proceeding, the Director or officer had reasonable grounds to believe his or her conduct was lawful.

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### ARTICLE 8 CORPORATE ADDRESS

- 8.1 **Corporate Address.** The Board will maintain one corporate address where all communications and notices are to be sent or delivered, and will advise the Minister of any change of corporate address;

### ARTICLE 9 EXECUTION OF DOCUMENTS

- 9.1 **Authority to Execute.** All documents and contracts of the Board may be executed on behalf of the Board by the Chief Executive Officer or senior executives of the Board who are authorized by the Chief Executive Officer, provided that, in those instances in which the written authority of the Board to such document or contract is required under the terms of bylaw 2.2, the Chair or another Director designated by the Chair shall also execute the document or otherwise signify in writing the express consent of the Board to the execution
- 9.2 **Routine Correspondence and Appointments.** The Chief Executive Officer shall be empowered to execute on behalf of the Board all routine correspondence and medical staff applications and appointments.

### ARTICLE 10 CERTIFICATES OF INCAPABILITY

- 10.1 **Certificates of Incapability.** The Board authorizes the President & Chief Executive Officer to designate persons as having authority to issue certificates of incapability under Section 32 of the *Adult Guardianship Act*.

### ARTICLE 11 ADOPTION OF BYLAWS AND AMENDMENTS

- 11.1 **Special Resolution Required.** The bylaws may only be amended by Special Resolution.
- 11.2 **Ministerial Approval.** Bylaws and amendments to them are subject to the Minister's approval.
- 11.3 **Directors to have Copy.** Every Director shall receive a copy of every bylaw of the Board upon request.