

PART I

Strategic Direction and Governing Authorities

OVERVIEW

The Perley and Rideau Veterans' Health Centre (Perley Health (the Corporation)), is a not-for-profit corporation and has charitable status.

The Board of Directors is the governing body of Perley Health and is responsible to it for establishing its overall direction through the development, approval and regular review of a Strategic Plan, which identifies the key areas in which the Board wants to focus the activities of the organization.

The structure and mandate of Perley Health (the Corporation) are defined by the legislation for incorporation, the letters patent and the By-Laws, and also by this Governance Guide, which is approved by the Board.

Perley Health is also subject to legislation and regulations, from all three levels of government. Day-to-day operations of Perley Health are further controlled through a variety of industry standards – all of which are subject to regular compliance checks. In addition, Perley Health is signatory to several documents which are authoritative in the context of providing effective governance.

This Part sets out the approved mission, vision and other strategies to guide the Board and management in their decision-making and identifies the principal documents providing the authorities under which the Board must function.

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Chapter 1

STRATEGIC DIRECTION

Perley Health's direction for the next three to five years and its supporting rationale are defined by its current strategic master plan, "**Perley Health – Community of Care Interim Strategy (April 7, 2022)**" which is a follow-on to "**Whither the Perley Rideau, Version II (2017)**." (Perley Rideau was the previous brand name of Perley Health prior to October 6, 2021.) In 2022, it was assessed that an Interim Strategy was required as the many uncertainties at play following the COVID-19 Pandemic made it difficult to predict a long-term way ahead for Perley Health. The **Interim Strategy** establishes the case for short-term work, describes the vision embraced by Perley Health, and outlines how Perley Health will move through post-Pandemic phases: Recover and Prepare for the future leading to Change which will be the basis for the next longer-term (10 to 15 years) strategy.

Perley Health – Community of Care Interim Strategy (April 7, 2022) can be found on the Perley Health website (www.perleyhealth.ca), under *About Us / Our Strategic Plan*.

Mission

To achieve excellence in the health, safety and well-being of Seniors and Veterans with a focus on innovation in person-centred and frailty-informed care and service.

Vision

Leading innovation in frailty-informed care to enable Seniors and Veterans to live life to the fullest.

Motto

Together we improve the well-being of the people we serve.

Core Values

Perley Health's core values are compassion, respect, integrity and excellence. They are set out in more detail in Appendix A to the Code of Ethical Conduct, which is found with the other Board policies in Part IV of this Board Governance Guide.

Strategies

To fulfill this broad vision, Perley Health is embarking on four clear strategies that are set out in more detail in **Perley Health – Community of Care Interim Strategy (April 7, 2022)**. They are:

- Provide Excellence in Care and Service;
- Improve Sustainability;

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- Increase Relevance and Value to the healthcare system; and
- Develop a Trusted Voice.

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Chapter 2

LETTERS PATENT AND BY-LAWS

Letters Patent

The Perley and Rideau Veterans' Health Centre is a corporation pursuant to the laws of Ontario. Originally incorporated by certificate dated 18 October 1897, the Corporation was given that name and its objects by Supplementary Letters Patent in December 1999. The Supplementary Letters Patent provide for the objects of the Corporation and special provisions attached thereto including its charitable objects and that it is to be governed by Directors who receive no financial gain for their services. An excerpt from the Supplementary Letters Patent showing the objects and provisions is appended to this Chapter (Appendix A). A complete copy of the Supplementary Letters Patent is on the Perley Health website under *About Us / Governance*. A timeline of the history of the organization is also available on the website, under *About Us / History*.

By-Laws

Perley Health's By-Laws are the rules provided to the Board of Directors by the Members of the Corporation to carry out the day-to-day activities of Perley Health in pursuit of the Corporation's lawful purposes. The up-to-date amended version of the By-Laws is on the Perley Health website under *About Us / Governance* and is appended to this Chapter (Appendix B).

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Excerpt from the
Supplementary Letters Patent
dated December 29, 1999

All of the objects and provisions in the Declaration of Incorporation dated the 18th day of October, 1897 are hereby deleted and the following substituted therefor:

1. *The objects for which the corporation is incorporated are:*
 - (a) *to equip, staff, maintain, own and operate a long-term health care facility, including without limiting the generality of the foregoing, active treatment department, chronically ill facility, health centre, rehabilitation and physiotherapy department and elderly/or infirm persons' residence;*
 - (b) *to operate and maintain a laboratory, research facility, pharmacy or dispensary; and*
 - (c) *to promote and participate in all phases of education pertaining to health care, including education of physicians, dentists, nursing staff and other personnel.*

2. *The special provisions are:*
 - (a) *the corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects;*
 - (b) *the corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act;*
 - (c) *The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties;*
 - (d) *the borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property;*
 - (e) *upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work in Ontario;*
 - (f) *if it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the corporation has failed to comply with any of the provisions of the*

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Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an Order under subsection 317(1) of the Corporations Act to cancel the Letters Patent of the corporation and declare it to be dissolved.

- (g) *The corporation may use the French name Le Centre de Santé Perley et Rideau pour Anciens Combattants;*
 - (h) *for the purpose of the objects of the Corporation, the Corporation may:*
 - (i) *accumulate from time to time part of the fund or funds of the corporation and income therefrom subject to any statutes or laws from time to time applicable;*
 - (ii) *invest funds of the corporation in such manner as the Directors may determine in those investments authorized by law for Trustees;*
 - (iv) *solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto:*
 - (v) *acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable; and*
 - (vi) *acquire by purchase, lease, devise, gift, or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its charitable undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.*
3. *Be it resolved that the name of the corporation is changed to “The Perley and Rideau Veterans’ Health Centre”.*
4. *The corporation is not insolvent within the meaning of Subsection (4) of Section 19 of Ontario Reg. 181 of R.R.O. 1990.*

(Note: The editorial issues in this excerpt have not been adjusted because they are part of the official document.)

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THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

BY-LAWS

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1. Definitions. For the purposes of these By-laws:

“**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“**Annual Meeting**” means the Annual Meeting of the Members of the Corporation;

“**Board**” means the Board of Directors of the Corporation;

“**Chair**” means the Chair of the Board;

“**Corporation**” means The Perley and Rideau Veterans’ Health Centre;

“**Director**” means a Member of the Corporation elected or appointed to the Board (but excludes Honorary Directors and Ex Officio Directors);

“**Chief Executive Officer**” means the Chief Executive Officer of the Corporation;

“**Member**” means a Member of the Corporation;

“**Meeting of Members**” means a meeting of Members convened pursuant to these By-Laws;

“**Officer**” means the Chair, the Vice Chair, the Treasurer, the Secretary and the Chief Executive Officer of the Corporation or such other officer as determined by the Board;

“**Resident**” means a person who has been admitted to, receives care from and is lodged in The Perley and Rideau Veterans’ Health Centre;

“**Tenant**” means a person who rents residential accommodation from the Corporation; and

“**Vice Chair**” means the Vice Chair of the Board.

2. **Interpretation.** For the purposes of these By-laws, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word “person” shall include corporations, and the masculine shall include the feminine.
3. **Head Office.** The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario.
4. **Corporate Seal.** The form of seal for use by the Corporation, an impression of which appears in the margin hereof, be and is hereby approved as the seal of the Corporation.
5. **Board of Directors.**
 - (a) **Accountability.** The Corporation is primarily the home of its Residents and is to be operated so that it is a place where they may live with dignity and security, safety and comfort, and have their physical, psychological, social, spiritual and cultural needs adequately met.

The Corporation is the landlord of its Tenants and is to be operated in accordance with applicable laws, regulations and lease agreements pertaining to its Tenants.

The management of the activities and affairs of the Corporation shall be supervised by the Board. The Board shall provide strategic direction to the Chief Executive Officer, formulate policies for the governance of the Corporation, and oversee its outcomes. Directors shall:

- (i) act honestly and in good faith with a view to the best interests of the Corporation;
- (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (iii) take such measures as necessary to ensure that the Corporation complies with all requirements under the law.

(b) **Composition of Board.** The affairs of the Corporation shall be governed by a Board consisting of from 9 to 18 duly elected Directors. If the Corporation's articles provide for a minimum and maximum number of Directors, the number of Directors of the Corporation and the number of Directors to be elected at the annual meeting of the Members must be the number determined from time to time by special resolution, as defined in the Act, or, if a special resolution empowers the Directors to determine the number, by resolution of the Directors.

(c) **Nomination of Directors.** Any Member may nominate a Member in good standing for election to the Board, providing the nominee consents in writing to stand for election. Such nominations must be made in writing to the Chair for consideration by the Board and its recommendation to the Annual Meeting.

(d) **Term.**

- (i) **Directors.** Directors shall be elected at an Annual Meeting for a term not to exceed the close of the third annual meeting of Members after the Director is elected. A Director may stand for election for more than one term; however, no Director may serve more than ten consecutive years from the date the Director was first elected, with the exception of the Chair. An incumbent Chair may, in order to continue to serve as Chair for a maximum of three consecutive years, stand for election as a Director for a term or terms in the aggregate not to exceed two years beyond ten years of service as a Director.

- (ii) **Chair of the Board.** A Director shall be elected as the Chair at the first meeting of the Board following an Annual Meeting for a term of one year and may be reelected twice for a maximum of three consecutive one-year terms.
- (iii) **Vice Chair of the Board.** A Director shall be elected as the Vice Chair at the first meeting of the Board following an Annual Meeting for a term of one year and may be reelected twice for a maximum of three consecutive one-year terms.
- (e) **Delegation by the Chair.** The Chair may delegate any specific duty or duties to any Director, including the Vice Chair, who shall be responsible to the Chair in the performance of those duties.
- (f) **Vacancy on the Board.** Subject to the Act, the Board may fill any vacant Director's position by appointing a qualified Member to serve until the next Annual Meeting so long as a quorum of Directors remains in office. In the event of a vacancy in the position of Chair, the Board may elect a qualified Director to serve as Chair until the first meeting of the Board following the next Annual Meeting.
- (g) **Not Employee.** No Director may be an employee of the Corporation or an affiliate (as defined in the Act) of the Corporation.
- (h) **Remuneration.** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from his or her position but a Director may be paid reasonable expenses incurred in the performance of his or her duties.
- (i) **Appointment of Officers.** The Board shall appoint all officers including but not limited to the Chair, the Vice Chair, the Treasurer, the Secretary and the Chief Executive Officer.
- (j) **Other Appointments.** In addition to the appointment of Directors to fill vacancies, the Board may make special appointments as follows:
 - (i) **Honorary Directors.** In recognition of long or special services to the Corporation, the Board may appoint Honorary Directors who may attend and participate in Board and Committee meetings without the power to vote.
 - (ii) **Ex Officio Directors.** The Chair of the Perley and Rideau Veterans' Health Centre Foundation and the Chief Medical Officer of the Corporation shall be Ex Officio Directors of the Board. The Board may appoint other persons to sit on the Board as Ex Officio

Directors by virtue of their special standing. Ex Officio Directors have the right to receive notice of and attend Board meetings but do not have the power to vote.

- (iii) **Adjunct Advisors.** The Board may appoint Adjunct Advisors who volunteer to serve in an advisory capacity on a Committee of the Board. Adjunct Advisors have the right to participate in the work of the Committee to which they are appointed. Committee Chairs may, but need not, take into account the views of Adjunct Advisors when making recommendations or reports to the Board based on the deliberations of a Committee. Adjunct Advisors may be former Directors of the Corporation or such other qualified persons as the Board considers advisable. Adjunct Advisors, as appointees of the Board, are subject to the confidentiality provisions applicable to Directors and in particular, the provisions of Section 6 g. of the By-Laws of the Corporation. Adjunct Advisors are “other persons” within the meaning of Section 10 of the By-Laws of the Corporation and are entitled to indemnification by the Corporation as provided by the said Section 10.

- (k) **Committees.**
 - (i) **Executive Committee.** Subject to the Act, the Board shall establish an Executive Committee chaired by the Chair and comprising a minimum of five Directors, including those Officers who are Directors. The Executive Committee may exercise all such powers of the Board as shall from time to time be delegated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Committee. Honorary Directors, as Committee Chairs, may attend and participate in Executive Committee meetings but do not have the power to vote.

 - (ii) **Other Committees.** The Board may at any time establish by resolution any standing committee it considers necessary to assist in carrying out its responsibilities, and may, subject to the Act, dissolve by resolution any such standing committee, other than the Executive Committee, that it considers no longer necessary. The Board may also appoint any special committee that it considers necessary for a specific task or project, and may dissolve that committee when it considers it no longer necessary. The Board shall appoint a Director or an Honorary Director to chair any committee. An Honorary Director may not chair the Executive Committee.

- (l) **Delegation by the Board.** The Board may, subject to the limitations of the Act, delegate any of the powers of the Board to the Executive Committee

or to the Chair of the Board (referred to in the Act as the Managing Director). The Executive Committee or the Chair, as applicable, may exercise all such powers of the Board as shall from time to time be delegated by the Board.

- (m) **Robert's Rules of Order.** All Member, Board, and Board Committee meetings will be conducted following 'Robert's Rules of Order'. In the event of any conflict between the By-laws and 'Robert's Rules of Order; these By-Laws shall prevail.

6. Meetings of the Board.

- (a) **Quorum.** A majority of Directors shall constitute a quorum at any meeting of the Board.
- (b) **Place.** Meetings of the Board may be held at such place in the City of Ottawa as determined by the Board.
- (c) **Frequency.** Meetings of the Board shall be held at a frequency determined by the Board but no less frequently than quarterly.
- (d) **Calling Meeting.** Meetings of the Board may be called by any Officer or by any five Directors.
- (e) **Notice.** Directors shall be notified not less than two days before any Board meeting stating the time when and the place where the meeting is to be held. Notice of any meeting of the Directors stating the time and the place where it is to be held shall be served personally, by courier or by electronic means upon each Director not less than two days before the meeting. The notice of any meeting shall state the purpose(s) of the proposed meeting, and business transacted at all such meetings shall be confined to the subjects stated in the notice and matters related thereto. No notice shall be required if all Directors are present or if those absent have waived in writing the requirement for notice. The Board may appoint a day or days in any month or months for regular meetings at a set hour and no notice need be sent for such meeting. A meeting of Directors may be held, without notice, immediately following the Annual Meeting.
- (f) **Voting.** Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director present shall have one vote except for the Chair who shall vote only to break a tie. All votes at such meetings shall be taken by ballot if so demanded by any Director present. If no such demand is made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact

without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the interest of saving time and where there is an obvious consensus and no vote is requested, the Chair shall have the discretion to recognize the consensus and avoid a vote.

- (g) **Confidentiality.** Unless otherwise directed by a resolution of the Board, matters brought before the Board shall be treated as confidential. Directors, appointees of the Board, and employees of the Corporation shall respect the confidentiality of matters brought before the Board and the privacy of individuals, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
 - (h) **Attendance at Meetings.** All meetings of the Board and its committees are open to Directors, Honorary Directors and Ex Officio Directors. The Chair, or, at the discretion of the Chair, the Chief Executive Officer may invite selected managers or other individuals to participate in Board meetings for particular items to render specialist knowledge, to respond to questions or to familiarize themselves with the issue(s) being addressed by the Board. Anyone connected via audio or video technology to a Board or committee meeting shall be considered to be attending the meeting. Board committee meetings (other than Executive Committee meetings which are open to the members of the Executive Committee) are open to the members of the committee, Directors, Honorary Directors, Ex Officio Directors, Adjunct Advisors and individuals invited to the meetings by or with the consent of the Chair of the committee.
7. **Duties of Officers.** The Chair, the Vice Chair, the Chief Executive Officer, the Secretary and the Treasurer are officers of the Corporation for the duration of their appointment. One person may hold more than one office. At its discretion, the Board may appoint additional officers of the Corporation for terms not to exceed one year subject to renewal by the Board. The Board may remove and discharge any officer of the Corporation and elect or appoint another or others in their place or places. Unless otherwise determined by the Board, the Chief Executive Officer shall act as the Secretary of the Corporation. The duties of Officers are as follows:
- (a) **Chair.** The Chair shall preside at all meetings of Members, the Board and the Executive Committee. In the Chair's absence, meetings of the Board will be chaired by the Vice Chair or, in the absence of the Vice Chair, by another Director named to do so by the Chair. Otherwise the meeting will be chaired by a Director chosen by the meeting attendees.
 - (b) **Vice Chair.** The Vice Chair shall chair the Board and represent the organization in the Chair's absence.

- (c) **Secretary.** The Secretary is the custodian of the corporate seal. He or she shall attend all Meetings of Members, the Board and the Executive Committee and shall cause minutes of all proceedings of those meetings to be entered into books kept for that purpose. The Secretary shall ensure that all votes are recorded, and that minutes are readily accessible for future reference. He or she shall give or cause to be given notice of all Meetings of Members and of the Board and shall perform such other duties as may be determined by the Board.
 - (d) **Treasurer.** The Treasurer is responsible for monitoring the financial activities of the Corporation and shall perform such other duties as may from time to time be determined by the Board.
 - (e) **Chief Executive Officer.** The Chief Executive Officer of the Corporation shall have responsibility for the overall management of the Corporation. He or she shall act as the Administrator of the Corporation and conduct the day-to-day operations of the Corporation in accordance with government standards, the By-laws of the Corporation and the framework of directives and policies established and approved by the Board. He or she shall report to the Board and shall attend all meetings of the Board, Executive Committee and Members.
- 8. Members.** Membership in the Corporation shall consist of individuals who have demonstrated a benevolent interest in furthering the objects of the Corporation and whose membership in the Corporation would not place them in a conflict of interest. Corporations or other entities are ineligible to become a Member.
- (a) **Fees.** The Board may from time to time by resolution determine membership fees which shall be payable to the Corporation. A Member shall pay the prescribed fee upon application to become a member and the prescribed annual fee each year not later than the date of the next Annual Meeting of Members. Failure to pay the annual fee not later than the date of the next Annual Meeting of Members shall result in the Member ceasing to be a member of the Corporation effective as of the date of the aforesaid Annual Meeting.
 - (b) **Members.** A Member shall be a person whose application to the Board for admission as a Member has received the approval of the Board.
 - (c) **Registry of Members.** The Secretary shall maintain a registry of all Members of the Corporation.
 - (d) **Resignation.** Any Member may resign from membership in the Corporation by delivering a written resignation to the Secretary.

- (e) **Disciplinary Act or Termination of Membership for Cause.** Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9. Meetings of Members.

- (a) **Quorum.** A quorum for transaction of business at a Meeting of Members is ten Members present in person.
- (b) **Annual Meeting.** The Annual Meeting shall be held at such place and at such hour as the Board may determine, but not later than the last business day in the month of June in each year and shall be open to the public.
- (c) **Special Meeting.** Business transacted at Special Meetings shall be confined to the subjects stated in the notice and matters related thereto. Special Meetings for any purpose shall be called by the Chair, or the Secretary at the request in writing of any five Directors or of 10% of the Members. Requests to hold a Special Meeting shall in all cases state the purpose of the proposed meeting.
- (d) **Notice.** Notice of any Meeting of Members stating the time, date and the place where it is to be held and the general nature of the business to be transacted thereat, shall be sent by mail postage prepaid, courier or by electronic means to each Member entitled to receive notice of such meeting, each Director and the auditor of the Corporation, not less than ten or more than 30 days before the meeting. Notice of the Annual Meeting shall, among other things, inform Members of:
 - (i) the amount of the annual fee prescribed by the Board and payable by a Member to continue as a Member;
 - (ii) the requirement that the annual fee be paid by the Member not later than the date of the Annual Meeting;
 - (iii) the fact that failure to pay the annual fee not later than the date of the Annual Meeting shall result in the Member ceasing to be a member of the Corporation effective as of the date of the Annual Meeting.

- (e) **Voting.** Only Members in good standing may vote at an Annual Meeting or Special Meeting. A Member shall have only one vote on each motion. The Chair shall vote only to break a tie.
 - (f) **Error or Omission in Notice.** No error or omission with respect to notice for a meeting of the Board, a committee thereof or Members shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
- 10. Indemnification.** Every Director or Officer of the Corporation or other person who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and their heirs, executors, administrators and other personal representative, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and 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:
- (a) provided that such Director or Officer or other person 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
 - (b) provided that, 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 or her conduct was lawful.
- 11. Conflict of Interest.**
- (a) Every Director or Officer shall declare any conflict of interest with the Corporation and in particular his or her interest, direct or indirect, in any contract or transaction or proposed contract or transaction with the Corporation at a meeting of the Directors.
 - (b) Every Director or Officer who has a conflict of interest or any direct or indirect interest in a contract or transaction or proposed contract or transaction with the Corporation shall declare his or her interest at the meeting of Directors at which the contract or transaction is first taken into consideration or, if the Director or Officer is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of Directors held after he or she becomes so interested, and in the case where the Director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.

12. **Consultants and Contractors.** The Board may appoint consultants, advisors and agents as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be determined by the Board at the time of such an appointment. The remuneration of such persons shall be established by the Board by resolution.
13. **Execution of Documents.** Deeds, transfers, licenses, contracts and engagements in value in excess of an amount determined from time to time by the Board shall be signed by any two Officers. Other contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chief Executive Officer. The Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
14. **Cheques, etc.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.
15. **Deposit of Securities for Safekeeping.** The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board upon such terms and conditions as the Board shall determine.
16. **Borrowing.** The Board may from time to time borrow money on the credit of the Corporation, issue, reissue, sell or pledge debt obligations of the Corporation or charge, mortgage, hypothecate or pledge or otherwise create a security interest in all or any of the real or personal property of the Corporation to secure any such securities or any money borrowed, or any other debt or any other obligation or liability of the Corporation, in such amounts and on such terms as the Directors may deem expedient.
17. **Financial Year.** Unless otherwise determined by the Board, the financial year of the Corporation shall end on the 31st day of December each year.
18. **Appointment of Auditor.** The Members shall at each Annual Meeting appoint an auditor to audit the accounts and the annual financial statements of the Corporation for report to the Members at the next Annual Meeting. The auditors shall hold office until the next Annual Meeting provided the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be authorized by the Board.
19. **Participation in Meeting of Members by Electronic Means.** Any person entitled to attend a meeting of Members may vote and otherwise participate in the meeting

As approved by the Board on May 04, 2023 /
Pending ratification at the Annual Meeting on June 01, 2023.

by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of Members by such means is deemed to be present at the meeting

20. Meeting of Members Held Entirely by Electronic Means.

- (a) Directors who call (but not Members who requisition) a meeting of Members may determine that:
 - (i) the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
 - (ii) any vote shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

21. Amendments. The By-laws of the Corporation may be enacted, amended or repealed in accordance with the Act.

Passed by the Board of Directors this 04th day of May 2023.



Chair of the Board



Secretary

Ratified and confirmed at a meeting of the Members, properly called and held this
_____ day of _____ 2023.

Chair of the Board

Secretary

Chapter 3

ADDITIONAL AUTHORITIES

This Chapter sets out the additional principal documents that provide the authorities under which the Board of Directors of Perley Health must function. These include:

Not-for-Profit Corporations Act

Currently, not-for-profit organizations in Ontario are subject to the *Corporations Act*; under this statute Perley Health gains its legal personality. However, a new statute dedicated to not-for-profit corporations is coming into effect – the *Not-for-Profit Corporations Act (ONCA)*; it is easier to understand and makes it easier for not-for-profit corporations to operate. The new legislation is structured on four guiding principles: transparency and accountability; flexibility and permissiveness; responsiveness and efficiency; and fairness. The Act:

- Enhances corporate governance and accountability;
- Simplifies the incorporation process;
- Gives more rights to members; and
- Better protects directors and officers from personal liability.

The Not-for-Profit Corporations Act comes into force October 19, 2021. Perley Health has three years from this date to amend its Letters Patent and By-Laws to conform with the requirements of the new Act. A review of these documents was initiated in October 2021.

Directors should have some familiarity with the provisions of this new Act. It is on the Government of Ontario's web site at:

http://www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_10n15_e.htm

Long-Term Care Homes Act

This Act governs all for-profit and not-for-profit long-term care homes in Ontario. The fundamental principle to be applied in the interpretation of this Act is that a long-term care home is primarily the home of its residents and is to be operated so that it is a place where they may live with dignity and in security, safety and comfort and have their physical, psychological, social, spiritual and cultural needs adequately met.

The preamble to the *Long-Term Care Homes Act* states that the people of Ontario and their Government:

- *Believe in resident-centred care;*
- *Remain committed to the health and well-being of Ontarians living in long-term care homes now and in the future;*
- *Strongly support collaboration and mutual respect amongst residents, their families and friends, long-term care home providers, service providers, caregivers, volunteers, the*

- community and governments to ensure that the care and services provided meet the needs of the resident and the safety needs of all residents;*
- *Recognize the principle of access to long-term care homes that is based on assessed need;*
 - *Firmly believe in public accountability and transparency to demonstrate that long-term care homes are governed and operated in a way that reflects the interest of the public, and promotes effective and efficient delivery of high-quality services to all residents;*
 - *Firmly believe in clear and consistent standards of care and services, supported by a strong compliance, inspection and enforcement system;*
 - *Recognize the responsibility to take action where standards or requirements under this Act are not being met, or where the care, safety, security and rights of residents might be compromised;*
 - *Affirm our commitment to preserving and promoting quality accommodation that provides a safe, comfortable, home-like environment and supports a high quality of life for all residents of long-term care homes;*
 - *Recognize that long-term care services must respect diversity in communities;*
 - *Respect the requirements of the French Language Services Act in serving Ontario's Francophone community;*
 - *Recognize the importance of fostering the delivery of care and services to residents in an environment that supports continuous quality improvement; and*
 - *Are committed to the promotion of the delivery of long-term care home services by not-for-profit organizations.*

The *Long-Term Care Homes Act* governs the day-to-day activities of Perley Health and therefore all Directors should be familiar with its provisions. It can be found on the Government of Ontario's web site at:

http://www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_07108_e.htm

Rideau Veterans Home Transfer Agreement

The *Rideau Veterans Home Transfer Agreement* is an agreement dated 25 March 1992 between the Minister of Veterans Affairs (Canada), the Minister of Health (Ontario), and the Perley Hospital. The agreement is an arrangement between the three parties for the costs of construction of the original Perley and Rideau Veterans' Health Centre as well as an ongoing service arrangement.

At that time, The Perley and Rideau Veterans' Health Centre was a 450-bed facility which replaced the 150 beds at the Rideau Veterans' Hospital, the 50 Veterans' beds at the National Defence Medical Centre, 200 beds at the Perley Hospital, and 50 Veterans' beds from the Institute of Victoria Hospital in London, Ontario.

Many of the provisions have been overtaken by events and new construction; however, it is a significant agreement and the service provisions it includes are still binding. Perley Health provides Veterans Affairs Canada with a letter on an annual basis that stipulates the type and level of services to be provided to veterans and the associated budget. The agreement is available on the Perley Health website under *Governance / Board Members Only / Board Research Tools*. The most recent annual letter is also provided on the website.

Service Accountability Agreements

Perley Health is signatory to service accountability agreements with the Province of Ontario through Ontario Health East for the provision of health care services as defined in the agreements. They set out the terms and conditions on which Ontario Health East provides funding to Perley Health and the performance obligations of Perley Health in return for that funding. The service accountability agreements promote continuous quality improvement and the efficient delivery of high-quality services. Management will provide the current service accountability agreements to Directors upon request.

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Update Pending

Chapter 4

MEMORANDUM OF UNDERSTANDING WITH THE FOUNDATION

Memorandum of Understanding with the Foundation

The Perley Health Foundation (the Foundation) is a separate corporate entity with a mission of raising funds for Perley Health and has a Board of Directors separate from Perley Health. The Memorandum of Understanding (MOU) between Perley Health and the Foundation provides the context and the terms of reference for the working relationship between the two separate corporate entities. The MOU can be found on the Perley Health website under *Governance / Board Members Only / Board Research Tools*.

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