

BYLAWS

September 30, 2014

Approved: December 12, 2014

Lynn Hartwell, Deputy Minister
Department of Community Services

Reviewed by the Board of Directors: January 29, 2019

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BYLAWS

1. AUTHORITY

These by-laws are made pursuant to the provisions of section 17(2) of the Homes for Special Care Act, statutes of Nova Scotia 1976, Chapter 12, and section 6(1) of the Kings Regional Rehabilitation Centre Act, statutes of Nova Scotia, 1990, Chapter 16. Where there is a conflict between the Homes for Special Care Act and the following bylaws, the provisions of the before stated Act shall apply.

2. DEFINITIONS

2.1 In these Bylaws:

2.1.1 'Act' means Home for Special Care Act;

2.1.2 'Auxiliary Organization' means any volunteer group that has been established to further the objects of the Board and includes foundations or if applicable, auxiliaries;

2.1.3 'Board' means the Board of Directors and all of the members of the Management Corporation appointed pursuant to the Kings Regional Rehabilitation Centre Act constitute the Board of Directors;

2.1.4 'CEO' means the Chief Executive Officer and is responsible for the administration and management of the Kings Regional Rehabilitation Centre;

2.1.5 'Member' means a member of the Board;

2.1.6 'Medical Staff' means those individuals who are licensed to practice pursuant to the Medical Act and Dental Act and who are contracted by the organization to provide medical / dental services and whose privileges are granted by the Board;

2.1.7 'KRRC' means Kings Regional Rehabilitation Centre.

3. RESTRICTIONS / LIMITATIONS

- (a) No employee of the KRRC or the spouse of any employee shall be eligible for appointment to the Board of Directors.
- (b) Board members shall conduct themselves in accordance with the Municipal Conflict of Interest Act and Directors Standard of Conduct contained herein.
- (c) Any member of the Board who has been elected Chairperson of the Board or Chairperson of a Committee of the Board, may be re-elected as Chairperson for a maximum of three consecutive years with the option of extending for 3 more years.

4. OBJECTIVES, POWERS AND PURPOSES

- 4.1 In accordance with the KRRC Act, the Board shall manage and operate KRRC, which means determines governance policies of KRRC and shall assume responsibility for guiding the affairs of KRRC.

The Board shall have sole power and authority to appoint and/or dismiss the CEO of the Centre; and to prescribe the terms and conditions of the employment. The Board shall also have the sole power and authority to appoint and dismiss officers (as defined in Section 5) of the Centre, to prescribe the terms and conditions of their appointment, and to prescribe their duties.

- 4.2 The Board shall be responsible for:
- 4.2.1 establishing and maintaining the overall strategic direction of KRRC including the KRRC business plan;
 - 4.2.2 developing potential and improving life of the clients of the KRRC through the provision of quality care and effective services; and
- 4.3 The Board shall be responsible for making all appointments and re-appointments to the Medical Staff;
- 4.4 The Board, through the CEO, shall be responsible for ensuring the appointment of competent and motivated personnel including administrative, nursing, clinicians, technical and support staff;
- 4.5 The Board shall be responsible to:
- 4.5.1 ensure that the safety and interests of clients and other recipients of services is a prime concern;
 - 4.5.2 ensure the ongoing evaluation of programs and services of KRRC in terms of their effectiveness and efficiency; and
- 4.6 The Board shall maintain procedures for:
- 4.6.1 the establishment and maintenance of appropriate standards for care and service such as those provided by the Accreditation Canada;

5. BOARD MEMBERSHIP

- 5.1 Members of the Board shall be appointed in accordance with the KRRC Act.
- 5.2 A person ceases to be a member of the KRRC Board when that person dies, resigns, becomes incapable of performing that person's duties as a member or fails to perform those duties or where the person was a member of the Council of the Municipality at the time that person was appointed a director to KRRC, when that person ceases to be a member of that Council.
- 5.3 Should a member fail to attend three (3) consecutive meetings of the Board of Directors, without adequate reason in writing to the Chair of the Board, the remaining members of the Board of Directors or the Board Chair on their behalf, will ask the Minister of Community Services or the Municipality to revoke the appointment of the member and appoint a new member. The Board Chair shall promptly notify such Members that this request has been made.

6. STANDARD OF CONDUCT OF BOARD MEMBERS

- 6.1 Members are required to act in the best interests of the Board. In matters pertaining to the activities of the Board, a member's duty to the Board is paramount over any personal, local, or financial interests they may have.
- 6.2 A Member shall not enter into any business arrangement with the Board – when such a business could reasonably be perceived as affecting the Member's judgment with regard to the business of the Board, except:
 - 6.2.1 after having declared to the Board the nature and extent of the Member's interest in the matter;
 - 6.2.2 at the meeting at which the matter creating the conflict of interest is first considered, or
 - 6.2.3 if the Member is not in a conflict of interest at the time described in sub-clause 6.2.2, at the first meeting that is held after the Member develops such a conflict of interest; and
 - 6.2.4 having declared the nature and extent of such interest, the Member refrains from voting thereon and absents him/herself from the meeting during discussion and voting on the matter.
- 6.3 Where the Member has entered into a business arrangement contemplated by clause 6.2 prior to becoming a Member, the Member shall:
 - 6.3.1 declare to the Board the nature and extent such interest in the matter; and
 - 6.3.2 having declared the nature and extent of such interest, refrain from voting thereon and shall absent him/herself from the meeting during discussion.

7. CONFIDENTIAL MATTERS

- 7.1 All Members shall maintain confidentiality respecting all confidential matters brought before the Board including those matters dealing with any client or resident of KRRC, except in accordance with the law.
- 7.2 The Board shall authorize the CEO to make statements to the media or the public as required.
- 7.3 Members in violation of this section may be removed from the Board upon a resolution passed by the Board.

8. PAYMENT OF BOARD MEMBERS

The amount of remuneration to Board members and reimbursement of expenses incurred in the performance of the duties of the Board members shall be consistent with the policy of the Municipality of the County of Kings for reimbursement to other Boards and Committees of the Municipality. Board and Committee expenses shall be considered an administrative cost of the Centre.

9. OFFICERS

Officers of the Board shall include Chairperson, Vice-Chairperson, Secretary and Treasurer.

In the absence or incapacity of the Chairperson and Vice Chairperson, the members may appoint one of their members to be Acting Chairperson.

9.1 Chair

The Chair of the Board shall be elected by the Board members and shall:

- 9.1.1 preside at all meetings;
- 9.1.2 report to each Annual Meeting of the Board concerning the operation of KRRC.
- 9.1.3 Set as an ex-officio member of all committees of the Board except in the case of the Executive Committee, in which he/she acts as Chair; and
- 9.1.4 Performs such other duties as may from time to time be determined by the Board.

9.2 Vice-Chair

9.2.1 The Vice-Chair shall be elected by the Board from among the voting members of the Board and shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such other duties as may from time to time be assigned by the Board.

9.3 Secretary

9.3.1 The Secretary shall be appointed by the Board and may or may not be a Board member. If not a member, the position will be known as an Executive Secretary.

9.4 Treasurer

9.4.1 The Treasurer is appointed by the Board and shall assure appropriate budgetary and financial information is presented to the Board on a timely basis.

9.5 CEO

9.5.1 The Board shall appoint a CEO who shall:

9.5.1.1 be accountable for the overall management of all aspects of KRRC operation, in accordance with the policies established by the Board under the terms of the Act;

9.5.1.2 assist the Board in establishing and maintaining the overall strategic direction of KRRC.

9.5.1.3 ensure the compliance with the Bylaws and policies of the Board by all KRRC staff and medical staff;

9.5.1.4 ensure the effective and efficient use of financial, human, and physical resources in KRRC's day to day operations;

9.5.1.5 normally attend all meetings of the Board and of its committees;

9.5.1.6 hire, discharge, manage and direct all employees of KRRC, including the senior staff. In carrying out this responsibility, the CEO shall have the power to delegate this function to staff in accordance with policies established by the Board;

9.5.1.7 be responsible for all business activities of the Board;

9.5.1.8 ensure that processes are in place for the supervision of client care. In carrying out this responsibility, the CEO shall have the power to delegate this function to staff in accordance with policies established by the Board; and

9.5.1.9 carry out such other duties as assigned by the Board from time to time.

10. MEETINGS

10.1 The Board shall meet at the call of the Chairperson. At least ten (10) regular meetings shall be held annually. Special meetings may be held at any time that appears necessary. The hour and place of meetings shall be determined by the Chairperson.

10.2 Six members shall constitute a quorum;

10.3 Notice of Meetings

Regular Meetings: At the last meeting of each year, the Secretary or Executive Secretary shall provide to each Board member a written schedule stating the dates, time and place of all regular meetings of the Board to be held during the ensuing year. The Secretary or Executive Secretary shall provide written notice of any changes to the schedule at least seven days prior with the revised date, time and place of meeting.

Special Meetings: The Secretary or Executive Secretary shall provide written notice of the date, time and place of special meetings at least three days in advance of the meeting. In unusual circumstances, oral notice shall suffice.

10.4 Order of Business

Regular Meetings: The order of business at all regular meetings of the Board shall generally be:

1. Call to Order
2. Approval of the minutes of the last regular meeting, and of any special meetings held since the last regular meeting
3. Business Arising from the Minutes
4. Committee Reports
5. Old Business
6. New Business
7. CEO's Report
8. Adjournment

Special Meetings: At any special meeting the Board shall proceed immediately to the consideration of business for which the meeting was called. If there is more than one item of business, the Chairperson shall designate the order in which the topics will be addressed.

10.5 Questions arising at the meeting of the Board shall be decided by a majority vote. All members, whether or not they are officers, have one vote only. The Chairperson shall have a right to vote on all questions before the Board, and in the event of a tie, the question voted on shall be deemed to be determined in the negative.

It shall be necessary for two members to call for a recorded vote. A member abstaining from voting will be considered to have voted in the negative. The method of voting shall be a show of hands.

11. ELECTION OF OFFICERS

The election of officers shall take place at the regular meeting in January of each year. After the election at the annual meeting, the Chairperson will declare which of the following voting procedures the Chairperson will follow:

- i) to vote on all questions before the Board
- ii) not to vote on any questions before the Board
- iii) to reserve the right to vote on any questions before the Board in the event of a tie.

12. FISCAL YEAR

The fiscal year of the Centre shall commence April 1st and end March 31st.

13. COMMITTEES

13.1 The Board, by resolution entered upon the minutes, may delegate any of their powers to committees consisting of such members or members of their body as they wish. A committee so formed shall, in the exercise of its powers so delegated, conform to any regulations that may be imposed by the Board. All decisions of committees shall be recommendations to the Board.

13.2 At the first meeting of the Board in each calendar year, the Board shall appoint the following standing committees for a term of one year or until their successors have been appointed.

i) Executive Committee

Membership:

- The Chair, who shall act as chairperson;
- The Vice Chairperson of the Board;
- The Treasurer and one other member of the Board.
- The CEO is an ex officio member
- Executive Secretary who records the minutes of the meeting.

Duties:

- The Executive Committee shall assist and advise the Board on issues referred to the Committee by the Board, and shall have the authority to act on behalf of the Board.
- This Committee will provide advice on personnel matters

ii) Finance/Audit/Building & Grounds Committee

Membership:

- Consists of five members of the Board, one of whom shall be the Treasurer, who shall chair the Committee;
- Staff of KRRC as appointed by the Board shall not vote.
- The Committee will meet ten times per year;

Duties:

- Monitor, review, analyze and evaluate the financial management of the Board;
- Make recommendations to the Board concerning the selection of an Auditor;
- Evaluate internal control systems and any management letter with the Auditor;
- Review the conduct and adequacy of the audit;
- Carry out any such measures as may be prescribed by the Board;
- Provide advice to the Board on the condition of the physical plant and its contents; and make recommendations to the Board on matters pertaining to the buildings, grounds, furnishings and equipment.

iii) Quality & Risk Management Committee (QRMC)

Membership:

- Consists of four members of the Board;
- Staff members on this Committee shall have voting privileges.

Duties:

- The Quality & Risk Management Committee (QRMC) shall maintain and evaluate the quality management program that addresses quality planning control, quality improvement, risk management and utilization review.
- The QRMC shall:
 - i. Ensure that there are quality improvement / risk management / utilization reviews;
 - ii. Encourage continuous quality improvement activities on a multidisciplinary basis to improve client care and services.
 - iii. Review serious incidents and claims with a view to preventing reoccurrence and correcting system failures;
 - iv. Review client and staff satisfaction surveys and identify issues for follow-up; and
 - v. Provide regular reports to the Board, (not less than quarterly).

iv) Medical Advisory Committee

The Medical Advisory Committee shall consist of at least one Board member and the medical staff and shall assist and advise the Board in the development and maintenance of high standards of medical services.

v) Ethics Committee

The Ethics Committee of Kings Regional Rehabilitation Centre shall be appointed by and will be responsible to the Board. Membership shall include a Chaplain, a representative of the Medical Staff, a member of the Board, a representative of Advocacy Group, a professional ethicist, two representatives nominated by the CEO, and a volunteer lawyer. Non-voting members may include the Medical Director and the Centre CEO.

- 13.3 The Board may appoint such other committees from time to time as it considers necessary for the efficient management of the Centre.
- 13.4 Each committee shall have a written outline of its composition, function and duties that have been approved by the Board.
- 13.5 Each committee shall elect a Chairperson, Vice Chair at its first meeting of each calendar year, except Finance/Audit/Building & Grounds Committee, which shall be chaired by the Treasurer.
- 13.6 Each committee shall keep minutes of the meetings and shall report on meetings to the Board.
- 13.7 The majority of the Committee members shall constitute a quorum at any committee meeting.
- 13.8 Staff members of Board shall have voting privileges as stipulated under the committee.

14. MEDICAL STAFF

- 14.1 The Board shall appoint such medical practitioners to the Medical staff of the Centre as the Board deems necessary or desirable, in the manner provided by the Medical Staff By-Laws.
- 14.2 The Medical Director shall attend regular meetings of the Standards Committee and shall report on medical matters.

15. AMENDMENTS

15.1 No alterations or amendments shall be made to these by-laws except by a two-thirds vote of such members of the board who are present at a duly advertised meeting of which notice specifying the intention to propose such resolution has been duly given.

15.2 Proposed amendments shall be forwarded to the Minister of Community Services.

16. ADOPTION OF BYLAWS

These bylaws have been adopted at a meeting of the Board of Directors of the Kings Regional Rehabilitation Centre held at Waterville, Nova Scotia on the 29th day of September and have been approved by the Minister of Community Services on December 12, 2014.

APPENDIX A: An Act to Incorporate the Board of Management



Kings Regional Rehabilitation Centre Act

CHAPTER 16

OF THE

ACTS OF 1990

amended 1991, c. 17

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**An Act to Incorporate
the Board of Management of
Kings Regional Rehabilitation Centre**

Short title

1 The Act may be cited as the *Kings Regional Rehabilitation Centre Act*. 1990, c. 16, s. 1.

Interpretation

2 In this Act,

(a) "Management Corporation" means Kings Regional Rehabilitation Centre, incorporated by this Act;

(b) "Municipality" means the Municipality of the County of Kings. 1990, c. 16, s. 2.

Continuation of Kings Regional Rehabilitation Centre

3 The unincorporated body known as "Kings Regional Rehabilitation Centre" established by Order in Council 79-1537, dated the twenty-seventh day of November, 1979, and amended on the first day of February, 1988, is hereby continued as a body corporate under the name "Kings Regional Rehabilitation Centre". 1990, c. 16, s. 3.

Object

4 The object of the Management Corporation is to manage and operate the Kings Regional Rehabilitation Centre. 1990, c. 16, s. 4.

Members

5 (1) The Management Corporation consists of

- (a) four members appointed by the Governor in Council; and
- (b) six members appointed by the Municipality.

Term of office

(2) Unless an appointment otherwise prescribes, a member of the Management Corporation holds office for a term of three years and may be re-appointed.

Cessation of membership

(3) A person ceases to be a member of the Management Corporation when that person dies, resigns, becomes incapable of performing that persons duties as a member or fails to perform those duties or, where the person was a member of the Council of the Municipality at the time that person was appointed a member of the Management Corporation, when that person ceases to be a member of that Council.

Casual vacancies

(4) Where a person ceases to become a member of the Management Corporation other than by reason of expiration of a term of office as a member of the Management Corporation, the body which appointed that person shall appoint another person as a member of the Management Corporation for the unexpired portion of the term.

Effect of vacancy

(5) A vacancy in the membership of the Management Corporation does not affect the exercise by the remaining members of the powers, rights and privileges of the Management Corporation or the corporate capacity of the Management Corporation. 1990, c. 16, s. 5.

Powers of Management Corporation

6 (1) The Management Corporation may exercise such powers as are necessary or conducive in attaining its object and, without restricting the generality of the foregoing, may

- (a) subject to subsection (2), make such by-laws, rules and regulations as the Management Corporation deems necessary for, or conducive to, attaining its object;

(b) acquire by donation, deed, devise, bequest, purchase or gift real or personal property, hold and enjoy the same, erect and maintain such buildings or structures on such real property as are necessary or conducive to attaining its object, and sell, transfer, convey, dispose of and deal with such real and personal property;

(c) determine its fiscal year;

(d) with the consent of the Municipality, borrow from time to time such sums of money as may be necessary for, or conducive to, attaining its object and upon such terms and conditions as the Board determines.

Ministerial approval

(2) A by-law, rule or regulation made pursuant to clause (a) of subsection (1) is not effective unless and until it is approved by the Minister of Community Services. 1990, c. 16, s. 6.

Annual meeting

7 (1) The Management Corporation shall have an annual meeting each year within three months of the end of the fiscal year of the Management Corporation and such other regular meetings as may be required.

Officers

(2) The Management Corporation shall, from among its members, appoint a Chairman, a Vice-chairman, a Secretary-treasurer and such other officers as the Management Corporation from time to time considers necessary or conducive in attaining its object. 1990, c. 16, s. 7.

Records and accounts

8 (1) The Management Corporation shall maintain proper records and accounts of all transactions, information, finances, receipts and disbursements, revenues and expenditures, assets and liabilities and other matters under its control.

Annual report

(2) The Management Corporation shall annually prepare and submit to the Municipality a report of its affairs, including a balance sheet, statement of revenue and expenditure and such other financial reports as will disclose its operations and financial condition, prepared in accordance with generally accepted accounting principles consistently applied.

Audit

(3) The annual report of the Management Corporation shall be audited in accordance with generally accepted auditing standards by a public accountant within the meaning of the *Public Accountants Act* and licensed pursuant to that Act.

Copy of report available

(4) The Management Corporation shall make a copy of every report prepared in accordance with subsection (2) available to any person who requests the report on reasonable notice and on payment of a reasonable fee for production of the report. 1990, c. 16, s. 8.

Transfer of existing property

9 (1) Any right, title or interest in personal property which, immediately before the coming into force of this Act, is vested or held in trust for the unincorporated body known as Kings Regional Rehabilitation Centre established by Order in Council 79-1537 dated the twenty-seventh day of November, 1979, and amended the first day of February, 1988, is hereby vested in the Management Corporation.

Assumption of existing liabilities

(2) All the obligations and liabilities of the said unincorporated body known as Kings Regional Rehabilitation Centre, existing immediately before the coming into force of this Act, are the obligations and liabilities of the Management Corporation.

Use of Fund

(3) As long as the Kings Regional Rehabilitation Centre is being used for the same purposes as it was being used immediately prior to the coming into force of this subsection, the Management Corporation may use money donated to the fund that, immediately prior to the coming into force of this subsection, was known and administered as the Bus and Pool Fund, to construct a front entrance to the Kings Regional Rehabilitation Centre enabling access to the Centre by physically handicapped persons, and to renovate the recreation hall in the Centre to provide additional program space. 1990, c. 16, s. 9; 1991, c. 17, s. 1.

Winding up

10 In the event of the Management Corporation ceasing operations or winding up, all the property, assets and undertaking of the Management Corporation vest in the Municipality and all the obligations and liabilities of the Management Corporation are obligations and liabilities of the Municipality. 1990, c. 16, s. 10.

Financial assistance

11 (1) The Municipality has the same power to render financial assistance to the Management Corporation, including, for greater certainty, the power to guarantee a borrowing, and the same power to raise money to render such financial assistance as the Municipality has, pursuant to the *Municipal Housing Corporations Act*, as amended from time to time to

(a) render financial assistance to a housing corporation, within the meaning of that Act, whose instrument of incorporation was executed by the Municipality; and

(b) raise money for the purpose of rendering such financial assistance.

Powers retained

(2) Notwithstanding subsection (1), no repeal or amendment of the *Municipal Housing Corporations Act* operates to abolish the powers which the Municipality has, from time to time, pursuant to subsection (1) or to reduce the extent of those powers. 1990, c. 16, s. 11.

APPENDIX B: Board Committee Structure

Kings Regional Rehabilitation Centre
Committees of the Board of Directors

