

**HAMILTON HEALTH SCIENCES
MEDICAL STAFF ASSOCIATION
CONSTITUTION**

July 20, 2018

INDEX

ARTICLE 1

Name 3

ARTICLE 2

Objectives and Mission 3

ARTICLE 3

Interpretation 5

ARTICLE 4

Membership 5

ARTICLE 5

Meetings of the Medical Staff Association 6

Annual Meeting 6

Regular Meetings 6

Notice of Regular Meeting 6

Special Meetings 6

Attendance at Meetings 7

Quorum 7

Order of Business 8

ARTICLE 6

MSA Executive Committee 8

Powers 8

Composition 8

Meetings 8

Vacancies 9

Termination/Removal of Executive Committee Members 9

ARTICLE 7

Duties of the Executive Committee 9

ARTICLE 8

Officers of the Executive Committee 11

ARTICLE 9

Duties of the Officers 13

President 13

Vice-President 13

Secretary/Treasurer 14

ARTICLE 10

Executive Committee Processes 14

ARTICLE 11

Amendments 16

PREAMBLE

The Hamilton Health Sciences Medical Staff Association aims to be an effective vehicle for representing, engaging and advocating on behalf of Medical Staff members at all Sites. In conducting its affairs, the Medical Staff Association will respect the different cultures among the Sites. The MSA is committed to having an informed Medical Staff community, and is committed to taking collaborative approaches to problem solving for issues which arise within the community. The MSA functions as an operational entity, existing as a first point of contact for Medical Staff members to bring forth concerns in a confidential manner. The Medical Staff Association Executive Committee is recognized by HHS as forming part of the physician leadership team.

The concept of a “Professional Staff Association” is derived from the HHS Professional Staff By-Law. HHS has agreed that even though the “Professional Staff” is composed of non-physician members, the majority of Professional Staff members are physicians. Therefore, the name and functions of the Medical Staff Association shall be deemed to comply with the requirements for a “Professional Staff Association” under the HHS Professional Staff By-law. In addition, any references to the “Medical Staff” shall be deemed to comply with the concept of a “Professional Staff” in Professional Staff By-law.

Within the framework of the HHS governance system, the MSA will actively foster and maintain trust and confidence in relationships between the Board, senior management, Medical Staff leaders and Medical Staff members, and will strive to maintain open and responsive lines of communications at all levels of the organization.

The Medical Staff Association, as represented by the Medical Staff Association Executive, shall establish democratic, fair and equitable processes and will strive to balance the need for confidentiality with the need for transparency.

ARTICLE 1 – NAME

The name of the association shall be the “Hamilton Health Sciences Medical Staff Association.”

ARTICLE 2 – OBJECTIVES AND MISSION

1. The objectives of the MSA shall be to:
 - (a) provide excellence in patient care;
 - (b) teach the art and science of delivering exemplary care;

- (c) uphold the highest standards of governance in all MSA activities;
 - (d) create an environment of trust in which the Medical Staff works;
 - (e) operate in a stewardship role as the foundation of Medical Staff leadership;
 - (f) promote the Medical Staff as empowered, accountable and responsible;
 - (g) value an organization that is responsive, innovative and dynamic; and
 - (h) value patient care over self-interest and entitlements;
 - (i) support the best interests of and advocate for the Medical Staff;
 - (j) achieve representation from all Sites in a single Medical Staff organization;
 - (k) promote an active role for the Medical Staff within the Board and Board committees;
 - (l) promote an active role for the Medical Staff in HHS decision-making processes;
 - (m) contribute to the strategic directions and opportunities of HHS and promote awareness and understanding of HHS strategic directions within the Medical Staff;
 - (n) respect and appreciate the unique qualities of each Site in addressing Medical Staff concerns;
 - (o) engage Medical Staff members through education with the aim of identifying and facilitating the resolution of issues in a confidential and effective manner;
 - (p) foster leadership development among the Medical Staff in order to enable the Medical Staff to play an effective role in HHS governance, decision-making and planning; and
 - (q) promote networking and collaboration across all Sites so as to move toward an integrated organizational culture.
2. The MSA adopts the “Servant Leadership Model” whereby the Medical Staff provides leadership within a modern healthcare delivery team, and emphasizes exceptional service to others, a holistic approach to work, promoting a sense of community and the sharing of decision-making power.

ARTICLE 3 – INTERPRETATION

1. In this Constitution, the provisions of the HHS Professional Staff By-law are incorporated by reference in addition to the following definitions:

“Board” means the Board of Directors of HHS;

“By-Laws” means any By-Law of HHS from time to time in effect;

“HHS” means Hamilton Health Sciences Corporation;

“Site” means any one or a combination of the following locations:

- (i) McMaster Children’s Hospital;
- (ii) Hamilton General Hospital;
- (iii) Juravinski Cancer Centre;
- (iv) Juravinski Hospital;
- (v) McMaster University Medical Centre;
- (vi) St. Peter’s Hospital; and
- (vii) West Lincoln Memorial Hospital;

“MSA” means the Medical Staff Association;

“Medical Staff” means those physicians who are appointed by the Board and who are granted privileges to practice at one or more of the Sites;

“Medical Staff Rules” means provisions concerning the practice and conduct of Medical Staff members;

“Public Hospitals Act” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it.

2. There are no inconsistencies or conflicts between the Constitution, the HHS By-laws, HHS policies or with the *Public Hospitals Act*. Where there is an inconsistency or conflict between the Constitution, the HHS By-laws, HHS policies or the *Public Hospitals Act*, the HHS By-laws, policies and the *Public Hospitals Act* will prevail.

ARTICLE 4 – MEMBERSHIP

- 4.1 Membership is automatically granted to all eligible Medical Staff and Professional Staff members at HHS, in accordance with the HHS By-Laws. At the present time, eligible Medical Staff members are those in the Active Staff, Associate Staff and Affiliate Staff.

- 4.2 A Medical Staff member ceases to be a member of the MSA upon termination of Medical Staff status at HHS.

ARTICLE 5 – MEETINGS OF THE MEDICAL STAFF ASSOCIATION

5.1 Annual Meeting

- (a) One of the regular meetings of the MSA shall be the annual meeting and shall be held at a date, time and place to be agreed upon and approved by the MSA Executive Committee.
- (b) Email notification of each annual meeting shall be distributed by the Secretary/Treasurer at least ten (10) days before the meeting.
- (c) Each MSA member has one vote at the annual meeting subject to the provisions of the HHS Professional Staff By-Law.

5.2 Regular Meetings

- (a) Meetings of the MSA shall be held approximately quarterly with a minimum of 4 meetings yearly, to include the annual meeting.
- (b) Each MSA member has one vote at a regular meeting, subject to the provisions of the HHS Professional Staff By-law.

5.3 Notice of Regular Meetings

- (a) Regular meetings of the Medical Staff shall be held at a date, time and place to be agreed upon and approved by the MSA Executive Committee.
- (a) Email notification of each regular meeting shall be distributed by the Secretary/Treasurer at least forty-eight (48) hours before the meeting.

5.4 Special Meetings

- (a) In cases of emergency, the President may call a special meeting.
- (b) Special meetings may be called by the President in response to a written request from ten (10) MSA members.
- (c) Notice of special meetings shall be as required for a regular meeting, except in cases of emergency, and will state the purpose of the business for which the special meeting is called.
- (d) The usual time period required for giving notice of any special meeting will be waived in cases of emergency, subject to ratification of this action by the

majority of those members present and voting at the special meeting, as the first item of business at the meeting.

5.5 Attendance at Meetings

(a) The Secretary/Treasurer shall:

- (i) be responsible for the making of a record of the attendance at each annual, regular or special meeting of the Medical Staff; and
- (ii) make such records available to the Medical Advisory Committee.

5.6 Each member of the Active and Associate Medical Staff will be expected to attend at least fifty (50) percent of Medical Staff meetings.

5.7 Dues

Each Medical Staff member shall be required to pay annual dues as established by the MSA and as required by the HHS Professional Staff By-Law.

5.8 Quorum

- (a) Fifty (50) voting members of the Medical Staff will constitute a quorum at any annual or regular meeting and seventy-five (75) Medical Staff members entitled to vote will constitute a quorum at any special meeting.
- (b) In any case where a quorum of the Medical Staff has not arrived at the place named for the meeting within thirty minutes after the time named for the start of the meeting, those members of the Medical Staff who are present shall be given credit for attendance at the meeting.
- (c) There shall be only one vote cast by any one such member on any question and the same shall be so cast by the member personally present.
- (d) Unless as otherwise expressed in this Constitution, every question shall be decided by a majority vote.
- (e) In every case, only the President may cast a deciding vote on a motion.
- (f) Unless a poll is demanded by ten percent (10%) of the MSA members who can vote and who are present at any meeting, a declaration by the presiding officer that a resolution is carried, or is not carried, by a particular majority shall be conclusive.
- (g) If a poll be demanded as aforesaid, it shall be taken in such a manner as the presiding officer at such meeting directs.

(h) No member of the Medical Staff shall vote by proxy.

5.9 Order of Business

The order of business at any Medical Staff meeting shall be as determined by the chair of the meeting and approved by the members.

ARTICLE 6 – MSA EXECUTIVE COMMITTEE

6.1 Powers of the Executive Committee

The Executive Committee shall be responsible for carrying out the policies and day-to-day business of the MSA, subject to the provisions of the Constitution, and subject to such directions as may be given at any general meeting of the MSA.

6.2 Composition

- (a) The Executive Committee shall consist of up to 17 members as set out in section 8.1.
- (b) Only members of the Medical Staff may be elected or appointed to the Executive Committee.

6.3 Executive Committee Meetings

- (a) The Executive Committee shall meet at the call of the President, or within one (1) week's written notice to the President, from any two (2) members of the Executive Committee.
- (b) The Executive Committee shall hold at least six (6) meetings each year.
- (c) A quorum for meetings of the Executive Committee shall be five (5) members including one (1) of the President or Vice-President.
- (d) There shall be no voting by proxy at meetings of the Executive Committee.
- (e) Any member of the Medical Staff may request to attend a meeting of the Executive Committee.
- (f) Notwithstanding subsection (e), the Executive Committee shall have the right to meet in camera by the agreement of the majority of the Executive Committee members present.

6.4 Vacancies

- (a) Vacancies on the Executive Committee may be filled for the remainder of its term of office either by the members of the MSA at a special meeting called for that purpose, or by the Executive Committee if the remaining Executive Committee members constitute a quorum.

6.5 Resignation/Termination/Removal of Executive Committee Members

- (a) An Executive Committee member may resign at any time by submitting a written resignation to the President.
- (b) An Executive Committee member who repeatedly fails to attend to assigned MSA duties, without having obtained the President's consent, and without having remedied the failure after receipt of a notice from the President, will be deemed to have tendered his or her resignation.
- (c) The members of the MSA may, by a two-thirds majority vote at a general meeting, remove any Executive Committee member provided specific notice of the motion has been given.
- (d) A quorum shall be sixty (60) for any meeting of the MSA where it is intended to conduct a vote in respect of the removal of any Executive Committee member.

ARTICLE 7 – DUTIES OF THE EXECUTIVE COMMITTEE

7.1 The Executive Committee shall have the following duties and will be guided by the objectives in Article 2 in carrying out such duties:

- (i) consider and advise any Officer who is on the Board to bring forth to the Board recommendations for discussion on any matters impacting the Medical Staff which, from time to time, may require the attention of, or a decision from, the Board;
- (ii) consider, and where appropriate, act upon recommendations that are brought to the Executive Committee by Medical Staff members;
- (iii) consider and bring forward Medical Staff issues of a corporate nature to the appropriate HHS forum or venue and to facilitate positive outcomes;
- (iv) facilitate two-way communications between HHS administration and the Medical Staff;

- (v) promote and act upon opportunities for the collaborative resolution of Medical Staff issues within HHS;
- (vi) act as an advisory committee to the MSA on issues brought to the MSA or referred to the Executive Committee by the Board, Chief Executive Officer or MSA President;
- (vii) participate in the governance, planning and decision-making structures and processes of HHS as set out in the HHS By-law and policies;
- (viii) undertake the proper planning and implementation of all meetings provided for in Article 5;
- (ix) develop strategic directions, information and advice for the strategic planning discussions of the MSA;
- (x) provide information to the Medical Staff and opportunities for engagement on HHS developments that impact on the work environment and practices of the Medical Staff;
- (xi) promote and facilitate opportunities for Medical Staff leadership development;
- (xii) exercise the full powers of the MSA in all urgent matters by reporting every action at the next meeting of the MSA;
- (xiii) report at each meeting of the MSA;
- (xiv) facilitate the resolution of issues brought forward by the Medical Staff through policy development, consultation with the Medical Staff and discussion with HHS;
- (xv) to provide a forum for common Medical Staff goals;
- (xvi) to base decision-making on the common good through a democratic vote of its members; and
- (xvii) to promote goodwill and unity across the MSA and within the Executive Committee.

7.2 No Executive Committee member shall take advantage of his or her position to engage in undue influence. No Executive Committee member shall accept gifts or favours, or make promises or agreements outside of the Executive Committee's knowledge or consent, or otherwise use his or her MSA Executive Committee position for personal self-interest.

- 7.3 All MSA and hospital-related matters conducted within the scope of the Executive Committee must be disclosed immediately, or as soon as possible to the MSA President and the Executive Committee and have a consensus vote prior to taking further action.
- 7.4 The Executive Committee will foster unity of purpose, team spirit and solidarity among its members and in the administration of MSA affairs. Disagreements are to be settled within the team by a consensus vote.
- 7.5 Proposals that come to the Executive Committee for consideration can involve large sums of MSA funds. Consideration of all proposals will reflect transparency, full disclosure, feasibility study, implementation, audit and review processes, and will be ratified by a majority vote of the Executive Committee members prior to implementation. The entire Executive Committee is charged with due diligence in decisions made on behalf of the MSA membership.

ARTICLE 8 – OFFICERS OF THE EXECUTIVE COMMITTEE

8.1 Officers

(a) The officers of the Executive Committee shall consist of the following:

- (i) President;
- (ii) Vice-President;
- (iii) Secretary/Treasurer;
- (iv) Up to eleven (11) members-at-large, it being the intention but not the requirement to have balanced representation from all Sites, and that up to two (2) members-at-large shall be family physicians; and
- (v) Immediate past president of the MSA;
- (vi) Chair of the Medical Advisory Committee (or delegate, at the discretion of the MSA executive); and
- (vii) Website Manager (Communication)

(b) With the exception of the immediate past President who shall be an ex officio officer of the MSA, these officers will be elected prior to the annual meeting of the Medical staff by a majority vote of the Associate Staff and Active Staff members of the Medical Staff.

- (c) The officers will be elected for a one (1) year term and may be re-elected to the same office for an additional one (1) year term. An office may be re-elected to the same position for up to two (2) terms following a breach in continuous service of at least one year.
- (d) Only Active Staff members who have served at least one year on the Executive Committee are eligible to run for one of the offices of President, Vice-President or Secretary/Treasurer.
- (e) The Executive Committee members shall be chosen by a nominating committee comprised of the exiting President and the two immediate Past Presidents, with the exiting President chairing the committee. If a Past President is unavailable, then a past Executive Committee member shall be chosen.
- (f) At least fourteen (14) days before the annual meeting of the Medical Staff, the nominating committee shall email to all MSA members a list of the names of those who are nominated as officers of the Medical Staff which are to be filled by election.

8.2 Election of Officers

- (a) Election of the officers of the Medical Staff will be completed by using either a mail ballot process or an electronic ballot process.
- (b) At least sixty (60) days before the annual meeting of the Medical Staff, the nominating committee, composed of the President and the two most immediate Past Presidents available on the Medical Staff, will, by mail or email, call for nominations of the Active Staff members to stand for the offices of the Medical Staff, which are to be filled by election in accordance with the regulations under the *Public Hospitals Act*.
- (c) In order for a nomination to be valid, each nomination must be signed by at least two (2) members of the Active or Associate Staff, and the nominee must signify in writing on the nomination form their acceptance of it.
- (d) At least twenty-one (21) days prior to the annual meeting, a ballot will be sent by mail or email to the Active and Associate Staff members at the last address, or credentialing email address, according to the records. Should circumstances preclude meeting this timeframe, arrangements will be made for a timely secure election with the election process being fully transparent to the membership.
- (e) Numbered and sealed ballots will be received by the MSA Office that will forward the unopened ballots to the Medical Staff Association accountant

immediately for ballot count. When an electronic ballot process is used, the election will be coordinated through an accountant's office.

- (f) Election results will be announced to the MSA membership within one week of the close of balloting, and at the subsequent general business meeting.

ARTICLE 9 – DUTIES OF THE OFFICERS

9.1 President of the MSA

(a) The President shall be elected annually, with eligibility to serve a second one-year term, for a period of two (2) consecutive years and shall:

- (i) be a member of the Active Staff;
- (ii) be a non-voting, ex officio member of the Board;
- (iii) be a member of the Medical Advisory Committee;
- (iv) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (v) be accountable to the Medical Staff and advocate fair process in the treatment of Medical Staff members;
- (vi) preside at annual, regular and special meetings of the Medical Staff;
- (vii) call special meetings of the Medical Staff;
- (viii) act as the liaison between the Medical Staff, the Chief Executive Officer and the Board; and
- (ix) be an ex-officio member of all committees of the Board, the Medical Advisory Committee and the Medical Staff.

9.2 Vice-President of the MSA

The Vice-President will:

- (a) be a member of the Active Staff;
- (b) act in the place of the President, perform the duties and possess the powers, in the absence or disability of the President;

(c) perform such duties as the President may delegate; and

(d) be a member of the Medical Advisory Committee;

9.3 Secretary/Treasurer

The Secretary/Treasurer will:

(a) be a member of the Active Staff;

(b) be a member of the Medical Advisory Committee;

(c) attend to the correspondence of the Medical Staff;

(d) give notice of annual, regular and special Medical Staff meetings;

(e) perform the duties of treasurer for Medical Staff funds and be accountable therefore;

(f) maintain the financial records of the Medical Staff and provide a financial report at the annual meeting or more often as required;

(g) ensure that minutes are kept of Medical Staff meetings;

(h) ensure that a record of attendance at Medical Staff meetings is made;

(i) disburse MSA funds at the direction of the Executive Committee or of the Medical Staff as appropriate, and as determined by a majority vote of the Medical Staff members present and entitled to vote at a Medical Staff meeting; and

(j) act in the absence of the Vice-President, perform the duties and possess the powers of the Vice-President in the absence or disability of the Vice-President.

ARTICLE 10 – EXECUTIVE COMMITTEE PROCESSES

10.1 The role of the MSA in hospital/physician disagreements is one of ensuring due process is followed, and where applicable, in accordance with the Clinical Practice Review guidelines, and in a timely manner.

10.2 The President and/or the Executive Committee will decide if an issue falls within its mandate, or should be directed to the department, or to another level for resolution.

How Issues are Presented to The Executive Committee

- 10.3 Executive Committee members who are approached by an MSA member requesting MSA involvement in an issue, will direct the member to write a letter that briefly outlines the reasons for the request, and submit it to the attention of the President, in care of the MSA office. The Executive Committee member will notify the President of the request.
- 10.4 Where an Executive Committee member is approached by a group of MSA members who are requesting MSA involvement in an issue, the same process outlined in section 10.3 applies. In addition to the requirement for the letter, the group must identify one MSA member as the contact for the group and all group members must be identified and give their written consent to such representation.
- 10.5 Where the request is for Executive Committee attendance at a hospital-requested meeting and time is of the essence, the President will be notified immediately and will arrange to attend, or will assign another member of the Executive Committee to attend.
- 10.6 Where the request comes by telephone to the MSA office, the Secretary/Treasurer will notify the President immediately.

Issues Assigned to a Lead

- 10.7 Where the President assigns a particular case to another Executive Committee member, that member will take responsibility for overseeing the case, and for ensuring communication back to the Executive Committee.

Lines of Communication

- 10.8 The lead assigned to a case will keep a chronological record of events – such as dates/times of meetings, letters/reports written and all other actions taken, for Executive Committee Information, and for the MSA file.
- 10.9 Status updates will come forward under the agenda item, “Monthly Hospital/Physician Issues Report” at monthly Executive Committee meetings.

Decision-Making

- 10.10 Decisions are made by consensus at monthly meetings, or by the President when time constraints dictate an immediate decision.

Group Solidarity

- 10.11 In order to maintain unity within the Executive Committee and credibility with the MSA membership, and to ensure a clear and effective process, Executive Committee members must not act alone and must rely on the good judgment and unanimity of the consensus through the direction of the President.

Confidentiality

- 10.12 For the protection of the Executive Committee and the MSA members involved, the highest possible degree of confidentiality must be maintained at all times. No discussion of cases outside of the Executive Committee and the individuals necessarily involved, should take place.
- 10.13 An Executive Committee member cannot act on behalf of an individual MSA member in regard to actions that are outside of the Executive Committee's knowledge and consent, or that otherwise contravene Executive Committee guidelines, except for the President or his or her delegate, provided that the matter is discussed at the next Executive Committee meeting.
- 10.14 In situations of urgency or time constraints, any Executive member will act to support the President. Decisions taken under these circumstances will subsequently be brought back to the Executive Committee.
- 10.15 The Executive Committee shall have the discretion to provide assistance to non-MSA members, or if a group has a mix of MSA and non-MSA members.

ARTICLE 11 – AMENDMENTS

- 11.1 The Constitution is recognized as a document that must always be responsive, dynamic and current.
- 11.2 Amendments can be proposed by the Executive Committee or can be brought forward by any ten (10) MSA members to the Executive Committee.
- 11.3 Proposed amendments to the Constitution with the necessary explanatory material will be considered at a regular meeting.
- 11.4 The Constitution cannot be amended where existing provisions are derived from the HHS By-laws or HHS policy unless HHS agrees to amend the By-laws or policies.