
St. Anne Centre By Laws and Regulations

St. Anne Centre

Revised June 2015

Article I

The name of the society shall be St. Anne Community and Nursing Care Centre, hereafter known as St. Anne Centre.

Article II

In these by-laws and any regulations resulting from them, the following words shall have the meaning here after set forth:

- (A) "Society" shall mean St. Anne Community and Nursing Care Centre or St. Anne Centre, Arichat, Nova Scotia.
- (B) "Member" shall mean a "Member of the Society". (Any bona fide resident of Louisdale and Isle Madame who is 18 years of age and over.)
- (C) "Board" shall mean St. Anne Centre Board.
- (D) "Director" should mean a person duly elected, appointed or chosen as a trustee of St. Anne Centre, Arichat, Nova Scotia. The group of Directors shall be known as the Board of Directors. No member of the medical or general staff of St. Anne Centre can serve as a director.
- (E) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- (F) "Immediate Family" being defined as: father, mother, step parent, brother, sister, spouse, child, father-in-law, mother-in-law, step child or ward, grandparent, or any person residing in the same household.

Article III: Ownership

- (A) Ownership of Society shall be vested equally among members.
- (B) Collectively the members will form together the Society of St. Anne Centre.
- (C) Any member of the Society is qualified to originate, table and take part in any issue or subject that may properly come before any meeting of the Society, to vote on any subject, and to hold any office to which he or she may be elected or appointed providing no conflict of interest is involved.
- (D) A quorum of this Society will be 25, eight (8) of whom must be Directors.

- (E) Membership in the Society shall cease:
- a. upon death, or
 - b. if the member resigns by written notice to the Society, or
 - c. if the member ceases to qualify for membership in accordance with these by-laws, or
 - d. if, by a vote of the majority of the members of the Society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

Article IV

Section 1

The actual physical operation of St. Anne Centre will be the sole responsibility of an eleven (11) member Board of Directors, representing the Society, to be elected, appointed, or chosen in the following manner:

- (A) One (1) to be appointed by St. Anne Centre Ladies Auxiliary.
- (B) One (1) to be appointed by the Richmond County Council.
- (C) The remaining nine (9) members of the Board of Directors shall be appointed as follows:

There shall be appointed annually, three (3) members from any of the communities situated on Isle Madame and Louisdale.

- i) In the first year, there will be three (3) members appointed for a one (1) year term, three (3) members appointed for a two (2) year term and three (3) members appointed for a three (3) year term. Thereafter, three (3) members will be appointed for three (3) years terms, each year to replace the three (3) outgoing members that year.
- ii) The method and process for recruitment, appointment and selection will be outlined in board policy.
- iii) Unanticipated vacancies will be filled as necessary according to policy.

Board Membership Terms

Each member of the Board of Directors shall serve for a three (3) year term. Board members may serve for a maximum of two (2) consecutive terms. Exceptions to this are the Board of Director members appointed by the Municipality of the County of Richmond and the Ladies Auxiliary.

Section 2

The Board of Directors shall be responsible to:

- (A) Promote and maintain a high standard of service in our long term care facility and Emergency/Outpatient Departments.
- (B) Promote good public relations and maintain official recognition of St. Anne Centre.
- (C) Meet the objectives of the society and provide a quality governance model.

Section 3**Conflict of Interest**

(A) Members of the Board of Directors and their immediate relatives shall not enter into any business arrangement with St. Anne Centre in which they are interested directly or indirectly, except:

- (i) On a written and competitive sealed quotation basis and,
- (ii) Having refrained from voting and debate thereon.

(B) The Chairperson of any meeting of the Board, or committees of the Board, shall request any member who has declared an interest in any business or other financial arrangement with St. Anne Centre, which is being discussed to excuse him/herself during the discussion and the vote. The matter and the event shall be recorded in the minutes.

(C) A director shall not participate in any Board of Director meetings or discussions at any time when the discussion or business transacted is directly in relation to a relative in the employ of, or is a resident of, St. Anne Centre.

Section 4**Confidentiality**

(A) Every director, officer and employee of the Society shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interest of the Society.

(B) The Board shall give authority to one or more officers or employees of the Society to make statements to the news media or public about matters brought before the Board, as per policy SAC-BRD-029.

Article V Officers**Section 1**

Representatives will be appointed as per Article IV and introduced to the annual general meeting. The Directors shall meet as a group and elect the President, Vice-President, Secretary and Treasurer.

Section 2

The President shall preside at all meetings of the Society. He/She shall act as Chairperson of the Executive Committee, and shall in general exercise the powers and perform the duties common to the office of President.

Section 3

In the absence of the President, the Vice-President shall act as President, and shall exercise the power and perform the duties of the President. In the absence of both, the Directors present shall appoint a President pro tempore.

Section 4

The Secretary shall keep an accurate record of the business transacted at all meetings of the Society and the Board of Directors with the exclusion of in-camera meetings. He/She shall write and attend to all correspondence and shall perform such duties as usually pertain to this office, including the care and custody of the Seal of the Society.

Section 5

The Treasurer shall be responsible for all monies belonging to the Society and shall direct deposit to any of the Chartered Banks or Credit Unions of Canada in the name of St. Anne Centre. The Treasurer shall be responsible for ensuring that all cheques and notes are properly executed. The Treasurer shall be responsible for ensuring that an account of receipts and expenditures is maintained, and for ensuring the presentation of the auditor's report and yearly statement of financial affairs of the Society at the Annual Meeting.

Section 6

The directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his/her position as director, provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

Section 7

Any member absent for three (3) consecutive meetings (regular and/or special) of the Board of Directors without just cause may be removed by a two-third majority vote of the Board. A member absent for two (2) consecutive meetings (regular and/or special) must be notified in writing of the Board's intention to implement the conditions of this article upon a third consecutive absenteeism. Just cause is deemed to be absence for reason of personal sickness, sickness and/or death in the family, work requirements, special circumstances, etc. Upon receiving a two-third majority vote for the member's removal, the Board of Directors may fill that vacancy. The replacement member shall hold office for the remainder of the term of the member being replaced.

Section 8

The Auditor shall be appointed annually by the Members of the Society. Such appointments will be reviewed by the Board. A tender process shall take place a maximum of every three (3) years.

Article VI Committees**Section 1**

All standing committees shall be appointed by the Board of Directors at their first meeting following their election or appointment and shall be:

- (i) The Executive Committee shall consist of the President, the Vice-President, the Secretary and the Treasurer. Its duty will be to transact all regular business of the Society between meetings of the Board of Directors, provided that any action shall not conflict with the policies and expressed wishes of the Directors. All matters of importance will be referred to the Board of Directors.
- (ii) The Finance Committee shall consist of at least three (3) Directors and shall include the Treasurer. This committee, at its discretion, may appoint a member at large who has experience in financial matters. The Finance Committee shall review all financial statements.
- (iii) The Building Committee shall consist of five (5) persons, at least two (2) of whom shall be members of the Board of Directors. They shall oversee any new building projects, as well as repairs and maintenance of the property of the Society. This committee, at its discretion, may appoint an additional member at large who has experience in the field of construction
- (iv) The Personnel and Standards Committee shall consist of at least five (5) persons and shall include the President, the CEO, one (1) member of the medical staff and two (2) members of the Board of Directors. The medical staff shall nominate its appointee to the Personnel Standards Committee.
- (v) The Education Committee shall consist of at least three (3) persons, two (2) of whom are members of the Board of Directors. The committee shall identify and coordinate educational opportunities for the Board of Directors. The committee may, at its discretion, appoint additional members.
- (vi) The Governance Quality Improvement Committee shall consist of at least four (4) persons, two (2) of whom are members of the Board of Directors. The committee shall make recommendations to the Board of Directors to improve governance function.
- (vii) The Strategic Planning Committee will consist of two (2) members of the Board of Directors, the CEO, the Accreditation Coordinator, a staff member and a St. Anne Centre Ladies Auxiliary representative. Other members may be added at the discretion of the Board of Directors or the Strategic Planning Committee.
- (viii) The Recruitment Committee shall consist of three (3) members, two (2) of whom must be present Board members. In addition, the past Board Chair shall serve as the Chairperson of this committee. Its purpose is to identify prospective Board members and screen these prospects as nominees for the membership to consider. This is to be a year-round standing committee.

Section 2

The President shall be an ex-officio member of all committees. Each committee, however, will elect its own chairperson and secretary. The quorum of any committee shall consist of at least a majority of the members of a respective committee.

Section 3

Special committees shall be appointed by the Board of Directors as deemed necessary. Such special committees shall limit their activities to the accomplishment of the specific task for which they were appointed. Upon completion of the task, such special committees shall stand discharged.

ARTICLE VII MEETINGS**Section 1**

There shall be one (1) annual meeting of the Society within three (3) months after the end of each fiscal year being March 31. Notices of this meeting shall be posted for at least seven (7) days previous to the date in two (2) conspicuous places throughout Isle Madame and Louisdale named in Article IV, or by inserting a notice in the local news media.

Section 2

A general or special meeting of the Society may be held at any time and shall be called:

- a. If requested by the chair, or
- b. If requested by a majority of the directors, or
- c. If requested in writing by 20 of the members.

Section 3

(i) There shall be at least one (1) regular monthly meeting of the Board of Directors held on the third Monday of each month. Special meetings of the Board of Directors may be called at any time at the discretion of the Executive Committee. A quorum shall be six (6) directors.

(ii) If required, any three (3) directors may call a special meeting of the Board providing the request is in writing and signed by the three directors.

Section 3

The order of business at the Annual Meeting will be as follows:

- (i) Call to Order
- (ii) Review and Approval of the Agenda
- (iii) Report of the Auditor
- (iv) Reading and Approval of the Minutes
- (v) Business Arising
- (vi) Report of the Chair
- (vii) Report of the CEO
- (viii) Report of the Medical Staff
- (ix) Report of the Ladies Auxiliary
- (x) Therapeutic Garden Report
- (xi) New Business
- (xii) Appointment of Auditor
- (xiii) Appointment and Introduction of Directors
- (xiv) Adjournment

Note: Any additions to the Agenda at the AGM must be by Motion.

Article VIII CEO

The Board of Directors shall appoint a competent Chief Executive Officer (CEO) who shall be the Board's direct representative in the management of St. Anne Centre. This CEO shall be given the necessary authority and be responsible for the administration of the St. Anne Centre in all its departments, subject to the policies enacted by the Society, the Board of Directors, or by any of its committees to which authority to enact policies has been delegated. He/She is responsible and accountable for the general and day-to-day operation of St. Anne Centre in keeping with the Mission, Vision, Guiding Principles, policies, Strategic Plan, By-Laws, applicable Acts and Regulations, Department of Health and Wellness policies, and any other established standards. More specifically, the authority and duties of the CEO shall be:

- (i) To prepare and submit to the Board of Directors for approval, an organizational chart of the personnel concerned with the operation of the St. Anne Centre.
- (ii) To prepare, along with the Finance Committee, financial reports showing the expected receipts and expenditures as required.
- (iii) To employ a fair and transparent process in selection, employment and management of employees.
- (iv) To discharge employees/personnel for just cause.

Note: (iii) and (iv) were one statement – To select, employ, manage and discharge staff/personnel for just cause.

- (v) To attend all meetings of the Board of Directors except when the Board directs otherwise.
- (vi) To submit monthly reports to the Board of Directors, indicating operational and financial activities of the St. Anne Centre.
- (vii) To develop a positive working relationship with the medical staff, employees, stakeholders and other partners.
- (viii) To perform any other duty that may be necessary in the best interest of the Society, as authorized by the Board of Directors.
- (ix) To inform the Board of all district and provincial updates of interest to the institution.

- (x) To ensure a culture of safety in the operation of St. Anne Centre.

The Board of Directors shall ensure that an employment contract is executed with the CEO; the said contract shall reflect the above guidelines enacted by the Board of Directors.

Article IX Honorary Membership

Honorary Membership in the Society may be conferred upon an individual by a vote of the Board of Directors as per Policy SAC-BRD-028.

Article X Signing Authority

The President and the Secretary, shall sign on behalf of the Society all deeds, contracts, promissory notes, bills of exchange and other negotiable or transferrable instruments which the Board of Directors may authorize to be executed or the Society may be bound to execute. In the President's absence, the Vice-President will sign.

Article XI

No alterations or amendments shall be made to these By-laws except by a three-fourths vote of such owners of the Society entitled to vote who are present at a duly advertised meeting of which notice specifying the intention to propose such resolution has been duly given. Notice of meeting shall be that outlined in Article VII of these By-laws.

Article XII

All By-laws heretofore made by St. Anne Centre are rescinded.

Article XIII Adoption

Adopted at the Annual Meeting of St. Anne Community and Nursing Care Centre Society held at Arichat on June 23, 2015 by Special Resolution.

President

Secretary