

SEAMO RULES AND REGULATIONS

1. INTERPRETATION

1.1 In these Rules and Regulations:

- (a) "Agreement" means the "*(An) Agreement to Establish the Southeastern Ontario Academic Medical Organization*" (as amended over time), the agreement entered into by the Signatories for the discharge of the deliverables of SEAMO;
- (b) "Chair" means the independent Chair of the Governing and Signatories Committees, selected from outside of the SEAMO organization, and appointed by the Governing Committee;
- (c) "Chief Executive Officer" (CEO) means the Executive Officer of SEAMO, the Director of the School of Medicine, appointed as CEO by the Governing Committee;
- (d) "Chief Operating Officer" (COO) means the senior operating officer of SEAMO, nominated by the CEO and approved by the Governing Committee;
- (e) "Dean" means the Dean of the Faculty of Health Sciences, in the selection process of which appointment the Signatories shall be represented;
- (f) "Deliverables" means the continued provision of excellence in medical education; the fostering of the spirit of enquiry in health research; the provision of clinical service to maintain or enhance the health status of the Southeastern Ontario population; and the provision of administrative support needed to accomplish the other deliverables
- (g) "Gallery" means all Heads of Departments of the School of Medicine, the Vice-Dean (if appointed), and Associate Deans;
- (h) "Governing Committee" means the governing body of SEAMO which derives its authority from the Signatories in accordance with the Agreement;
- (i) "Matters of fundamental principle" are described in paragraph 41 of the Agreement and shall include those related to:
 - 41.1 the ability of SEAMO to function
 - 41.2 the allocation of resources to the Departments
 - 41.3 the ability of Members of SEAMO to meet obligations of the contract with the Government
- (j) "Members" means members of the Governing Committee unless otherwise described;
- (k) "Presiding Officer" normally means the Chair, in whose absence the members of the meeting may elect one of their number to act, who shall not be the CEO;

- (l) "Signatories" means those organizations who have entered into the Agreement, to wit Queen's University, Hotel Dieu Hospital, Kingston General Hospital, Providence Continuing Care Centre, and the Clinical Teachers Association at Queen's University (CTAQ)

2. GOVERNANCE

- 2.1 The responsibility for overall supervision of SEAMO rests with the Signatories who have directed that the Governing Committee will act on their behalf to establish policies to meet the deliverables.
- 2.2 Certain powers are reserved to the Signatories under the Agreement. There is provision for appeal to the Signatories on matters of fundamental principle defined in the Agreement (as amended from time to time).
- 2.3 The Governing Committee has the responsibility to ensure that the Signatories are kept abreast of major concerns, and on those occasions where their agreement may be required, that they are informed of the expectations of the Governing Committee before agreement is sought.
- 2.4 At meetings of Signatories, a Signatory may be represented in a manner decided by the Signatory, but regardless of the number of representatives present, each Signatory shall have only one vote. Agreement by Signatories shall require unanimity.
- 2.5 The Chair of the Governing Committee shall serve as the Chair of the Signatories Committee.
- 2.6 Meetings of the Signatories may be called by the Chair, or at the request of any of the Signatories. Notice shall be sent to Signatories at least five days prior to the holding of the meeting.

3. GOVERNING COMMITTEE

- 3.1 The affairs of SEAMO shall be managed by a Governing Committee of seventeen (17) members, which Committee will establish policies to enable performance of the deliverables under the Agreement.
- 3.2 Membership of the Governing Committee will be appointed from the Signatories, each in accordance with its own processes, and from outside of the Signatories with the agreement of the Signatories.
- 3.3 The Chair, CEO, President and Vice-President of CTAQ shall each be a Governor ex-officio, and each shall have a vote. Others may be appointed as Ex-officio, non-voting members of the Governing Committee with the approval of the Committee.
- 3.4 Governors shall be replaced in accordance with policies established by the Governing Committee. Some appointments are term limited, (normally for a three-year term); those involved may be re-appointed by a Signatory for a renewal of three more years, provided that any re-appointment does not exceed a total of six years as a Governor.
- 3.5 In the event that a Governor cannot act, the Governor may be replaced by the Signatory which made the original appointment, in accordance with its own processes, or as otherwise provided through election.

4. RESIGNATION BY A GOVERNOR

- 4.1 A Governor may resign from office by communicating in writing to the Chair of the Governing Committee and to the appointing Signatory.

5. REMOVAL OF A GOVERNOR

- 5.1 The Signatories may, by a simple motion which receives unanimous consent, remove any Officer or Governor, on the recommendation of two-thirds of the members of the Governing Committee.

6. MEETINGS OF GOVERNORS

- 6.1 The Governing Committee shall meet at least eight times each year. Meetings of the Committee shall be open to members of the School of Medicine and others, in accordance with rules established by the Committee.
- 6.2 Meetings of the Governors may be called by the Chair or the CEO at the direction of the Chair, or at the request of any three members of the Governing Committee. Notices of meeting shall be sent to Governors at least five days prior to the meeting.
- 6.3 Governors may, if necessary, participate at meetings by some electronic means which permit all who are participating in the meeting to communicate with one another simultaneously, and a Governor participating in this manner shall be deemed to be at the meeting.
- 6.4 A simple majority of the members shall constitute a quorum of the Governing Committee, and a simple majority of the members shall constitute a quorum of a committee.
- 6.5 Business arising at any meeting shall be decided by a majority of votes, and the presiding officer shall not vote except to break a tie in the case of an equality of votes.
- 6.6 Minutes shall be kept for all meetings of the Governing Committee and its committees.
- 6.7 Meetings of the Governing Committee, and its committees, shall follow the rules and procedures set out in Bourinot's Rules of Order.
- 6.8 Members of the Gallery will have the privileges of the floor and may address the Governing Committee in accordance with rules established by the Committee.

7. DUTIES AND RESPONSIBILITIES

- 7.1 Every Governor and Officer shall:
- (a) be loyal to SEAMO, and once decisions have been taken, speak with one voice;
 - (b) exercise the powers and discharge the duties of office honestly, in good faith and in the best interests of SEAMO;
 - (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (d) deal with information received in a manner which respects the confidentiality of the content should that be necessary.

7.2 The Governing Committee has as its primary function the allocation of resources over which it has responsibility. Further, the Governing Committee has the responsibilities to:

- (a) establish policies to enable the delivery of clinical service, health education and research, and their administration, under the Agreement;
- (b) establish policies with regard to allocation of resources, particularly finance and staffing for the Faculty of Health Sciences, to include the internal distribution of funds to Departments;
- (c) establish and communicate, in conjunction with the Signatories, a clear and simple explanation of the lines of accountability and of a reporting structure;
- (d) oversee the implementation of alternative funding through adoption of clear principles concerning deliverables, resources, and all aspects of the SEAMO mission;
- (e) monitor the ongoing effectiveness of activities within the scope of the Agreement;
- (f) approve a budget, and ensure that the finances of SEAMO are audited annually by an independent auditor, appointed by the Committee on recommendation of the CEO;
- (g) select an independent Chair, from outside of the SEAMO organization, an individual who is to be substantially removed from the effects of the Governing Committee's decisions;
- (h) appoint the Executive Committee, and such other committees and task groups as are deemed necessary;
- (i) establish a continuous self-evaluation process for SEAMO, the Governing Committee, and other committees, and for the management of SEAMO;
- (j) communicate its deliberations and decisions decisively and clearly; and
- (k) recommend to Signatories on an annual basis, a stipend to be awarded to the Chair.

7.3 Confidentiality

- (a) the Governors owe to SEAMO a duty of confidence not to disclose to another person or entity or to use for their own purpose confidential information concerning the business or affairs of SEAMO received in their capacity as Governors, unless otherwise authorized by the Governing Committee;
- (b) meetings, when necessary, may be held *in camera*; these are to be attended only by the Governors and others by invitation by the Chair or by the CEO after consultation with the Chair. Information relating to *in camera* meetings is to be held in confidence and will be accessible only to Governors or the Signatories;
- (c) the Chair and the CEO shall act as spokespersons for SEAMO and the Governing Committee, unless others are appointed by the Governing Committee for specific purposes.

8. CONFLICT OF INTEREST

- 8.1 Governors who have an interest in a proposed contract or existing contract, or who have any direct or indirect interest in any matter before the Governing Committee or a committee or task force of SEAMO shall declare such interest at any meeting at which the matter is being discussed, and shall absent themselves from discussion and voting in respect of the matter, and may at the discretion of the presiding officer be asked to absent themselves from the meeting whilst the item with which they are in conflict is addressed.
- 8.2 Notwithstanding the foregoing, no Governor shall be considered to be directly or indirectly interested in any matter before the Governing Committee or a committee or task group by reason only of the fact that the Governor represents a department, organization or Signatory which has an interest in the outcome.

9. OFFICERS

- 9.1 The Officers of SEAMO are the Chair of the Signatories and Governing Committees, the CEO and the COO.
- 9.2 The term of the Chair is for one year, unless otherwise determined by the Governing Committee and agreed to by the Signatories. The Chair will continue in office until a successor is selected or appointed, but should not serve more than three consecutive one-year terms. Following a break in service of one year, the same person may be re-appointed to office of Chair of the Signatories and Governing Committees.
- 9.3 The CEO and the COO are appointed without term limit.
- 9.4 The Governing Committee, by a two-thirds vote of the members, may recommend to the Signatories that the an Officer be removed from office, which removal would require an unanimous vote of the Signatories as shown in Article 5.1 above. Otherwise, the Governing Committee may appoint or recommend appointment of a replacement in the event that the Officer dies, resigns, becomes incapable of acting or is removed from office.

10. DUTIES OF OFFICERS

- 10.1 The Chair shall:
- (a) preside at all meetings of the Signatories and Governing Committee, in the absence of whom the Signatories or the Governors may elect from amongst themselves a chairperson for that meeting who may not be the CEO;
 - (b) ensure the integrity and effectiveness of the operation of the Governing Committee;
 - (c) ensure that the actions of the Governing Committee are in accordance with the goals and priorities of SEAMO and of the goals of the Governing Committee itself;
 - (d) ensure that reports are made regularly and promptly to the Governing Committee on issues that are relevant to their governance responsibilities;
 - (e) with the CEO, represent and speak on behalf of SEAMO as required by the Governing Committee;

- (f) be an *ex officio* member of all committees and task groups;
- (g) be chair of the Executive and Nominating Committees; and
- (h) perform all other duties as from time to time may be determined by the Signatories or the Governing Committee.

10.2 The CEO shall:

- (a) have the duties of CEO of SEAMO;
- (b) submit to the Governing Committee for approval an annual Plan and annual budget for SEAMO which promote and support the deliverables of SEAMO, and as necessary recommend changes to those plans and budgets as may best serve the needs of SEAMO;
- (c) ensure that SEAMO is managed within the policies approved by the Governing Committee, and obtain the approval of the Governing Committee for actions which are proposed outside of those policies or plans;
- (d) ensure that the Governing Committee is fully informed on the implementation status of the annual plan and annual budget to assist the Committee to monitor the functions of management;
- (e) be responsible for taking such action as is necessary to ensure compliance with the appropriate laws and regulations, especially insofar as it deals with compliance requirements, and report to the Governing Committee on a regular basis;
- (f) be an *ex-officio* member of all committees and task groups;
- (g) ensure that the Signatories are informed regularly of the work being undertaken by SEAMO, and of the challenges for the future;
- (h) with the Chair, represent and speak on behalf of SEAMO as required by the Governing Committee; and
- (i) perform all such other duties as from time to time may be determined by the Governing Committee.

10.3 The COO shall be responsible for:

- (a) running the day-to-day business operations of SEAMO and is responsible, within the context and direction provided by the CEO, for all operational decisions;
- (b) policy development; ensuring the financial health of SEAMO, its accountability internally and externally; and fostering close and productive relationships with key partners;
- (c) planning, directing and controlling SEAMO's operation including finance and accounting, accountability information systems and administrative staffing;

- (d) the design, development and communication of all financial and management reports as requested by the CEO, Governing or Signatories Committees and the Ministry of Health and Long-Term Care; and
- (e) taking such action as is necessary to ensure compliance with the appropriate laws and regulations, especially insofar as it deals with compliance requirements, and reporting to the Governing Committee on a regular basis concerning compliance.

11. Executive Committee

- 11.1 The Executive Committee shall be appointed annually by the Governing Committee and shall be composed of the Chair, the CEO and such other Governors as the Governing Committee considers appropriate.
- 11.2 A majority of members of the Executive Committee shall constitute a quorum.
- 11.3 The Executive Committee shall, between meetings of the Governing Committee, exercise all the powers of the Governing Committee in respect to the direction of the management of SEAMO on matters which require immediate attention, subject to such restrictions as the Governing Committee or the Signatories may impose.
- 11.4 The Terms of Reference of the Executive Committee shall be prescribed by the Governing Committee, provided that they always require that all actions taken by the Executive Committee shall be reported to the Governing Committee at its next meeting.
- 11.5 The Executive Committee shall act as an Agenda Committee.
- 11.6 The Governing Committee may fill vacancies in the Executive Committee caused by the resignation, incapacity or death of Committee members by appointment from amongst the Governors.
- 11.7 The Chair shall be the Chair of the Executive Committee.

12. NOMINATIONS

- 12.1 Nominations shall be made by the Nominating and Governance Development Committee. This power does not affect the right and ability of the Signatories to decide their own representatives on the Governing Committee.

13. STANDING AND SPECIAL COMMITTEES

- 13.1 There will be two standing committees, the Resources Committee and the Nominations and Governance Development Committee. The Governing Committee may establish other necessary standing and special committees to facilitate the conduct of the affairs of SEAMO.
- 13.2 The chairs, vice-chairs and members of the standing and special committees and of task groups shall be appointed by the Governing Committee. Chairs and vice-chairs must be Governors; members may be drawn from outside of the Governing Committee.
- 13.3 A majority of the members of any standing or special committee or task group shall constitute a quorum.
- 13.4 In the event that the Chair and Vice-Chair of a standing or special committee or task group not be present for a meeting, the members may elect from amongst themselves

an individual to preside over the meeting, provided that there be a quorum present, and that the individual elected be a Governor.

13.5 The Chair and the CEO shall be *ex officio* members of all committees and task groups.

13.6 Vacancies, however caused, may be filled by the Governing Committee.

14. COSTS

14.1 Members shall be reimbursed costs, charges and expenses incurred on behalf of SEAMO except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

14.2 The administrative support of the CTAQ is partly a responsibility of SEAMO as the discharge of the role of the members of the CTAQ Executive should not incur costs to them as individuals. The Governing Committee shall establish policies to cover the contribution towards the support of the CTAQ Executive.

15. INDEMNIFICATION

15.1 Every Governor and Officer of SEAMO, and every member of a committee or task group and his or her heirs, executors and administrators, and estate and effects respectively, shall from time to time, and at all times, be indemnified and saved harmless out of the funds of SEAMO from and against all costs, charges and expenses whatsoever which such Governor, Officer or committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of the office.

15.2 No Governor or Officer of SEAMO or member of a committee or task group shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Governor, Officer, committee or task group member;
- (b) joining in any receipts or other act for conformity;
- (c) the insufficiency or deficiency of any security in or upon which any monies of SEAMO shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person or corporation with who any of the monies, securities or effects of SEAMO shall be deposited;
- (e) any loss occasioned by an error of judgment or oversight on his or her part; or
- (f) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto, unless the same shall happen through his or her own dishonesty.

15.3 SEAMO will maintain Officers and Directors Errors and Omissions insurance coverage to ensure that the indemnification can be paid in full in a timely manner.

16. AMENDMENT

- 16.1 These Rules and Regulations may be amended by the Governing Committee provided that the Signatories are made aware of the amendments.
- 16.2 Excluded from this amendment authority are those specific authorities shown in Article 2.2 above.

Approved by the Governing Committee: 2003 Dec 15
Amended by the Governing Committee: 2007 February 16, 2010 March 22