

BY-LAW NO. 1

A by-law relating generally to the conduct
of the business and affairs of

HOSPICE SIMCOE – SEASONS CENTRE

BE IT ENACTED as a by-law of Hospice Simcoe – Seasons Centre (the
"Corporation") as follows:

Article 1 General

1.1 Definitions: In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "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;
- b. "Articles" means the Articles of Amalgamation of the Corporation and any other applicable constating documents or By-laws of the Corporation.
- c. "Board" means the board of Directors of the Corporation.
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- e. "Chair" means the chair of the Board.
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called.
- g. "Member" means a member of the Corporation.
- h. "Members" means the collective membership of the Corporation.
- i. "Officer" means an officer of the Corporation.
- j. "ordinary resolution" means a resolution that,
 - i. is submitted to a meeting of the Members of the Corporation passed by at least a majority of the votes cast on that resolution, or

ii. is consented to in writing by each Member entitled to vote at a meeting of the Members of the Corporation; and

k. "Principal Office" means the principal office of the Corporation; and

l. "Rules and Regulations" means the rules, regulations and guidelines governing the Corporation, its Directors and Members in place from time to time.

1.2 Interpretation: Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence: The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Seal: The seal of the Corporation, if any, shall be in the form determined by the Board.

Article 2 Establishment

2.1 Name: The name of this organization shall be Hospice Simcoe - Seasons Centre.

2.2 Purpose: The purpose of the Corporation is to promote health by:

- a. Providing palliative care services to persons that are dying and their families before and after death.
- b. Providing grief support and education to service providers, caregivers, and families of those that are dying before and after death.
- c. Providing grief support and services to children who are grieving before and after the death of a loved one.

2.3 Office Location: The Principal Office shall be located in the City of Barrie, in the County of Simcoe, Ontario. The Principal Office may be located at any location determined by resolution of the Board. The Principal Office may be changed in accordance with the procedures set forth herein and any other procedures required by the Articles or the Act.

Article 3 Board of Directors

3.1 Qualifications: The following people are disqualified from being a director:

- a. A person who is not an individual.
- b. A person who is under 18 years old.
- c. A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- d. A person who has been found to be incapable by any court in Canada or elsewhere; and
- e. A person who has the status of bankrupt.

3.2 Nominations of Directors

a. Director Nominations

The Governance Committee shall identify, assess, and recommend all individuals proposed for election as Directors, in accordance with the Articles, the Act, these By-laws, and any applicable Rules and Regulations, and having regard to the skills, experience, and needs of the Board as determined by the Board from time to time. No person shall be proposed for election as a Director unless recommended by the Governance Committee in accordance with this section.

b. Notice to the Board and Consent

The Governance Committee shall notify the Board of any upcoming vacancies on the Board and of the nominees recommended for election. Such notice shall be provided at least twenty-one (21) days prior to the meeting at which the election of Directors is to take place and shall be accompanied by the written consent of each nominee confirming their willingness to serve as a Director if elected.

No person shall be elected as a Director unless they have been nominated in accordance with this section. For greater certainty, and without limitation, nominations from the floor of the meeting at which the election of Directors is to occur shall not be permitted, except as otherwise required or permitted by the Act or these By-laws.

c. Committee Appointments

The nomination and election of Directors is distinct from the appointment of Board committees, committee members, and committee chair. Committee appointments shall be made by the Board in accordance with these By-laws, the Rules and Regulations, and Board-approved policies, and shall not form part of the Director nomination or election process.

d. Leadership Roles

The leadership roles will be voted for and confirmed at the post-AGM meeting. The governance committee will make recommendations for these roles; however, nominations will be accepted from the floor. The election of these leadership roles shall be determined by secret ballot.

3.3 Composition: The Board shall consist of a minimum of seven and a maximum of thirteen Directors.

3.4 Board Member Requirements: All Directors may be required to sign an Oath of Office, Confidentiality Agreement or other required documentation in place from time to time.

3.5 Term of Office: Each Director shall be elected by the Members at the annual meeting of the Members to hold office for a term of three years. Directors may serve for no more than two terms, to a maximum of six years, provided that a Director who has served as Chair of the Corporation in their last year of their second term may serve one year further as Past Chair, for a total of seven consecutive years.

3.6 Removal of Directors: See section 4.4

3.7 Vacancies: Any vacancy occurring on the Board may be filled by the affirmative vote of one-half (50%) plus 1 of a quorum of the Directors in accordance with the provisions of the Act. If the vacancy occurs because of the removal of a Director by the Members, the Members may fill the vacancy by ordinary resolution. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor.

3.8 Power and Duties: The business and affairs of the Corporation shall be governed by the Board, which may exercise all corporate powers of the Corporation and do all such lawful acts as are not by the Act or the Articles prohibited or directed or required to be exercised or done by others. Without limiting the general powers of the Board and subject to the provisions of the Act, the Board shall have the following powers:

a. To select and remove Directors, to prescribe such duties and powers for them as may not be inconsistent with the Act, the Articles or the By-laws, or other existing policies of the Corporation, and to require of them service in good faith.

b. To conduct the affairs and business of the Corporation and to make rules and regulations not inconsistent with the Act, the Articles or the By-laws, or other existing policies.

c. To negotiate and enter into contracts on behalf of the Corporation.

d. To borrow money and incur indebtedness for the purpose of the Corporation and

to cause any such promissory notes, bonds, or other evidence of debt to be delivered.

e. Subject to the provisions of the Act, the Articles or the By-laws, the Board shall control the business and affairs of the Corporation and, if one is appointed, shall be empowered to delegate to the Executive Director as it shall deem necessary or desirable in accordance with the provisions of the Act.

3.9 **Chair:** The Board shall appoint from the Directors a Chair who shall carry out certain duties in accordance with the By-laws and the Act.

Article 4 Meetings of the Board

4.1 **Regular Meetings:** The regular meeting of the Board shall be held at such time, date, and place fixed by the Chair and concurred with the Board. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 16 of this By-law. Notice of such meetings shall be to each Director not less than one day before the meeting is to take place. Each Director shall have a single vote that may not be transferred except in accordance with the provisions of the By-laws.

The Chair shall preside at Board meetings. The Vice Chair shall preside at Board meetings in the absence of the Chair. In the absence of the Chair and the Vice Chair, the Secretary of the Board shall preside at the meeting of the Board.

4.2 **Quorum:** A simple majority (50% plus 1) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Each Director shall be entitled to one vote.

4.3 **Electronic Participation:** A Director may, if all the Directors of the Corporation consent, participate in a meeting of the directors or of a committee of Directors by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating in a meeting is deemed to be present at the meeting.

4.4 **Attendance:** Directors are expected to attend all meetings of the Board and all meetings of committees to which they are appointed, and to actively participate in the governance of the Corporation.

No Director shall be absent from three (3) consecutive meetings of the Board or from four (4) or more meetings of the Board in a calendar year without providing a written or verbal reason to the Chair. A Director so absent may be deemed to have submitted their resignation to the Chair at the next regular meeting of the Board, subject to review by the Board.

Directors are also expected to attend all committee meetings to which they are assigned. If a Director is absent from three (3) consecutive committee meetings or from four (4) or more committee meetings in a calendar year without providing a written or verbal reason, the Committee Chair shall notify the Chair of the Board. The Chair of the Board, in consultation with the Committee Chair, may review the Director's attendance and may consider reassignment or removal from the committee, or, in exceptional circumstances, a review of the Director's continued service on the Board.

The Chair may, having regard to the circumstances, determine that absences are excused for the purposes of this section. In exercising this discretion, the Chair shall consider the Director's overall contribution, the anticipated duration of the absence, and the best interests of the Corporation, and shall report such determinations to the Board.

For greater certainty, Directors always remain subject to their fiduciary duties and responsibilities, notwithstanding any excused absences.

4.5 Remuneration: The Directors shall serve without remuneration; no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties provided that the amount of any such remuneration or reimbursement is:

- a. considered reasonable by the Board.
- b. approved by the Board for payment by resolution passed before such payment is made; and
- c. made in compliance with the provisions of the Act.

4.6 Ballots: If a ballot vote is required by the Chair or is duly demanded and the demand is not withdrawn, a ballot vote upon the question shall be taken and one or more scrutineers appointed in accordance with the provisions of the Act. The Chair may require all ballots cast in any such poll to be signed by the persons voting. Upon a ballot vote, each Director who is present in person or represented by proxy shall be entitled to one ballot.

Article 5 Officers

5.1 Appointment: The Corporation may maintain offices of the Chair, Vice Chair, Secretary, Treasurer, and Past Chair with the powers and duties set out in these By-laws. The Board may designate additional offices from time to time.

- a. The Ex-Officio member shall be appointed by the Board and shall hold office as long as they meet the criteria established by the Board.

5.2 Term and Election of Officers: Each Officer shall be elected by the Board to hold

office for a term of one (1) to three (3) years from among the Directors. Officers shall be appointed by the Board from among the Directors to hold office for a term of three (3) years. Officers may seek re-election for a second and final term.

a. The past chair will hold office for a term of one year.
This term is non- renewable.

b. The Ex-Officio member shall serve a term of two (2) years. The Ex-Officio status may be revoked at the discretion of the Board.

5.3 Removal of Officers: Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

a. the Officer's successor being appointed.

b. the Officer's resignation; or

c. such Officer's death.

5.4 Duties of the Chair: The Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time. The Chair shall preside at all meetings of the Board, provide leadership to the Board in fulfilling its governance responsibilities, and ensure the effective functioning of the Board.

The Chair shall be an ex-officio member of all committees and shall attend all meetings of the Board.

5.5 Duties of the Vice-Chair: The Vice-Chair shall, in the absence, incapacity, or at the request of the Chair, exercise the duties and powers of the Chair and shall perform such other duties as the Board may determine from time to time.

The Vice-Chair shall serve as a signing officer for the Corporation. Subject to re-election as a Director, the Vice-Chair shall succeed to the office of Chair following completion of their term as Vice-Chair, unless otherwise determined by the Board.

5.6 Duties of the Secretary: The Secretary shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

Without limiting the foregoing, the Secretary shall be responsible for ensuring that accurate minutes of meetings of the Board and its committees are maintained, including minutes of in-camera sessions where applicable, and that such records are securely maintained in accordance with applicable legislation, these By-laws, and Board-approved policies.

The Secretary may be supported in the performance of administrative and record-

keeping functions by staff, including the Executive & Strategic Project Coordinator, provided that the Secretary retains oversight and accountability for the integrity, confidentiality, and stewardship of the Corporation's governance records.

5.7 Duties of the Treasurer: The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.8 Past Chair:

The office of Past Chair shall be filled by the immediate past Chair of the Board. The Past Chair contributes continuity and institutional knowledge to Board deliberations. The Past Chair may attend meetings of the Board and may serve on committees at the invitation of the Board or the Chair; however, the Past Chair shall serve in an ex-officio capacity only, shall not have voting privileges, and shall not be included in the calculation of quorum.

For greater certainty, an ex-officio member does not hold voting privileges and is not included in quorum calculations.

5.9. Staff:

The Executive Director shall be responsible for the overall programming, communications, finance and administration, and staff and volunteer management of the operations of the Corporation, subject to the direction of the Board and within the limitations set out in Board-approved policies.

The Executive Director shall attend all meetings of the Board as a non-voting, ex-officio member.

Article 7 Members

7.1 Criteria: Membership shall consist of the incorporators named in the Articles and such other persons interested in furthering the Corporation's purposes who have been accepted by resolution of the Board. Within 30 days of becoming a Director in accordance with these By-laws and the Act, each Director shall become a Member of the Corporation.

a. An individual may be appointed to the Board as an **Ex-Officio** member of the Board. The Ex-Officio member shall hold a position on the Board by virtue of their role within the organization, or due to a specific capacity that requires them to sit as a member of the Board, as defined by the Board.

7.2 Non-Transferability and Termination of Membership: Membership in the Corporation is not transferable and automatically terminates when:

a. the Member resigns or dies.

- b. the Member ceases to be a director.
- c. the Member is expelled, or the person's membership is otherwise terminated in accordance with the By-laws; or
- d. the Corporation is liquidated or dissolved in accordance with the Act.

7.3 Disciplinary Act or Termination of Membership for Cause: Upon no less than 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 or for other just cause as determined by the Board. 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 5 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.

Article 8 Meetings of the Members

8.1 Annual Meeting: The Annual Meeting of the Members shall take place at least once per year, at a time, date, and place fixed by the Board. The business transacted at the annual meeting shall include:

- a. receipt of the agenda.
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements.
- d. report of the auditor or person who has been appointed to conduct a review engagement
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if applicable.
- f. election or confirmation of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

A Member must give notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

8.2 Special Meetings: Special meetings of the Members may be called at any time by

the Chair or the Board. Subject to the provisions of the Act, the Board shall call a special meeting of the Members on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition.

8.3 Notice of Members Meetings: Notice of any annual or special meetings of the Members shall be delivered in accordance with these By-laws and the Act, no less than **ten (10)** days and no more than **fifty (50)** days before the meeting, to each person entitled to receive notice pursuant to the provisions of the Act, the Articles, and the By-laws, to each Director, and to the auditor of the Corporation or the person appointed to conduct a review engagement, as applicable. Notice may be delivered in writing or by electronic means, including but not limited to email or calendar invitation, provided such notice is delivered within the prescribed timeframe. A notice of a special meeting of the Members shall specify the place, date, and time of the meeting and the specific nature of the business to be transacted and thereto limited.-

8.4 Quorum: A quorum for the transaction of business at any annual meeting of the Members shall consist of not less than a simple majority of members, being 50% plus 1 of Members.

8.5 Chair of Meeting: The Chair shall be the chair of any Members' meeting; in the Chair's absence, the Vice Chair shall be the chair of any Members' meeting; in the absence of the Chair and the Vice Chair, another member of the Board as appointed by the Directors shall be the Chair of any Members' meeting.

8.6 Voting: Decisions shall be decided by a majority of votes. In case of equality of votes, the motion is defeated. Furthermore, a reconsideration of the motion can be debated and followed by an additional vote.

8.7 Ballots: If a poll by ballot vote is required by the chairperson of the meeting or is duly demanded and the demand is not withdrawn, a ballot vote upon the question shall be taken and one or more scrutineers appointed in accordance with the provisions of the Act. The chairperson of the meeting may require all ballots cast on any such poll to be signed by the person voting. Upon a ballot vote, each Member who is present in person or represented by proxy, shall be entitled to one ballot.

Article 9 Conflict of Interest

9.1 Conflict: A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during

which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. The conflict shall be recorded in the minutes.

9.2 Charitable Corporations: No Director shall, directly or through an associate, receive financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Article 10 Rules of General Conduct and Procedure of Board and Committee Meetings

10.1 Rules of Order: Robert's Rules of Order, as may be amended from time to time, shall govern the conduct of the Board and its Committees on all their deliberations except as modified by statute, rule, or the By-laws. It shall be the intent of the Board to seek consensus in all deliberations.

10.2 Order of Business: The order of business for meetings shall be determined by the Chair.

Article 11 Committees

11.1 Appointment: Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time. The Chair shall be an ex-officio member of all committees.

11.2 Committee Terms of Reference: Each committee established by the Board shall operate in accordance with the written Terms of Reference approved by the Board. Committee Terms of Reference shall be maintained separately from these By-laws as part of the Corporation's governance policies and may be amended from time to time by resolution of the Board.

11.3 Committee of Directors and Managing Director: The Board may appoint from their number managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

11.4 Nominations Committee:

The Board shall appoint a **Nominations Committee** consisting of at least two Directors, including the **Governance Chair** and the **Board Chair**. This Committee shall carry out the duties and responsibilities related to recruitment and nominations.

11.5 Termination of Committee Members: Any member of any Committee may be removed from a committee at any time by resolution of the Committee and with the

approval of the Board or by resignation tendered in writing by the member to the Chair. Unless otherwise specified therein, resignation shall take effect upon delivery.

11.6 Record of Proceedings: The Board may request a written record of the Committee proceedings.

Article 12 Fiscal Year

12.1 Fiscal Year: Unless otherwise ordered by the Board, the fiscal year of the Corporation shall begin on 1st day of April and terminate on the 31st day of March in each year.

Article 13 Non-Discrimination

13.1 Non-Discrimination: It shall be the policy of the Corporation to comply with all provincial and federal laws, rules, and regulations prohibiting discrimination against any person with regard to employment because of race, color, religion, sex, physical handicap, national origin, age, marital status, change in marital status, or pregnancy.

Article 14 Amendments

14.1 By-Laws Amendments: The Board may from time to time pass, amend, or repeal any by-law of the Corporation in accordance with the Act.

A by-law, amendment, or repeal passed by the Board shall be submitted to the Members at the next meeting of Members and shall be confirmed by ordinary resolution, unless the Act requires confirmation by special resolution or otherwise provides.

Subject to the Act, a by-law, amendment, or repeal is effective from the date of the resolution of the Board until it is confirmed, confirmed as amended, or rejected by the Members. If the Members confirm the by-law as amended, it is effective in the amended form from the date of the Members' resolution. If the Members reject the by-law or fail to confirm it at the meeting, it shall cease to have effect from the date of the Members' meeting and no new by-law, amendment, or repeal having substantially the same purpose or effect shall be effective until confirmed by the Members.

Nothing in this Article limits the right of the Members to make, amend, or repeal any by-law in accordance with the Act.

Article 15 Indemnification

15.1 Indemnification: Subject to the Act and any other applicable law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer, or an individual who acts or acted at the Corporation's request as a director or officer (or in a similar capacity) of another entity, against all costs, charges, and expenses, including amounts paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other

proceeding in which the individual is involved because of that association with the Corporation or other entity, provided that the individual:

- a. acted honestly and in good faith with a view to the best interests of the Corporation (or, as the case may be, the other entity); and
- b. in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

The Corporation may advance money to such an individual for the costs, charges, and expenses of a proceeding. The individual shall repay the money if it is ultimately determined that the individual did not meet the conditions set out above.

15.2 Insurance: The Corporation may purchase and maintain insurance for the benefit of any individual referred to in section 15.1 against any liability incurred by the individual in that capacity, to the extent permitted by the Act.

Article 16 Notice

16.1 Service: Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Article 17 Accretion of Profits

17.1 Accretion of Profits: No part of the Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an Officer except in furtherance of its activities or as otherwise permitted by the Act and any other applicable laws.

Article 18 Execution of Documents

18.1 Signing: Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the Chair, Vice-Chair, Secretary, Treasurer and Executive Director. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any

person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Article 19 Alternative Dispute Resolution

19.1 In the event that a dispute or controversy among the Members, Directors, Officers, employees or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a. The dispute or controversy shall first be submitted to a mediator chosen through mutual agreement of the parties.

b. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be the same person as the mediator referred to above, in accordance with the Arbitration Act, 1991, S.O. 1991, c. 17 or as otherwise agreed upon by the parties to the dispute. The parties shall agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

c. All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

[SIGNATURE PAGE FOLLOWS]

Enacted by the Board and effective as of the 26 day of January, 2026.

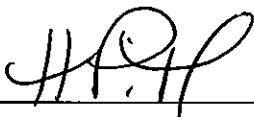

Robert Savage, Chair


Heidi Pitfield, Secretary

Ratified by Membership

as of the 26 day of January, 2026.


Robert Savage, Chair


Heidi Pitfield, Secretary

Schedule A

Position Description of the Chair

Role Statement

The Chair shall, subject to the authority of the Board, have general oversight of the affairs of the Corporation. The Chair shall be entitled to receive notice and/or attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the Chair.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Secretary

Role Statement

If appointed, the Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the Chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have knowledge of all minutes, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Schedule C

Position Description of the Treasurer

The Treasurer shall be elected by the Board of Directors at the Annual Meeting. Their duties shall include, but not be limited to, the following:

1. Shall monitor the financial activities of the Hospice Simcoe – Seasons Centre; ensure that complete and accurate records are kept in accordance with generally accepted accounting practices
2. Act as a signing authority as approved in the by-laws or by resolution of the Board.
3. Provide the Board, monthly or as otherwise required, with a report of the financial results and of the financial position of the organization.
4. Recommend an auditor to the Board to be appointed annually at the Annual Meeting; and collaborate with the auditor and Executive Director in the completion of the annual audit of the Hospice Simcoe – Seasons Centre's financial statements.
5. Chair of the Finance Committee.