

2017 By-Law Review

DOCUMENT 5

| Section | Heading | Action | Rationale | Minor | Discuss |
|---------|-------------------------------------|--------|--|-------|---------|
| 3.04 | Term of Office | Amend | Updated reference to amended section 3.08 | ✓ | |
| 3.08 | Succession of Directors | Amend | Former sections 3.08 Resignation of Directors and 3.09 Removal of Directors merged and amended to clarify succession process | ✓ | |
| 3.09 b) | Vacating Office | Amend | Reflects the change made in section 3.08 above | ✓ | |
| 3.12 | Disqualification of Directors | Add | Recognizes that Committee Members, who frequently join the Board, must meet the qualification criteria prescribed for Board Directors in the <i>Business Corporations Act</i> Board and Committee members must have a satisfactory criminal records check | ✓ | |
| 3.13 | Appointment of Chair and Vice-Chair | Amend | Revise the requirement to elect the Chair and Vice-Chair every year | ✓ | |
| 3.14 | Role of Chair | Add | Include reference to the By-Law in role of Chair; is the Chair's responsibility to ensure the effectiveness of Committees as well as the Board | ✓ | |
| 4.04 | Quorum | Add | Clarifies how to count ex-officio members in quorum | ✓ | |

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|---------|---------------------------|--------|---|-------|---------|
| 5.02 | Board Meetings to be Open | Amend | Clarifies OCH's intention that Board meetings are to be open to the public as prescribed | ✓ | |
| 17.01 | Amendment | Amend | Reflects language of the provincial <i>Business Corporations Act</i> (BCA) provisions for Board Directors amending the By-Law, and subject to Shareholder confirmation, amendment or rejection | | ✓ |
| 18.01 | Effective Date | Amend | Reflects language of the BCA provisions for permitting By-Law changes to take effect when approved by Directors subject to Shareholder confirmation, amendment or rejection Offers the Board the opportunity respond more quickly to emerging business needs | | ✓ |