



Board of Health Meeting
 1230 Talbot Street, St. Thomas, Ontario, N5P1G9
 Tuesday, May 1, 2018
 6:00 p.m.

Please note a Board of Health photo will take place at the beginning of the meeting.

| AGENDA | | | |
|---|--|---------------------------------|------------------|
| Item | Agenda Item | Lead | Expected Outcome |
| 1.0 COVENING THE MEETING | | | |
| 1.0 | Call to Order, Recognition of Quorum <ul style="list-style-type: none"> • Introduction of Guests, Board of Health Members and Staff | Chair | |
| 1.1 | Approval of Agenda | Chair | Decision |
| 1.2 | Election of Officers <ul style="list-style-type: none"> • Chair • Vice Chair | Cynthia St. John | Decision |
| 1.3 | Reminder to disclose Pecuniary Interest and the General nature Thereof when Item Arises | Chair | |
| 1.4 | Reminder that Meetings are Recorded | Chair | |
| 2.0 APPROVAL OF MINUTES | | | |
| None. | | | |
| 3.0 APPROVAL OF CONSENT AGENDA | | | |
| None. | | | |
| 4.0 CORRESPONDENCE RECEIVED REQUIRING ACTION | | | |
| None. | | | |
| 5.0 CORRESPONDENCE RECEIVED AND FILED | | | |
| None. | | | |
| 6.0 AGENDA ITEMS FOR INFORMATION.DISCUSSION.DECISION | | | |
| 6.1 | Chief Executive Officer Report | Cynthia St. John | Receive and File |
| 6.2 | Transition Governance Committee Recommendation Report | David Mayberry Bernie Wiehle | Decision |
| 6.3 | Appointments to Board of Health Standing Committees | Cynthia St. John | Decision |
| 7.0 CLOSED SESSION | | | |
| 8.0 RISING AND REPORTING OF THE CLOSED SESSION | | | |
| 9.0 FUTURE MEETINGS & EVENTS | | | |
| 9.1 | Board of Health Regular Meeting June 13, 2018 at 5:30 p.m. (St. Thomas Site) | Chair | Decision |
| 10.0 ADJOURNMENT | | | |



CEO REPORT

Open Session

MEETING DATE: May 1, 2018

SUBMITTED BY: Cynthia St. John

SUBMITTED TO: Board of Health
 Finance & Facilities Standing Committee
 Governance Standing Committee
 Transition Governance Committee

PURPOSE: Decision
 Discussion
 Receive and File

AGENDA ITEM # 6.1

1) Merger Update (Receive and File):

a) Financial

In keeping with the highest priority short-term goal of ensuring all staff get paid May 1, the new payroll system has been implemented and all staff have now been added to the system and informed of the payroll schedule.

All necessary banking updates/changes have been made.

A stub audit for the period of January 1 to April 30th has been scheduled for the end of June for Elgin St. Thomas Public Health. The County of Oxford is scheduling its audit. Both audits will be completed within the required 90 days of the period end.

New internal financial statements are currently being drafted. Given that the Quarter 1 reporting template has not yet been provided from the Ministry of Health and Long Term Care, we are awaiting the new template in order to align Ministry reporting requirements with internal financial reporting.

b) Insurance

The Transition Governance Committee reviewed the new health unit's insurance policy and adequate coverage is in place for general liability, directors and officers' liability, accidental death and dismemberment coverage for Board members, etc. The annual insurance cost resulted in a savings of \$10,647.

c) Information Technology

Telecommunications Solution:

A unified telecommunications system will be in place by June 2018.

IT Transition Plan:

Information technology representatives from both the County of Oxford and Southwestern Public Health continue to finalize the details of the IT network/data migration. This work is scheduled to be finalized by June 2018.

2) Provincial Funding and Data Sharing Agreements effective May 1, 2018 **(For Decision):**

On April 25, 2018 Elgin St. Thomas Public Health and Oxford County Public Health received a joint letter from the Ministry of Health and Long Term Care as well as the Ministry of Children and Youth Services indicating that effective May 1, 2018, the Province agrees to continue all funding and data sharing agreements currently in place with each health unit. This is an interim approach as the Province and Southwestern Public Health work to establish new agreements by March 31, 2019 or earlier.

The letter and corresponding appendixes detailing the list of agreements in place is attached for your review. The letter requires the Board Chair's signature.

MOTION: (2018-BOH-0501-6.1.2)

That the Board sign the Provincial Funding and Data Sharing Agreements effective May 1, 2018.

3) Board of Health Education Session (Receive and File):

On May 9, 2018, Michael Schlesinger, lead consultant with LBCG will lead a board education session for the new Board of Health. The education/training session topics will give the new board an opportunity to get to know one another and to discuss effectively leading through change to best support this merger.

MOTION: (2018-BOH-0501-6.1.3)

That the Chief Executive Officer report be accepted for May 1, 2018.

**Ministry of Health
and Long-Term Care**

Assistant Deputy Minister's Office

Population and Public Health Division
777 Bay Street, 19th Floor
Toronto ON M7A 1S5
Telephone: (416) 212-8119
Facsimile: (416) 212-2200

**Office of the Associate Deputy Minister
Health System Information Management
and Chief Information Officer**

56 Wellesley Street West, 10th Floor
Toronto ON M5S 2S3
Telephone: (416) 314-0234
Facsimile: (416) 314-4182

**Ministry of Children and
Youth Services**

Assistant Deputy Minister

Strategic Policy and Planning Division
56 Wellesley Street West, 14th Floor
Toronto ON M5S 2S3
Telephone: (416) 327-9481
Facsimile: (416) 314-1862

**Ministère de la Santé
et des Soins de longue durée**

Bureau du sous-ministre adjoint

Division de la santé de la population et de la santé publique
777, rue Bay, 19^e étage
Toronto ON M7A 1S5
Téléphone: (416) 212-8119
Télécopieur: (416) 212-2200

**Bureau de la sous-ministre associée
Gestion de l'information sur le système de santé,
et directrice de l'information**

56, rue Wellesley Ouest, 10^e étage
Toronto ON M5S 2S3
Téléphone: (416) 314-0234
Télécopieur: (416) 314-4182

**Ministère des Services
à l'enfance et à la jeunesse**

Sous-ministre adjoint

Division des politiques et de la planification stratégiques
56, rue Wellesley Ouest, 14^e étage
Toronto ON M5S 2S3
Téléphone: (416) 327-9481
Télécopieur: (416) 314-1862



April 25, 2018

Ms. Cynthia St. John
Executive Director
Elgin-St. Thomas Health Unit
1230 Talbot Street
St. Thomas ON N5P 1G9

Ms. Lynn Beath
Chief Executive Officer
Oxford County Health Unit
410 Buller Street
Woodstock ON N4S 4N2

Dear Ms. St. John and Ms. Beath:

RE: Provincial Funding and Data Sharing Agreements effective as of May 1, 2018

This letter is further to the memorandum dated April 5, 2018, which notified all boards of health of changes to the *Health Protection and Promotion Act* (HPPA). Included in the amendments to the HPPA were the necessary statutory and regulatory changes to merge the Boards of Health for the Elgin-St. Thomas and Oxford County Health Units to form the Board of Health for the Oxford Elgin St. Thomas Health Unit, effective May 1, 2018.

Currently the Boards of Health for the Elgin-St. Thomas and Oxford County Health Units are parties to multiple funding and data sharing agreements with HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO as represented by the Minister of Health and Long-Term Care and the Minister of Children and Youth Services (the "Province").

Ms. St. John and Ms. Beath

Effective May 1, 2018, the Province agrees to continue those agreements currently in place with the Boards of Health for the Elgin-St. Thomas and Oxford County Health Units listed in **Appendices A and B** of this letter, provided that the existing Boards of Health for the Elgin-St. Thomas and Oxford County Health Units and, once constituted, the Board of Health for the Oxford Elgin St. Thomas Health Unit, agree to be bound by the terms and conditions of these agreements until such time that the Province enters into new agreements with the Board of Health for the Oxford Elgin St. Thomas Health Unit.

This is an interim approach as the Province and the new Board of Health for the Oxford Elgin St. Thomas Health Unit works to expedite the establishment of new agreements by March 31, 2019, if not earlier.

The new Board of Health expressly agrees as of May 1, 2018 to comply with all terms and conditions applicable to the predecessor Boards of Health, and to notify the Province immediately if it is unable to comply with any terms and conditions as set out in these agreements, or if there is any conflict in doing so.

In order to accept these conditions, please return a signed copy of **Appendix C** of this letter, by the dates noted in Appendix C, to:

Mr. Brent Feeney
Manager, Funding and Oversight Unit
Accountability and Liaison Branch
Population and Public Health Division, MOHLTC
393 University Avenue, Suite 2100
Toronto ON M7A 2S1

If you have any questions and/or require further clarification, please contact Elizabeth Walker, Director, Accountability and Liaison Branch, at 416-212-6359 or by e-mail at Elizabeth.Walker@ontario.ca

Sincerely,

Original signed by

Roselle Martino
Assistant Deputy Minister
Population and Public Health
Division, MOHLTC

Original signed by

Lorelle Taylor
Associate Deputy Minister
Health System Information
Management, MOHLTC

Original signed by

Darryl Sturtevant
Assist Deputy Minister
Strategic Policy and
Planning, MCYS

Enclosure

c: Chris Pentleton, Director, Digital Health Solutions and Innovation Branch, MOHLTC
Elizabeth Walker, Director, Accountability and Liaison Branch, MOHLTC
Stacey Weber, Director, Early Child Development Branch, MCYS

Appendix A:

Agreements between the Board of Health for the Elgin-St. Thomas Health Unit and the Province of Ontario in effect as of April 30, 2018

| Name of Agreement | Provincial Ministry | Division |
|---|---------------------|--------------------------------------|
| 1. Amending Agreement to Panorama System Assess Agreement (February 11, 2016) | MOHLTC | Health System Information Management |
| 2. Data Sharing Agreement (January 28, 2011) | MOHLTC | Health System Information Management |
| 3. Healthy Babies Healthy Children and Postpartum Nurse Practitioner Services Program Service Agreement (January 1, 2016) | MCYS | Strategic Policy and Planning |
| 4. Intellihealth Ontario Access Agreement (August 11, 2017) | MOHLTC | Health System Information Management |
| 5. Letter - Terms and Conditions for Acceptable Use of Immunization Education Module (November 7, 2017) | MOHLTC | Population and Public Health |
| 6. Letter – Terms and Conditions for Use of ICON System (August 22, 2017) | MOHLTC | Health System Information Management |
| 7. Panorama System Access Agreement (April 25, 2014) | MOHLTC | Health System Information Management |
| 8. Public Health Funding and Accountability Agreement (January 1, 2014) | MOHLTC | Population and Public Health |

Appendix B:

Agreements between the Board of Health for the Oxford County Health Unit and the Province of Ontario in effect as of April 30, 2018

| Name of Agreement | Provincial Ministry | Division |
|--|---------------------|--------------------------------------|
| 1. Amending Agreement to Panorama System Access Agreement (February 11, 2016) | MOHLTC | Health System Information Management |
| 2. Healthy Babies Healthy Children Program Service Agreement (January 1, 2016) | MCYS | Strategic Policy and Planning |
| 3. Letter - Terms and Conditions for Acceptable Use of Immunization Education Module (November 17, 2017) | MOHLTC | Population and Public Health |
| 4. Letter – Terms and Conditions for Use of ICON System (August 15, 2017) | MOHLTC | Health System Information Management |
| 5. Panorama System Access Agreement (July 29, 2013) | MOHLTC | Health System Information Management |
| 6. Public Health Funding and Accountability Agreement (January 1, 2014) | MOHLTC | Population and Public Health |
| 7. System Access Agreement for HCD-ISCIS (February 6, 2017) | MCYS | Strategic Policy and Planning |

Appendix C:

Sign-Back Agreement for the Boards of Health

A signature from representatives who have the authority to bind the Boards of Health for the Elgin-St. Thomas, Oxford County, and Oxford Elgin St. Thomas Health Units are required below to indicate acceptance of the conditions as noted in this letter.

Board of Health for the Elgin-St. Thomas Health Unit

I have authority to bind the Board of Health.

Name:
Title:

Date: April 30, 2018

Board of Health for the Oxford County Health Unit

I have authority to bind the Board of Health.

Name:
Title:

Date: April 30, 2018

Board of Health for the Oxford Elgin St. Thomas Health Unit

I have authority to bind the Board of Health.

Name:
Title:

Date: May 1, 2018



CONFIDENTIAL

Transition Governance Committee Report April 5, 2018

Board of Health Standing Committees and Nomination Process

A. Standing Committees of the Board

Recommendation #1:

That the Transition Governance Committee recommend the Board of Health of Oxford Elgin St. Thomas Health Unit approve the formation and terms of references of two Board of Health Standing Committees namely 1) Finance and Facilities and 2) Governance as outlined in this report.

Background:

Staff canvassed other autonomous health units to better understand what board of health standing committees were in place in those health units and why. Numerous health units responded to our questions.

All but two health units had standing committees and the two that did not, indicated that they were planning, in the near future, to establish at least one board committee.

Using this information together with best practice for effective boards, it is recommended that the new health unit establish two standing committees of the board. In the future, the Board could develop additional standing committees should the need arise.

Standing Committee #1: Finance and Facilities (see attached recommended draft terms of reference)

Rationale:

- Twenty-one fiduciary requirements are included in the Board of Health organizational requirements of the Ontario Public Health Standards.
- These requirements include maintaining insurance that includes premise and having a plan for the management of physical and financial resources, which supports including property matters within the scope of this committee.
- More detailed analysis of budgetary and audit matters is required annually at a Committee (more in depth) level.

Standing Committee #2: Governance (see attached recommended draft terms of reference)

Rationale:

- A committee is needed that provides oversight to ensure that the Board of Health governs effectively and fulfils its legal, ethical and functional responsibilities through adequate governance policy development, board member recruitment strategies, board training programs, monitoring of board activities and evaluation of board members' participation.
- Several good governance practice requirements are included in the Board of Health organizational requirements of the Ontario Public Health Standards.

B. Order in Council (OIC) Nomination Process Defined

Recommendation #2:

That the Transition Governance Committee recommend the Board of Health of Oxford Elgin St. Thomas Health Unit approve the policy and procedure for the Order in Council (OIC) nomination process.

Background:

Order in Council (OIC) appointments are completed at the pleasure of the Public Appointment Secretariat (PAS). In terms of the number of OIC appointments, Boards of Health can have up to one less the number of municipal appointees. In the case of Oxford Elgin St. Thomas Health Unit, seven OICs are possible.

Staff canvassed other autonomous health units to better understand what processes were in place for Order in Council nominations, if any. Several health units responded. Two health units have a current process in place. We suspect the lack of processes in place in the majority of health units is related to health units not understanding that they can have some say in the candidates put forward for consideration by the PAS.

Rationale:

- Opportunity to be an active participant in the process as opposed to waiting for the PAS to process appointments.
- Opportunity to interview prospective candidates using a skills based matrix which is in keeping with Ministry direction and best practice.

Respectfully submitted by,



Cynthia St. John
Executive Director
Elgin St. Thomas Public Health



Lynn Beath
Chief Executive Officer
Oxford County Public Health

April 3, 2018

Date



TGC REPORT

Open Session

MEETING DATE: May 1, 2018

SUBMITTED BY: Cynthia St. John

SUBMITTED TO: Board of Health
 Finance & Facilities Standing Committee
 Governance Standing Committee
 Transition Governance Committee

PURPOSE: Decision
 Discussion
 Receive and File

AGENDA ITEM # 6.2

The Transition Governance Committee has recommended the following for Board of Health approval:

Recommendation #1: Establishment of Standing Committees of the Board

Attachment Reference: Board of Health Standing Committees and Nomination Process (a)

MOTION: (2018-BOH-0501-6.2.1)

That the Board of Health for Southwestern Public Health approve the recommendations for the Board of Health Standing Committees.

Recommendation #2: Terms of Reference - Finance & Facilities Standing Committee

Attachment Reference: Terms of Reference – Finance & Facilities

MOTION: (2018-BOH-0501-6.2.2)

That the Board of Health for Southwestern Public Health approve the draft Terms of Reference for the Finance and Facilities Standing Committee.

Recommendation #3: Terms of Reference – Governance Standing Committee

Attachment Reference: Terms of Reference – Governance Standing Committee

MOTION: (2018-BOH-0501-6.2.3)

That the Board of Health for Southwestern Public Health approve the draft Terms of Reference for the Governance Standing Committee.

Recommendation #4: Board of Health Bylaws

Attachment Reference: Board of Health Bylaws

MOTION: (2018-BOH-0501-6.2.4)

That the Board of Health for Southwestern Public Health approve the draft Board of Health Bylaws as presented.

Recommendation #5: Board of Health Policies & Procedures

Attachment Reference: Board of Health Policies & Procedures

MOTION: (2018-BOH-0501-6.2.5)

That the Board of Health for Southwestern Public Health approve the draft Board of Health Policies and Procedures as presented.

**Recommendation #6: Procurement Policy (Administration) – Approval of Thresholds
Page 6 of Actual Policy**

Attachment Reference: Procurement Policy (Administration)

MOTION: (2018-BOH-0501-6.2.6)

That the Board of Health for Southwestern Public Health approve the approval thresholds noted in the draft Administration Procurement Policy as presented.



Finance and Facilities Standing Committee Terms of Reference

Membership:

Chair or Vice-Chair, Board of Health
Board Member
Board Member
Board Member
Chief Executive Officer, non-voting, ex-officio
Manager of Finance, as required and non-voting
Other staff, as required and non-voting

Purpose:

1. Act in an advisory capacity to the Board of Health on matters related to finances and facilities of the organization.
2. Ensure the adequacy and effectiveness of financial reporting by reviewing and recommending approval to the Board of financial statements, policies, specific budgets, and both internal and external financial and facilities' audits.

Duties and Responsibilities:

- Review and make recommendations to the Board regarding quarterly financial statements and other financial reporting considered by the Board,
- Ensure the Health Unit has a formal process to establish an annual operating budget within the parameters and funding guidelines provided,
- Review and make recommendations to the Board regarding annual operating and capital plans/budgets,
- Periodically review the internal control processes which includes policies and practices used to control the operations, accounting, and regulatory compliance of the organization,
- Review and make recommendations to the Board regarding the annual audited financial statements,
- Review and recommend the annual audit plan, audit fees, and scope of the audit services (engagement letter),
- Review the audit findings including but not limited to the auditor's Management Letter, any weaknesses in internal controls and the Executive Management's response to such letters,
- Review annually the types and amounts of insurance carried by the Health Unit,
- Review periodically administrative policies relating to the financial management of the Health Unit, including but not limited to, investments, and signing authorities,
- Provide updates to Board on Committee meeting discussions and subsequent

- actions,
- Provide leadership and direction on matters related to BOH properties and leased facilities, including assessing property requirements and reviewing capital improvement and construction projects.

Meetings:

Approximately four meetings will be held annually. Additional meetings may be held at the call of the Chair. Meetings of this committee will be held at the East site and West site of the Health Unit.

Specific Roles and Responsibilities:

1. Chair (Board Chair):
 - a. Chair meeting in accordance with current procedural Bylaw No. 1 Conduct of the Affairs,
 - b. Guide the meeting according to the agenda and time available,
 - c. Provide an opportunity for all members of the Committee to participate in the discussion,
 - d. Ensure adherence to the Terms of Reference, and
 - e. Review and approve the draft minutes before distribution to the Committee members.
2. Committee Members:
 - a. Prepare for each meeting by thoroughly reading all pre-circulated reports in advance of the meetings,
 - b. Attend and actively participate in the discussion and business of the Committee, and
 - c. Speak as a collective (with one voice) following Committee decisions on matters.
3. Chief Executive Officer:
 - a. Update Finance and Facilities Standing Committee of any financial concerns or issues as they arise,
 - b. Provide written reports regarding strategic deliverables to the Committee in advance of each meeting, and
 - c. Draft written Committee updates regarding achievements to Board of Health as directed.
4. Recorder of the Meeting:
 - a. Schedule meetings as needed,
 - b. Book room for meetings,
 - c. Request agenda items in advance of the meeting,
 - d. Post agenda and committee packages to the portal at least 3 days prior to the meeting, and
 - e. Record minutes.

Terms of Office:

If possible, members shall serve a minimum of two years to provide continuity within the Committee. The term of office for a member may be extended with the approval of the Board of Health.

Minutes:

Minutes of the Committee shall be taken by the Executive Assistant, approved by the Chair, signed by the Chair, and posted to the portal within two weeks following the meeting.

Quorum:

A quorum of members must be present either in person or via electronic means, before a meeting can proceed. Quorum shall be a simple majority of the members of the Committee.

A scheduled meeting will be cancelled if the Chair is unable to confirm that a quorum of members can attend. This decision will be based on the members' replies to the meeting invitation.

Decision Making:

The Committee will endeavour to reach consensus related to its finance and facilities related decisions and recommendations and in accordance with OESTHU Bylaw No. 1 - Conduct of the Affairs.

Accountability:

This Committee reports and makes recommendations to the Board of Health and/or the Chief Executive Officer.

Confidentiality:

Each member of the Committee has a duty to keep confidential any information which the Committee has identified as such or at the request of the Board of Health.

Date adopted:

Tentatively: April 5, 2018 by Transition Governance Committee
May 1, 2018 by OESTHU Board of Health



Governance Standing Committee
Terms of Reference

Membership:

Chair or Vice-Chair, Board of Health
Board Member
Board Member
Board Member
Chief Executive Officer, non-voting ex-officio
Invited Directors, as deemed necessary, non-voting

Purpose:

1. Act in an advisory capacity to the Board of Health (BOH) on matters related to good governance.
2. Ensure that the Board of Health fulfils its legal, ethical and functional responsibilities through adequate governance policy development, board member recruitment strategies, board training programs, monitoring board activities and evaluation of board members' participation.
3. Oversee the nomination process for Order in Council appointments.

Duties and Responsibilities:

- Review the number of members on the BOH and recommend changes as needed,
- Review the orientation plan for new board members and continuing education program plan for existing board members which includes a framework for what and how information is shared with the BOH,
- Oversee and advise on the selection of Board members for its standing Committees,
- Oversee the process for recruiting and recommending public appointees to the Public Appointment Secretariat,
- Ensure there is a current inventory of Board member knowledge and skills related to Board functions,
- Review and recommend revisions, where necessary, to Board of Health by-laws, policies and procedures,
- Advise the Board or a standing Committee of the Board of all corporate governance issues that the Committee determines ought to be considered by the Board or Committee,
- Ensure there is a process for assessing the effectiveness of the Board and its Committees,
- Identify opportunities for the Board to participate in collaborative governance opportunities within the community that will promote and protect the health of the population, and

- Review and recommend to the BOH a risk management framework of the Health Unit which includes but is not limited to human resource succession planning, information technology risk, surge capacity planning, operational risks and legal issues.
- Conduct a performance review for the CEO and MOH every two years and present findings to the Board of Health for final approval.

Meetings:

Approximately three to four meetings will be held annually, with additional meetings at the call of the Chair. Meetings of this committee will be held at the East site and West site.

Specific Roles and Responsibilities:

1. Chair (Board Chair):
 - a. Chair meeting in accordance with current procedural Bylaw No. 1 Conduct of the Affairs,
 - b. Guide the meeting according to the agenda and time available,
 - c. Provide an opportunity for all members of the Committee to participate in the discussion,
 - d. Ensure adherence to the Terms of Reference, and
 - e. Review and approve the draft minutes before distribution to the Committee members.
2. Committee Members:
 - a. Prepare for each meeting by thoroughly reading all pre-circulated reports in advance of the meetings,
 - b. Attend and actively participate in the discussion and business of the Committee, and
 - c. Speak as a collective (with one voice) following Committee decisions on matters.
3. Chief Executive Officer:
 - a. Update Governance Standing Committee of any relevant concerns or issues as they arise,
 - b. Provide written reports regarding strategic deliverables to the Committee in advance of each meeting, and
 - c. Draft written Committee updates regarding achievements to Board of Health as directed.
4. Recorder of the Meeting:
 - a. Schedule meetings as needed,
 - b. Book room for meetings,
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If possible, members shall serve a minimum of two years to provide continuity within the

Committee. The term of office for a member may be extended with the approval of the Board of Health.

Minutes:

Minutes of the Committee shall be taken by the Executive Assistant, approved by the Chair, signed by the Chair, and posted to the portal within two weeks following the meeting.

Quorum:

A quorum of members must be present either in person or via electronic means, before a meeting can proceed. Quorum shall be a simple majority of the members of the Committee.

A scheduled meeting will be cancelled if the Chair is unable to confirm that a quorum of members can attend. This decision will be based on the members' replies to the meeting invitation.

Decision Making:

The Committee will endeavour to reach consensus related to its governance decisions and recommendations and in accordance with OESTHU Bylaw No. 1 - Conduct of the Affairs.

Accountability:

This Committee reports and makes recommendations to the Board of Health and/or the Chief Executive Officer.

Confidentiality:

Each member of the Committee has a duty to keep confidential any information which the Committee has identified as such or at the request of the Board of Health.

Date adopted:

Tentatively: April 5, 2018 by Transition Governance Committee
May 1, 2018 by OESTHU Board of Health



BY-LAWS

FOR THE BOARD OF HEALTH
FOR OXFORD ELGIN ST. THOMAS HEALTH UNIT

BY-LAW NO. 1 - CONDUCT OF THE AFFAIRS
BY-LAW NO. 2 - BANKING AND FINANCE
BY-LAW NO. 3 - MANAGEMENT OF THE PROPERTY

PREPARED BY:

Amy C. Dale, Legal Counsel for SWPH
Cynthia St. John, Executive Director
Draft – April 18 2018



**BOARD OF HEALTH FOR THE
OXFORD ELGIN ST. THOMAS HEALTH UNIT**

BY-LAW NO.1

A by-law relating generally to the **conduct of the affairs**
of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public
Health,
including, but not limited to, the calling and proceedings at meetings.

BE IT ENACTED as a By-Law of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT as follows:

1. **Interpretation.** In this by-law and all other by-laws of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT, unless the context otherwise specifies or requires:
 - a. "Act" means the *Health Protection and Promotion Act*, R.S.O. 1990, c. H.7, as amended;
 - b. "Board" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health;
 - c. "By-law" means the by-law of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT from time to time in force and effect;
 - d. "Corporation" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT. The Act deems that the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT is a corporation, without share capital;
 - e. "Municipal Act" means the *Municipal Act*, 2001, S.O. 2001, c. 25, as amended;
 - f. "Regulations" means the Regulations made under the Act, as from time to time amended, and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Board of Health for the Oxford Elgin St. Thomas Health Unit to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new Regulations;
 - g. All terms which are contained in the By-laws and which are defined in the Act or the Regulations shall have the meanings respectively given to such terms in the Act or the Regulations;

- h. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders;
- i. The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- j. The *Corporations Act*, R.S.O. 1990, c. C. 38 and the *Corporations Information Act*, R.S.O. 1990, c. C. 39 do not apply to a Board of Health.

DESIGNATION OF HEAD

- 2. **Designation of Head.** As required by the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, C. M.56, as amended, the Board thereby designates the Chair of the Board as the Head of the Oxford Elgin St. Thomas Health Unit for the purposes of that Act. The Chair of the Board shall provide for all other institutional requirements regarding access and privacy as set out in the *Municipal Freedom of Information and Protection of Privacy Act* and the *Personal Health Information and Protection Act*.

MEMBERSHIP

- 3. **Numbers.** The members of the Board are appointed by the Councils of the County of Oxford, the County of Elgin and the City of St. Thomas and by the Lieutenant Governor in Council for Ontario as provided for in the Act.
 - a. The membership of the Board shall be as follows:
 - i. Four municipal members to be appointed by the Council of the County of Oxford;
 - ii. Two municipal members to be appointed by the Council of the County of Elgin;
 - iii. Two municipal members to be appointed by the Council of the City of St. Thomas; and
 - iv. Up to three members to be appointed by the Lieutenant Governor in Council for Ontario.
- 4. **Ex-Officio Members.** The Chief Executive Officer and Medical Officer of Health are ex-officio members of the Board.
- 5. **Secretary-Treasurer.** The Chief Executive Officer shall be duly appointed as Secretary- Treasurer of the Board.

ATTENDANCE FOR THE BOARD OF HEALTH MEETINGS

- 6. **Attendance.** Members are required to attend all Board meetings. The Chief Executive Officer and Medical Officer of Health shall attend all meetings of the Board except on matters that relate to their remuneration or the performance of their respective duties.
- 7. **Directors.** Directors of the Oxford Elgin St. Thomas Health Unit shall be present at regular Board meetings, as required, to discuss agenda items related to their area(s) of responsibility.

8. **Recording Secretary.** The Executive Assistant to the Chief Executive Officer shall be the Recording Secretary of the Board meetings.
9. **Unexcused Absences.** Unexcused absences of a member from three consecutive Board meetings in a calendar year shall mean that the appointing Municipal Council shall be so notified, in writing, by the Chair of the Board of the said unexcused absences and of the Board's request that the appointing Municipal Council review the member's appointment and a copy of the letter sent to the absentee Board member.
10. **Leave of Absence.** The Board may, upon receipt of a written request, extend to any Board member a leave of absence for a definitive period of time. During any Board approved leave of absence, paragraph 9, above, shall not apply.

BOARD MEMBERS

11. **Remuneration - Expenses.** The Remuneration of Board members shall be in accordance with the Act. The Board shall pay the reasonable and actual expenses of each member of the Board in accordance with the Act and the policies of the OXFORD ELGIN ST. THOMAS HEALTH UNIT.
12. **Term of Office.** The term of office of a municipal member of the Board continues during the pleasure of the Council that appointed the municipal member but, unless ended sooner, ends with the ending of the term of office of the Council.
13. **Disqualification.** The seat of a municipal member of the Board becomes vacant for the same reasons that the seat of a member of council becomes vacant under subsection 259(1) of the *Municipal Act*, 2001, as amended. No person whose services are employed by the Board is qualified to be a member of the Board.
14. **Vacancy.** Where a vacancy occurs on the Board by the death, disqualification, resignation or removal of a member, the person or body that appointed the member shall appoint a person forthwith to fill the vacancy for the remainder of the term of the member.
15. **Oath of Confidentiality.** Each member of the Board is required to execute an Oath of Confidentiality agreeing to uphold the privacy of personal information and personal health information that may come to their attention in the course of their being a member of the Board, whether or not such information arises inside or outside of meetings of the Board, arises in Closed Session, and regardless of what form the personal information and/or personal health information is received by the Board member.

MEETINGS OF THE BOARD

16. **First Meeting of the Year.** The Board shall hold its first meeting of the year not later than the first day of March.
17. **Number of Meetings.** Regular meetings of the Board shall be held at least eight times annually on such a day, hour and place as the Board shall determine.

18. **Meetings in July and August.** Meetings generally do not occur in the summer months of July and August unless at the call of the Chair.
19. **Special Meetings.** Special meetings may be called by the Chair or, in their absence, the Vice Chair at any time that it is deemed advisable and necessary or by a majority vote at any regular meeting at which quorum is present. The Secretary-Treasurer may call a meeting of the Board upon being petitioned, in writing, by a majority of the members to do so.
20. **Notice.** Members of the Board will be notified of any special meetings by email and board portal.
21. **Omission of Notice.** The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.
22. **Adjournment.** Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the majority of those attending the meeting, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
23. **Quorum.** A majority of the members of the Board (50% plus 1) fixed under paragraph 3, hereof, shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Board members, a quorum of board members may exercise all the powers of the Board. No business shall be transacted at a meeting of the Board unless a quorum of the Board members is present. The appointed hour having been struck and a quorum being present, the Chair shall call the meeting to order. If, fifteen minutes after the appointed hour have elapsed and the Chair, or the Vice Chair, as the case may be, has not yet appeared and a quorum is present, the members may appoint one of themselves or the Secretary-Treasurer to chair the meeting until the arrival of the Chair or Vice Chair. If thirty (30) minutes after the appointed hour, a quorum is not present, then the meeting shall stand adjourned until the next regular meeting, an adjourned meeting, or a newly scheduled meeting. The Recording Secretary shall record the names of all members present and not present at the meeting.
24. **Electronic Participation.** In a meeting which is open to the public, members of the Board may participate by means of such telephone, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Board member participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting. However, any such member(s) participating electronically shall not be counted in determining whether or not a quorum of members is present at any point in time.
25. **Voting.** Questions arising at any meeting of the Board members shall be decided by a majority vote evidenced by a show of hands. The Chair and each Board member present where not otherwise

disqualified from voting, shall vote on all questions. In the case of a tie vote, the Chair of the meeting in addition to their original vote, shall not have a second casting vote and the motion will be lost. If the Chair decides to take part in any debate, he/she may leave the chair to do so, providing a member is appointed to fill the position of Chair until the question is decided.

26. **Recorded Vote.** Any member may request a recorded vote and each member present, and not disqualified from voting by virtue of any legislation or declared conflict of interest, must then announce their vote. To abstain or fail to vote under such circumstances is deemed to be a negative vote. When a recorded vote is requested, the names of those voted for and those who voted against the question shall be called and entered upon the minutes in alphabetical order. When a question is put and "carried" without a dissent or a call for a recorded vote, then the matter will be deemed to be carried unanimously by those present.

DECLARATION OF PECUNIARY INTEREST -CONFLICT OF INTEREST

27. **Declaration of Pecuniary Interest.** Where a Board member, either on their or their own behalf or while acting for, by, with or through another, has any pecuniary interest direct or indirect in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the member,
- a. shall, prior to any consideration of the matter at the meeting disclose the interest and the general nature thereof;
 - b. shall not be present or take part in the discussion of, or vote on any question in respect of the matter; and
 - c. shall not attempt in any way, whether before during or after the meeting, to influence the voting on any such question.

Where the meeting referred to above is not open to the public, in addition to complying with the requirements set forth above, the member shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration.

Where the interest of a member has not been disclosed as required by reason of the member's absence from the meeting referred to therein the member shall disclose the interest and otherwise comply the requirements first set forth above at the first meeting of the Board attended by the member thereafter.

Every declaration of interest and the general nature thereof made by a Board member shall, where the meeting is open to the public, be recorded in the minutes of the meeting by the Recording Secretary. Where the meeting is not open to the public, every declaration of interest made by a Board member, but not the general nature of that interest shall, be recorded in the minutes of the next meeting that is open to the public.

28. **Quorum Deemed.** Where the number of members who, by reason of the provisions of the *Municipal Conflict of Interest Act* and hereof, are disabled from participating in a meeting is such that at that meeting the remaining members are not of sufficient number to constitute a quorum, then, despite any other general or special Act, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than two.

BOARD PACKAGES, AGENDA, MINUTES, AND REPORTS

29. **Board Packages.** The agenda, minutes of the previous meeting, and written reports are to be sent to Board members via electronic means approximately one week in advance of the scheduled meeting. The agenda and notice of the meeting are to be posted on Oxford Elgin St. Thomas Health Unit's website approximately one week prior to the meeting. Written reports are available at or after the Board meeting.

30. **Agendas.** For all regular and special Board meetings, an agenda shall be drafted by the Secretary-Treasurer and approved by the Chair of the Board. If for any reason, copies of the agenda shall not have reached members before the meeting, the member(s) will advise of such and the agenda shall be provided by the Secretary-Treasurer at the opening of the meeting. Any member wishing to introduce business additional to that set out in the agenda must make the request during the "Agenda" portion of the agenda and must receive unanimous consent by the members present to introduce additional business. If unanimous consent is not obtained, the member may give notice of motion to discuss the business at the next regularly scheduled meeting of the Board. The motion must be seconded.

31. **Minutes.** The Recording Secretary records the minutes of the meeting and submits them to the Secretary-Treasurer for review. The minutes of the previous meeting shall be circulated to the Board approximately one week prior to the next regularly scheduled meeting. At the regularly scheduled meeting, a motion will be entertained to have the minutes approved and adopted as circulated or in the case of corrections, approved and adopted as amended with the amendments specifically stated. If the minutes of the previous Board meeting were not circulated in advance, the Secretary-Treasurer shall read them, but no motion or discussion shall be allowed on the minutes except in regard to their accuracy. After the confirmation and adoption of the minutes, they shall be signed by the Chair. The official signed minutes of the Board shall be posted by the Recording Secretary on the Oxford Elgin St. Thomas Health Unit's website.

32. **Reports.** The Chief Executive Officer, Medical Officer of Health, and specific Director reports are to be provided in writing to the Board approximately one week prior to the meeting. In some circumstances, a revised report or additional report may be forthcoming on a matter where the timing of such does not coincide with the preparation of the Board packages.

ORDER OF BUSINESS FOR REGULAR MEETINGS

33. **Agenda.** The agenda items shall include but not be limited to:
 - a. Call to Order;
 - b. Agenda - amendments or corrections of, adoption of;
 - c. Minutes - amendments or corrections of, adoption of;
 - d. Reminder to disclose Pecuniary Interest and/Conflict of Interest, and the general nature thereof when the item arises;
 - e. Staff Reports;
 - f. Closed session – motion to go into closed session;
 - g. Rising and reporting of closed session;

h. Adjournment.

ORDER OF BUSINESS FOR SPECIAL MEETINGS

34. **Drafting the Agenda.** An agenda shall be drafted by the Secretary-Treasurer and approved by the Chair of the Board.
35. **Copies of the Agenda.** If for any reason, copies of the agenda shall not have reached members before the meeting, the member(s) will advise of such and the agenda shall be provided by the Secretary-Treasurer at the opening of the meeting.
36. **Additional Business.** The agenda shall not contain business other than those subjects for which the special meeting was called.
37. **Agenda.** The agenda items shall include but not be limited to:
 - a. Call to Order;
 - b. Agenda - adoption of;
 - c. Reminder to disclose Pecuniary Interest and/Conflict of Interest, and the general nature thereof when the item arises;
 - d. Business – item for which the special meeting was called; and
 - e. Adjournment.
38. **Closed Session.** It is noted that should the item of business for which the special meeting was called be a matter for Closed Session, a motion to go into Closed Session and a motion to rise and report from closed session would also be included on the agenda.

BOARD OF HEALTH MEETINGS – PROCEDURES

39. **Invitation of a Non-Board Member.** Any person that wishes to address the Board, who is not a Board member, shall not be allowed to address the Board except upon invitation of the Chair and the Board members.
40. **Board Member.** No member shall be allowed to speak more than once upon any question before the meeting unless expressly permitted to do so by the Chair, except the mover of the original motion who shall have the right of replying when all members choosing to speak shall have spoken. An amendment being moved, seconded and put by the Chair, any member, even though she/he has spoken on the original motion, may speak again on the amendment. No member shall speak for more than five minutes at one time. Members wishing to raise points of order or explanation must first obtain the permission of the Chair, and must raise the matter immediately following from when the alleged breach occurred. A member wishing to explain a material part of their speech which may have been misconstrued or misunderstood may be granted their privilege by the Chair, providing that, in so doing, they do not introduce any new matter. Any member may formally second any motion of amendment and reserve their speech until a later period in the debate.
41. **Selection of Speakers.** Every member, before speaking, shall ask permission to speak and address the Chair as "M_ Chair". The Chair, if the request is in order, shall grant permission to speak. When

more than one member is recognized to speak, the first to be recognized shall be given precedence, the decision resting with the Chair. Thereafter, the members shall be called upon by the Chair to speak in the order in which they were recognized.

42. **Interruption.** If any member interrupts the speaker, or uses abusive language, or causes disturbance or refuses to obey the Chair when called to order, they shall be named by the Chair. They shall thereupon be expelled from the meeting and shall not be allowed to enter again until an apology satisfactory to the Board has been given. No member shall leave the meeting before its adjournment without the permission of the Chair.
43. **Conduct During Board Meetings.** All members of the Board shall at all times use temperate language and conduct themselves in an appropriate manner. If, at any time, intemperate or insulting language is used against the Chair or the Board or any of its members of staff, the offending member shall respectfully apologize and retract their statement.
44. **Order and Procedure.** All members shall abide by the Chair's decision or that of the Board with regard to matters of order and procedure. If any member continues to abuse their position in the Board after being named by the Chair, the Chair shall have the power to have them removed from the Board meeting until the meeting is over or until the member apologizes in full to the Chair and the members.

MOTIONS AND AMENDMENTS

45. **Original Motion and Amendments.** The first proposition on any particular subject shall be known as the original motion and all succeeding propositions on that subject shall be called amendments.
46. **Procedures.** Every motion or amendment must be moved and seconded by members actually present at the meeting before it can be discussed, debated or put from the Chair and wherever possible should be set forth in writing. When a motion is seconded, it shall be ready by the Chair or Recording Secretary before a debate. When a question is under debate, no motion shall be received unless to commit it, to amend it, to postpone it, to adjourn it, or to move the previous question
47. **Withdrawals or Additions.** After a motion is read by the Chair or Recording Secretary, it shall be deemed in the possession of the Board, but may, with the permission of the Board, be withdrawn at any time before discussion or amendment. Any motion properly moved and seconded must be presented to the Board.
48. **Amendments.** The main question may be amended only once after which the original amendment shall be voted upon and, if carried, shall stand instead of the original motion, and if lost, the main question will be recalled. A further amendment may then be put and voted upon. Every amendment submitted shall be in writing and shall be decided or withdrawn before the main question is put to the vote.
49. **Reconsidering - Rescinding.** No motion to reconsider a resolution entered upon the minutes shall be received or put, unless a notice of intention to introduce such rescinding motion shall have been made in writing at the previous meeting.

ADJOURNMENTS

50. **Adjournments.** A motion to adjourn the Board meeting or adjourn the debate shall always be in order, but, if it is defeated, then no second motion to the same effect shall be made.

CLOSED SESSION

51. **Closed Session.** A Closed Session is defined as a private session where only Board members and invited staff and professional advisors such as legal counsel are present and excludes all others, including the public and the media. The Board may resolve to go into Closed Session if the subject matter to be considered falls within one of the following categories:
- (a) the security of the property of the municipality or local board;
 - (b) personal matters about an identifiable individual, including municipal or local board employees;
 - (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
 - (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
 - (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
 - (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
 - (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.

Other Criteria:

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or

(b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

52. **Procedural Votes**. Only procedural votes or those related to the giving of advice and direction to staff can take place in Closed Session.
53. **Procedure**. When a decision to go into Closed Session is made, the Board shall state, by resolution, the following:
- a. The fact of the holding of a Closed Session;
 - b. The general nature of the matter to be considered at the Closed Session; and
 - c. That all matters to be considered are to be held as strictly confidential, the content of which matters, discussions, documents or related information is not to be disclosed to any persons, media or other organizations.
54. **Rules**. Rules of the Board shall be observed in the Closed Session meeting except those limiting the number of times a member may speak.
55. **Quorum Voting**. The rules for quorum and voting shall be the same for the Closed Session as for the open session.
56. **Questions of Order**. Questions of order arising in the Closed Session shall be decided by the Chair.
57. **Agenda**. A written agenda shall be prepared by the Secretary-Treasurer for every Closed Session meeting and approved by the Board Chair.
58. **Completion of the Closed Session**. The Board shall rise with a report upon completion of the Closed Session.
59. **Order of Business**. The order of business for closed session meetings shall be:
- a. Reminder to disclose Pecuniary Interest and/or Conflict of Interest, and the general nature thereof when the item arises;
 - b. Report from the Chief Executive Officer regarding item(s) on the Closed Session Agenda; and
 - c. Business: unfinished, new or arising for correspondence received – listed under one of the categories of subject matter to be discussed under which a meeting may be closed.
60. **Absence of the Chair**. In the absence of the Chair or whoever has been designated to chair the meeting of the Closed Session, one of the other members shall be elected to preside until the arrival of the designated Chair.
61. **Confidential Notes**. Notes of meetings of Closed Session shall be recorded by the Recording Secretary and, after execution by the Board Chair, shall be maintained by the Secretary-Treasurer in a manner to protect the confidentiality of confidential personal information contained therein.

62. **Breach of the Rules.** If a member disregards the rules of the Board or a decision of the Chair of a Closed Session on questions of order or practice or upon the interpretation of the rules set out, and persists in such conduct after having been called to order by the said Chair, the Chair shall forthwith put the question with no amendment, adjournment, or debate, "that the member shall be ordered to leave their seat for the duration of the meeting". If, following such vote by the members, the member apologizes, they may, by a further vote of the members, be permitted to retake their seat.
63. **Breach of Confidentiality.** If a member of the Board disregards the rules of the Board respecting the requirement to maintain the confidentiality of matters and related information arising in a Closed Session, or disregards their own Oath of Confidentiality respecting the security of personal information and/or personal health information, the Board may call for the member to resign as a member of the Board.

OFFICERS

64. **Chief Executive Officer.** The Chief Executive Officer will chair the first Board meeting of the year until a Chair has been elected.
65. **Election and Removal of the Chair and Vice Chair.** Any member of the Board may serve as an officer of the Board. The Chair and Vice Chair shall be elected at the first meeting of the Board each year. Nominations for Chair and Vice-Chair will be solicited at the first meeting and a majority vote will determine the election result. If more than one nomination is received for each Officer position, a secret ballot will be conducted. The ballots will be distributed by the Recording Secretary and counted by the Secretary-Treasurer. All officers shall serve for a term of one calendar year or until their successors are elected and qualified.
66. **Vacancy.** Any Chair or Vice Chair vacancy shall be filled by a special election held at the next meeting following announcement of the vacancy.
67. **Appointment of the Medical Officer of Health.** The Board shall appoint a full-time Medical Officer of Health and may appoint one or more Associate Medical Officers of Health of the Board. Where the office of Medical Officer of Health of the Board is vacant or the Medical Officer of Health is absent or unable to act, and there is no Associate Medical Officer of Health of the Board or the Associate Medical Officer of Health is absent or unable to act, the Board shall forthwith appoint a physician as Acting Medical Officer of Health, which Acting Medical Officer of Health shall perform the duties and have the authority to exercise the powers of the Medical Officer of Health of the Board.
68. **Eligibility for Appointment.** A Medical Officer of Health or an Associate Medical Officer of Health must have the following credentials,
- a. He or she is a physician;
 - b. He or she possesses the qualifications and requirements prescribed by the regulations to the Act for the position; and
 - c. The Minister approves the proposed appointment.

69. **Vacancy**. If the position of Medical Officer of Health of the Board becomes vacant, the Board and the Minister, acting in concert, shall work expeditiously towards filling the position with a full-time Medical Officer of Health.
70. **Dismissal of Medical Officer of Health**. A decision by the Board to dismiss the Medical Officer of Health or an Associate Medical Officer of Health from office is not effective unless,
- a. the decision is carried by the vote of two-thirds of the members of the Board; and
 - b. The Minister consents in writing to the dismissal.
71. **Dismissal of Chief Executive Officer**. A decision of the Board to dismiss the Chief Executive Officer is not effective unless the decision is carried by the vote of two-thirds of the members of the Board.
72. **Notice and Attendance**. The Board shall not vote on the dismissal of the Medical Officer of Health or the Chief Executive Officer unless the Board has given to the Medical Officer of Health or Chief Executive Officer,
- a. Reasonable written notice of the time, place and purpose of the meeting at which the dismissal is to be considered;
 - b. A written statement of the reason for the proposal to dismiss the Medical Officer of Health or the Chief Executive Officer; and
 - c. An opportunity to attend and to make representations to the Board at the meeting.
73. **Duties of Officers**.
- a. The Chair Shall:
 - i. Preside at all meetings of the Board;
 - ii. Preserve order and proper conduct during meetings;
 - iii. Keep a speakers list recognizing members who wish to speak on a matter;
 - iv. Issue a final ruling on any question of order and/or procedure unless challenged by way of a motion or appeal by not less than two members, and thereafter a majority of the members present shall vote in support of such challenge;
 - v. Inform the members when it is the opinion of the Chair that a motion is contrary to the rules and privileges of the Board; and
 - vi. Remind members of their obligations of confidentiality with respect to matters and information arising in Closed Session.
 - b. The Vice Chair Shall:
 - i. Preside in the absence of the Chair; and
 - ii. Carry out the duties of the Chair as noted.
 - c. The Medical Officer of Health Shall:
 - i. Be responsible for and shall report to the Board on issues relating to the protection and the promotion of the public's health.

d. The Chief Executive Officer Shall:

- i. Be responsible for the day-to-day operations, policies and directives, program and service delivery, matters of human resources and finances of the OXFORD ELGIN ST. THOMAS HEALTH UNIT, and for keeping the Board apprised of such matters.

COMMITTEES

74. **Committees**. The Board may establish, by resolution, standing committees of the Board as it deems necessary. Special ad hoc committees may also be established, and the members appointed for a specific purpose for a specific period of time. Such committees shall be deemed to be discharged when their purpose has been achieved or when the specific period of time has lapsed.

RULES OF ORDER

75. **Robert's Rules of Order**. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

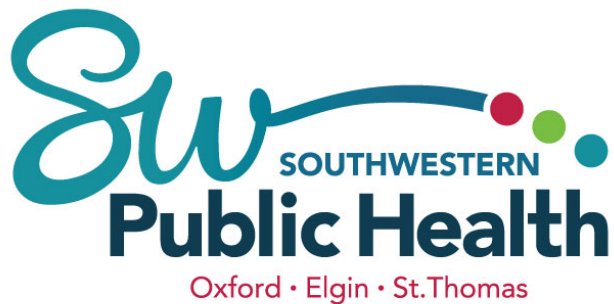
AFFILIATION

76. **Affiliation**. The OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health may hold membership in various agencies (i.e. Ontario Public Health Association, Association of Local Public Health Agencies, Ontario Hospital Association, etc.) as needed. The Board may be entitled to representation at meetings of various membership organizations. Should voting be required at such meetings, proxy representations with authority to vote shall be appointed and authorized by the Board whenever necessary.

ENACTED the _____ day of _____, 20_____.

Chair, Board of Health

Chief Executive Officer



**BOARD OF HEALTH FOR THE
OXFORD ELGIN ST. THOMAS HEALTH UNIT**

BY-LAW NO. 2

A by-law respecting the **banking and finance activities** of the
Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health.

BE IT ENACTED as a By-law of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT as follows:

Removal of: The Board of Health for OXFORD ELGIN ST. THOMAS HEALTH UNIT enacts the following:

1. **Interpretation.** In this by-law and all other by-laws of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT, unless the context otherwise specifies or requires:
 - a. "Act" means the *Health Protection and Promotion Act*, R.S.O. 1990, c. H.7, as amended;
 - b. "Board" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health;
 - c. "By-law" means the by-law of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT from time to time in force and effect;
 - d. "Corporation" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT. The Act deems that the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT is a corporation, without share capital;
 - e. "Municipal Act" means the *Municipal Act*, 2001, S.O. 2001, c. 25, as amended;
 - f. "Regulations" means the Regulations made under the Act, as from time to time amended, and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Board of Health for the Oxford Elgin St. Thomas Health Unit to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
 - g. All terms which are contained in the by-laws and which are defined in the Act or the Regulations shall have the meanings respectively given to such terms in the Act or the Regulations;

- h. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders; and
 - i. The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
 - j. The *Corporations Act*, R.S.O. 1990, c. C. 38 and the *Corporations Information Act*, R.S.O. 1990, c. C.39 do not apply to a Board of Health.
2. The Board of Health for the Oxford Elgin St Thomas Health Unit may, from time to time:
- a. Borrow money on the credit of the Board;
 - b. Charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, moveable or immovable property of the Board, including without limitation, book debts, rights, powers, franchises and undertakings, to secure any present or future indebtedness, liabilities or other obligations of the Board; and
 - c. Delegate to such one or more of the Officers or the Chief Executive Officer of the Board as may be designated by the Board all or any of the powers conferred by the foregoing clauses of the by-law to such extent and in such manner as the Board shall determine at the time of each such delegation.
3. All matters related to the financial affairs of the Board shall be carried out by the Chief Executive Officer or their designate.
4. The Board will maintain a formal list of names, titles and signatures of those individuals who have signing authority for the Board. Signing authority shall be given only to those persons or offices that are, from time to time, designated by the Board and in accordance with the Board's policies on such matters.
5. The Chief Executive Officer or their designate shall:
- a. After consultation with and input from appropriate Oxford Elgin St. Thomas Health Unit staff, prepares annual budgets for submission to the Board for approval;
 - b. Ensure that regular reporting of financial and operating statements is completed for the Board indicating the financial position of the board with respect to the current operations;
 - c. Ensure that annual financial statements are prepared containing, but not limited to, the following content:
 - i. An annual statement of income and expenses; and
 - ii. An annual statement of assets and liability.
 - d. Act as custodian of the books of account and accounting records of the Board as required to be kept by the laws of the Province;
 - e. In conjunction with the Auditor appointed pursuant to the relevant provisions of the *Municipal Act*, 2001, arrange for an annual audit of all accounting books and records; and
 - f. Perform other duties as the Board may direct.

6. In each year, the Board shall, by resolution, appoint an auditor who shall not be a member of the Board and shall be licensed under the *Public Accounting Act, 2004, S.O. 2004, C. 8*, as amended.
7. The Auditor shall:
 - a. Audit the accounts and transactions of the Board;
 - b. Perform such duties as prescribed by the Ministry of Municipal Affairs and Housing with respect to local boards under the *Municipal Act, 2001*, as amended, and the *Municipal Affairs Act, R.S.O. 1990*, as amended;
 - c. Perform such other duties as may be required by the Board that do not conflict with the duties prescribed by the Ministry of Municipal Affairs and Housing as set out in clause (b) of this by-law;
 - d. Have a right of access at all reasonable hours to all books, records, documents, accounts, and vouchers of the Board and is entitled to require from the members of the Board and from the Officers of the Board such information and explanation as in their opinion may be necessary to enable them to carry out such duties as are prescribed by the Ministry of Municipal Affairs and Housing and under the Act; and
 - e. Be invited to attend any meeting of the Board and is entitled to receive all notices relating to the meeting that any member is entitled to receive and to be heard at any such meeting that they attend on any part of the business of the meeting that concerns them as auditor.

ENACTED the _____ day of _____, 20_____.

Chair, Board of Health

Chief Executive Officer



**BOARD OF HEALTH FOR THE
OXFORD ELGIN ST. THOMAS HEALTH UNIT**

BY-LAW NO. 3

A by-law respecting the **Management of the Property** for the
Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health.

BE IT ENACTED as a By-law of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT as follows:

1. **Interpretation.** In this by-law and all other by-laws of the Board of Health for the Oxford Elgin-St. Thomas Health Unit, unless the context otherwise specifies or requires:
 - a. "Act" means the *Health Protection and Promotion Act*, R.S.O. 1990, c. H.7, as amended;
 - b. "Board" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health;
 - c. "By-law" means the by-law of the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT from time to time in force and effect;
 - d. "Corporation" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT. The Act deems that the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT is a corporation, without share capital;
 - e. "Municipal Act" means the *Municipal Act*, 2001, S.O. 2001, c. 25, as amended;
 - f. "Regulations" means the Regulations made under the Act as from time to time amended, and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Board of Health for the Oxford Elgin St. Thomas Health Unit to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
 - g. All terms which are contained in the by-laws and which are defined in the Act or the Regulations shall have the meanings respectively given to such terms in the Act or the Regulations;
 - h. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders; and

- i. The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
 - j. The *Corporations Act*, R.S.O. 1990, c. C. 38 and the *Corporations Information Act*, R.S.O. 1990, c. C. 39 do not apply to a Board of Health.
2. (i) The Chief Executive Officer or their designate, shall be responsible for the care and maintenance of all properties required by the Board (where they are owned not leased), including, but not be limited to, the following:
- a. The repair and maintenance of building systems such as heating and cooling systems, roof, structural work, plumbing, electrical systems;
 - b. The repair and maintenance of the parking areas and exterior of buildings, where applicable;
 - c. The care and upkeep of the grounds of the property, where applicable;
 - d. The cleaning, maintaining, decorating, and repairing of the interior of the buildings, where applicable; and
 - e. The maintenance of up-to-date fire and liability insurance coverage.
- (ii) Where a property required by the Board is a leased, not owned, property, the Board shall enter into a lease that addresses all maintenance, care and insurance requirements and the Chief Executive Officer shall be responsible for ensuring that the property is operated in accordance with the terms of any such lease.
3. The Board shall ensure that all such properties comply with all applicable local, provincial and/or federal statutory requirements (i.e. building and fire codes).

ENACTED the _____ day of _____, 20_____.

 Chair, Board of Health

 Chief Executive Officer

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|-----------------|--------------------|---------------------|--|
| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-010 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Conflict of Interest

Purpose:

The purpose of the Conflict of Interest Policy is to:

- assist individual board members in determining when his or her participation in a Board decision/discussion has the potential to be used for personal or private benefit, financial or otherwise; and
- protect the integrity of the Board as a whole and its members by following the conflict of Interest Policy and Procedures.

Definitions:

A conflict of interest situation arises:

- where a member either on his/her own behalf or while acting for, by, with or through another, has any direct or indirect non-pecuniary or pecuniary interest in any contract or transaction with the Board or in any contract or transaction that is reasonably likely to be affected by a decision of the Board; and/or
- Where the Board member or their close relative or friend or affiliated entity uses the board member's position with the OESTHU to advance their personal or financial interests;

Actual conflict of interest: a situation where a board member has a private or personal interest that is sufficiently connected to his or her duties and responsibilities as a Board member that it influences the exercise of these duties and responsibilities.

Perceived conflict of interest: a situation where reasonably well-informed persons could have a reasonable belief that a Board member may have an actual conflict even where that is not the case in fact.

Policy:

Each member of the Board of Health has the obligation to avoid ethical, legal, financial or other conflicts of interest and to ensure that their activities and interests do not conflict with their obligations to the Board of Health of the Oxford Elgin St. Thomas Health Unit (operating as Southwestern Public Health) or its welfare.

It is the responsibility of the individual to disclose any conflicts of interest to the meeting

If there is any doubt as to a perception of conflict the member shall discuss with the Chair of the Board and/or Board of Health for direction.

If a member has a pecuniary interest in a matter, but was not in attendance at the meeting at which it was considered, he/she must make the disclosure and follow the procedures described above at the first meeting he/she does attend after the meeting at which the matter was disclosed.

A Board member should not use information that is not public knowledge, obtained as a result of his or her appointment, for personal benefit.

No board member should divulge confidential information obtained as a result of his or her appointment unless legally required to do so.

Procedure:

- 1) At the beginning of every Board meeting, the Board Chair shall ask and have recorded in the minutes whether any Board member has a conflict to declare in respect to any agenda item.
- 2) If a board member believes that he or she has an actual conflict of interest in a particular matter, he or she shall,
 - a) prior to any consideration of the matter, declare to the Chair of the Board or the Chair of the relevant Committee that he or she has a conflict of interest that prevents him or her from participating;
 - b) not take part in the discussion of or vote on any question in respect of the matter;
 - c) leave for the portion of the meeting related to the matter; and
 - d) not attempt in any way to influence the voting or do anything which might be reasonably perceived as an attempt to influence other Board members or Committee members or the decision relating to that matter.
- 3) Should the Board be in an in-camera session, the Board member shall leave the room until the agenda item has been decided.
- 4) In situations where a Board member declares a perceived conflict of interest, the Board will determine by majority vote whether the member participates in the discussion and votes on the item. The minutes should reflect the discussion and the Board decision on the matter. Alternately the Board member may decide on his or her own accord to not participate in the discussion and to not vote on the agenda item in question.

- 5) Where a conflict of interest is discovered during or after consideration of a matter, it is to be declared to the Board at the earliest opportunity and recorded in the minutes. If the Board determines that the involvement of the member declaring the conflict influenced the decision on the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision. Any action taken by the Board shall be recorded in the minutes.
- 6) Where there has been a failure on the part of a Board member to comply with this policy, unless the failure is the result of a bona fide error in judgement as determined by the Board, the Board shall request that the Chair,:
 - i) Issue a verbal reprimand; or
 - ii) Issue a written reprimand; or
 - iii) Request that the Board member resign or
 - iv) Seek dismissal of the Board member based on regulations relevant as to how the board member \ was appointed.

References: (including relevant legislation):

Municipal Conflict of Interest Act, RSO1990 Chapter m.50

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-020 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Board Member Oath of Conduct and Confidentiality

Purpose:

The purpose of this policy is to establish guidelines for the ethical behaviour of all members of the Board and, to enhance public confidence that the Board's elected and appointed members adhere to a high standard of ethical behaviour in all aspects of their conduct at all times.

Policy:

Each member of the Board of Health will review and sign the OESTHU Oath of Conduct and Confidentiality (BOH-GOV-020(F) – Appendix A) annually.

Where there has been a failure on the part of a Board member to comply with this policy, unless the failure is the result of a bona fide error in judgement as determined by the Board, the Board shall request that the Chair:

- Issue a verbal reprimand; or
- Issue a written reprimand; or
- Request that the Board member resign; or
- Seek dismissal of the Board member based on regulations relevant as to how the Board member was appointed.

Procedure:

- 1) The Recording Secretary or her designate will provide the Oath of Conduct and Confidentiality form to Board members in January of each year.
- 2) All board of Health members will sign the oath and forward to the recording Secretary of her designate for filing.



BOARD OF HEALTH OATH OF CONDUCT AND CONFIDENTIALITY

I acknowledge that, in the course of my fulfilling my duties on the Board of Health for Oxford Elgin St. Thomas Public Health (“OESTHU”), I may receive or have access to information that is confidential to OESTHU or is identifiable to an employee’s, client’s or fellow board member’s personal or personal health information – if not directly in my capacity as a member of the Board of Health, indirectly as a result of my proximity to an OESTHU employee, board member or member of the public, government representative or agency, media or law enforcement agency.

I further acknowledge that a member of the OESTHU Board of Health and in the interest of upholding OESTHU’s privacy policies and procedures with respect to the handling of client and other confidential, personal and personal health information, I have a professional and ethical obligation to take all necessary steps to such information is safeguarded from disclosure to anyone other than those with legal or statutory authority. Because a breach of this obligation may have severe consequences to the client, individual and/or OESTHU, I understand that a breach of my obligation of confidentiality may result in requiring my resignation from the Board of Health.

Having read the foregoing and understanding my obligations as a member of the Board of Health of OESTHU, I do swear or affirm that during the tenure of my appointment to the OESTHU Board of Health, I will:

- 1) Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of OESTHU.
- 2) Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
- 3) Adhere to all OESTHU’s by-laws, policies and decisions of the Board
- 4) Represent the best interests of public and community health and the respective programs and services of the health unit.
- 5) Comply with conflict of interest guidelines and declare conflicts either perceived or actual on agenda matters as appropriate.
- 6) Preserve a state of neutrality by referring via email all questions or request related to OESTHU programs and services whether of a personal nature or on behalf of others, to the CEO who will be responsible for initiating a course of action appropriate to the circumstances including advising the Chair of the request via email and advising the Board member and the Chair of the outcome.

- 7) Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of OESTHU.
- 8) Keep confidential all information and comply with OESTHU privacy policies and procedures (where applicable) respecting OESTHU clients, personnel, collective bargaining, and other matters specifically determined by board motion to matters of confidence including matters dealt with during in-camera meetings of the Board.
- 9) Review board package materials in advance of the meeting and participate productively in the meeting.
- 10) Recognize that only the Board of Health Chair speaks for the Board on public disclosures unless the Chair delegates that responsibility on a specific topic.
- 11) Support on another, the CEO and MOH. If a Board member has a performance concern regarding the CEO, MOH or other Board member that concern shall be brought to the Board through the Chair
- 12) Immediately resign or accept OESTHU's exercise of its right to require the resignation of my position as a member of the Board of Health in the event that I, or my colleagues on the Board, have concluded that I have breached this Oath of Confidentiality.
- 13) Where a situation arises where I am not fully aware of the correct information handling practices, I shall immediately seek guidance from the Board Secretary and/or Board Chair.

Sworn or Affirmed By:

Date:

DD/MM/YYYY

Name of Board Member:

(please print)



BOARD OF HEALTH DESIGNATION OF “HEAD” FOR THE PURPOSES OF THE MUNICIPAL FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT

I, _____, Chair of the Oxford Elgin St. Thomas Health Unit Board of Health, having been designated “Head” per Board of Health Bylaw No. 1 for the purposes of the Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.M.56, delegate all powers and duties under the Act to the Chief Executive Officer of the Oxford Elgin St. Thomas Health Unit. I understand that as “Head” for the purposes of the Act, I remain accountable for actions taken and decisions made under the Act.

Executed the _____ day of _____, _____

Signature
Chair, Board of Health

This designation to be in force and effect from _____ and remain in force
And effect until a new Board of Health Chair is elected.
DD/MM/YYYY



BOARD OF HEALTH

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-030 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Delegation of Powers and Duties

Purpose:

The purpose of this policy is to establish provisions for the delegation of the powers and duties of the Board, including legislative and quasi-judicial powers that have traditionally been held by Board alone.

Policy:

All delegations of Board powers, duties or functions shall be effected by bylaw or policy. Unless a power, duty or function of the Board has been expressly delegated by bylaw or policy, all of the powers, duties and functions of the Board shall remain with the Board.

Authorization of Expenditures:

The Board of Health has the ultimate authority for all expenditures. The Board delegates this authority through the authorization of budgets, the procurement policy and/or by specific resolution or direction to staff.

The Procurement Policy sets out the authority for payment of accounts, and sets limits on spending levels. It also provides direction on the circumstances in which certain purchasing mechanisms are appropriate (i.e. informal quotes, formal quotes, tender submissions or requests for proposal).

Authority to Execute Agreements:

Whereas it is desirable and expedient in the conduct of the Board's affairs to delegate certain powers and duties to staff, this policy shall authorize the CEO to enter into an agreement and shall authorize the CEO to legally bind the Health Unit by executing said agreement without approval if the following criteria are met:

- The subject matter is non-financial or procured in accordance with the purchasing policy and for which approved operating or capital budget exists;
- The subject matter is of an administrative or operational nature and relates to the management of the Health Unit; and
- The agreement is for a term not exceeding five (5) years

Municipal Freedom of Information and Protection of Privacy Act (MFIPPA):

The Board of Health as the Institution under MFIPPA legislation is responsible for fulfilment of many of the compliance requirements for responding to freedom of information requests as well as the protection of client privacy. As the majority of Board members are elected municipal officials, section 3 of this legislation requires that members of the Board of Health, designate on person or committee be appointed, by by-law, as “Head” for the purposes of the Act.

To facilitate the timely and efficient fulfilment of obligations by OESTHU to ensure compliance with respect to responding to Freedom of Information requests from clients, other institutions, the general public and/or media, as well as ensure the protection of the client, OESTHU and third party privacy, the designated “Head” will appoint the CEO to fulfill all the responsibilities of the Head under the Act.

Procedure:

- 1) As part of the order of business for the first meeting of a newly constituted Board of Health, the members shall appoint the Chair of the Board of Health, “Head” in accordance with MFIPPA and By-Law number 1 section 2. See “BOH-GOV-030(F) – Appendix A” for template for By-Law appointing “Head” under MFIPPA.
- 2) By motion of the Board of Health, the newly appointed Head will delegate OESTHU CEO as acting "Head" of OESTHU for the purpose of ensuring day-to-day fulfilment of OESTHU's compliance obligations under MFIPPA.



BOARD OF HEALTH

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-040 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Audio Recording of Board of Health Meetings

Purpose:

The purpose is to provide for an accurate and comprehensive record of Board of Health and Board of Health Standing, Ad Hoc, and Advisory Committee meetings.

Policy:

All meetings of the Board of Health and Board of Health Standing, Ad Hoc, and Advisory Committees will be audio recorded for the purposes of accuracy and completeness in developing official meeting minutes.

Procedure:

- 1) At the commencement of each meeting, the Chair shall notify those present, including members of the public that an audio recording of the meeting will be made for the duration of the meeting.
- 2) Audio recordings of meetings are kept locked in the Executive Assistant's office.
- 3) Once the minutes from a meeting are written and approved, the audio recording will be promptly erased.



BOARD OF HEALTH

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-050 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Accountability and Transparency

Purpose:

The purpose is to demonstrate the Board of Health’s commitment to ensuring transparency and accountability in all activities of OESTHU.

Policy:

Accountability:

The Board of Health is accountable to the Province and its obligated municipalities for ensuring effective governance by the Board of Health and effective and efficient management of the agency as articulated in the Public Health Accountability Framework and the Organizational Requirements related to the four domains of the accountability framework:

- Delivery of Programs and Services;
- Fiduciary Requirements;
- Good Governance and Management Practices; and
- Public Health Practice.

The Board of Health and its employees, volunteers and students are guided by the agency's mission, values and strategic plan, and are required to comply with all agency by-laws, policies and procedures and relevant legislation

Transparency:

Board of Health meetings are open to the public and the Board will conduct its meetings subject to Section 239 of the Municipal Act.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- The security of the property of the Board;

- Personal matters involving one or more identifiable individuals including employees or prospective employees;
- Proposed or pending acquisition, rent or disposition of land by the Board
- Labour relations or employee negotiations;
- Litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
- Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- A matter in respect of which a council, board, committee or other body may hold a closed meeting under another act;
- Information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;
- A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Board which if disclosed could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons or organization;
- A trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value; or
- A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board.

Other Criteria:

- a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

Meetings held for the purpose of education or training of Board members may be closed to the public provided no Board member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.

Minutes of Board of Health, and any standing committees of the Board will be posted on the health unit website (excluding closed session minutes).

In the event a complaint is received relating to a closed Board of Health meeting, the health unit will utilize the services of the Ombudsman Ontario as the investigator when required in accordance with s.239 of the Municipal Act.

Transparency and accountability shall be achieved by ensuring that there are processes and practices in place to support:

- Decision making that is open and transparent,
- Conducting agency activities in an ethical and accountable manner,

- Managing financial resources and physical infrastructure in an efficient, effective and prudent manner,
- Making information accessible so that it is consistent with legislative requirements,
- Responding to enquiries, concerns and complaints in a timely manner, and
- Providing the public with access to key organizational documents in a timely manner.

References: (including relevant legislation)

- Ontario Public Health Standards, 2018
- Section 239 of the Municipal Act

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BOARD OF HEALTH

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-060 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Terms for Election of Officers

Purpose:

The purpose is to promote continuity by ensuring members elected to be chair or vice-chair may serve for two consecutive terms.

Policy:

In accordance with the Health Protection and Promotion Act Section 52, at the first meeting of the Board of Health in each year, the members shall elect one member to be chair and one to be vice-chair.

In accordance with By-Law #1, any member of the Board of Health may be elected chair or vice-chair. The term for each officer position shall be one year.

Incumbents may be re-elected for a total of two consecutive terms before a one year break in the role served before being re-elected for another term.

References: (including relevant legislation):

- Section 52, Health Protection and Promotion Act.
- By-Law #1 – Southwestern Public Health



BOARD OF HEALTH

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-070 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Board Member Orientation

Purpose:

To ensure that all Board of Health members are aware of their roles and responsibilities and emerging issues to effectively discharge their duties as Board members.

Policy:

New Board members shall receive a formal orientation to their roles and responsibilities as Board members and Southwestern Public Health as an organization within three months of their appointment to the Board of Health.

Orientation is an ongoing process and Board members are encouraged to identify individual needs for orientation outside of the formal process.

Procedure:

1. New Board Members will complete their formal orientation within three months of their appointment to the Board of Health.
2. Upon appointment, new members will be provided with access to the Southwestern Public Health Board portal and subsequent orientation documents.
3. An orientation session is conducted by the CEO and any other appropriate Health Unit staff. Every effort will be made to conduct the orientation session prior to the Board member's first Board of Health meeting.

4. Orientation activities shall occur on an on-going basis and shall include information on the following topics:
 - a. The agency's structure, vision, mission, and goals and objectives,
 - b. The agency's strategic plan, the planning process, its relationship to the operational plan, and performance monitoring,
 - c. Overview of the community's demographics,
 - d. The agency's operations, programs and services,
 - e. Current issues in the provincial public health system,
 - f. The provincial government structure and the funding streams of the applicable ministries and other funders,
 - g. The duties and responsibilities of board members, and
 - h. The fiduciary responsibilities in terms of trusteeship, due diligence, avoiding conflict of interest, maintaining confidentiality, strategic oversight, ethical and compliance oversight, stakeholder engagement, , risk management oversight, and succession planning.
5. Board Members are encouraged to attend orientation sessions with provincial public health associations, when offered. Registration details are facilitated through the CEO and Executive Assistant.
6. Board Members should identify further orientation needs related to specific health unit programs to the CEO for follow up.

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| SECTION: | Governance | APPROVED BY: | |
| NUMBER: | BOH-GOV-080 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Order in Council (OIC) Provincial Representatives

Purpose:

To ensure the Board of Health has the opportunity to participate in the recruitment, nomination and recommendation of individuals for public appointment positions on the Board. This will further support the desire for a skills-based Board.

Policy:

On a schedule determined by the Governance Standing Committee based upon vacancies, interested potential board of health members will be solicited from the community. At least eight months prior to vacancies, an advertisement will be placed in area newspapers and on social media platforms of the Health Unit. The process of locally recruiting and recommending nominees for provincial appointments to the Board of Health will reflect the principles of equality of access, treatment, and opportunity of recommendation by all interested persons. Terms for all provincial appointments to the Board of Health will be tracked by the Governance Standing Committee. An Order in Council Provincial representative will serve a maximum of 3 consecutive terms as approved by the Lieutenant Governor of Ontario.

Procedure:

Management of Existing Appointments about to End:

1. The Executive Assistant will advise the CEO and Governance Standing Committee of terms that are due to end one year prior to the expiry of the appointment.
2. A member of the Governance Standing Committee will contact the incumbent to discuss his/her intentions.

3. If the member wishes to renew their appointment, and the Governance Committee is in agreement, the member must complete a Reappointment Information Form and provide it to the Executive Assistant for submission to the Public Appointments Secretariat (PAS), as well as to the Public Appointments Unit of the Ministry of Health and Long-Term Care, Corporate Management Branch.
4. If the member does not wish to renew their appointment, or if a vacancy is identified, the Governance Standing Committee will recommend to the BOH whether a new provincial appointee should be recruited or not.

Recruitment of New Provincial Appointments:

1. The Executive Assistant will place an advertisement for interest in a provincial appointment to the Board of Health, in all local papers and on all social media platforms of the health unit (Facebook, twitter and website). The Public Appointments Secretariat (PAS) also posts upcoming vacancies on their website.
2. The Board of Health Governance Standing Committee will review applications, interview and rank potential applicants, using pre-determined selection criteria.
3. The preferred candidate(s) will be directed to apply through the PAS website.
4. A letter will be sent by the Board Chair to the local Member of Provincial Parliament, with a copy to the Public Appointments Unit of the Ministry of Health and Long-Term Care, Corporate Management Branch, identifying and noting support of the preferred applicant(s).
5. A copy of the Order-In-Council (OIC) will be forwarded to the Chair of the Board of Health and the CEO. A letter of acknowledgement will be forwarded on behalf of the Board Chair to the new member. It is expected to take at least four months to obtain the final Order-In-Council approval of appointments.

Definitions:

1. OIC – appointments are made by the Lieutenant Governor in Council (Order-In-Council)

References:

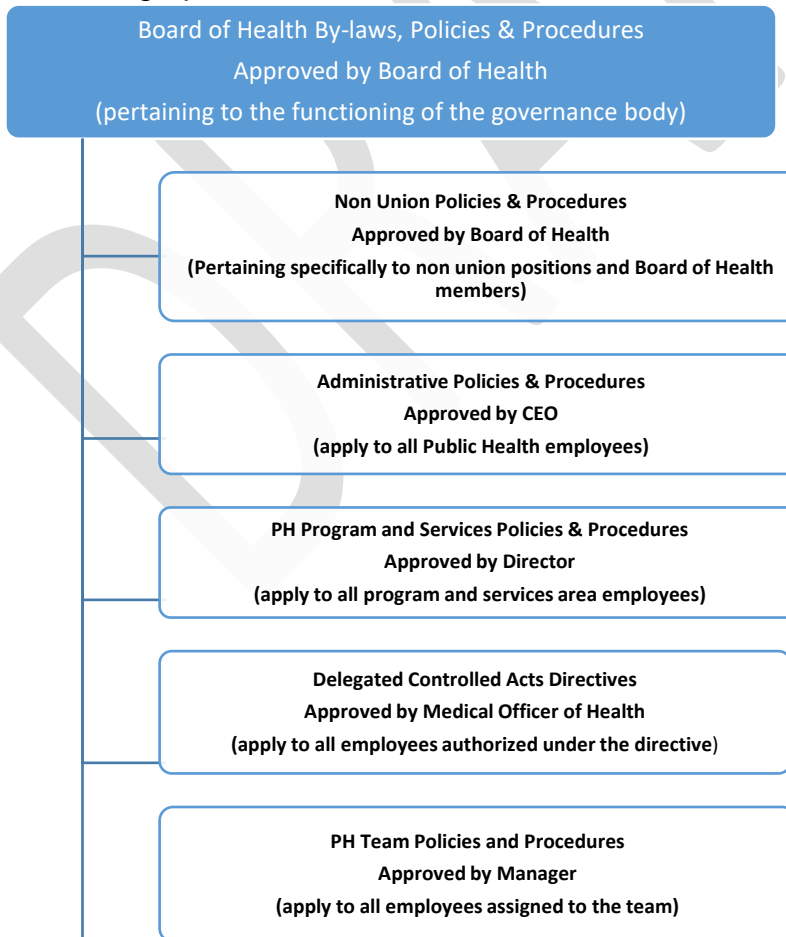
1. Under section 49 (3) of the Health Protection and Promotion Act, 1990 (HPPA), the Lieutenant Governor in Council may appoint one or more persons as members of the board of health, but the number of members so appointed shall be less than the number of municipal members of the board of health.

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| SECTION: | Policy Management | APPROVED BY: | |
| NUMBER: | BOH-PM-010 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Policy Adherence and Policy Development

Policy:

Board of Health members, non-union and front-line employees are responsible for adhering to all applicable policies and procedures of the organization. In addition, each employee is responsible for adhering to their assigned program and services policies and procedures. See graphic below.



Board of Health policies and procedures shall be reviewed biennially by the CEO or his/her designate to ensure applicability and the potential need for any amendments.

Procedure:

The Executive Assistant that manages the policies and procedures will track when policies are required to be reviewed.

The CEO will undertake a review of each policy according to the review schedule.

The CEO will bring forward to the Board of Health any amendments to Board of Health policies or Non Union policies.

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BOARD OF HEALTH

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| SECTION: | Financial | APPROVED BY: | |
| NUMBER: | BOH-FIN-010 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Reserve Fund

Purpose:

The purpose is to provide guidance on the establishment, maintenance and use of reserve fund.

Policy:

The Board of Health has the power under Section 417(1) of the Municipal Act to establish and maintain a reserve fund.

In order to ensure that OESTHU maintains an effective and efficient operation, the Board of Health shall establish a reserve fund of not more than 5% of the total annual health unit budget. While the Board of Health reserves the right to increase this percentage, it shall seek the input of the obligated municipalities before implementing such change.

The monies noted in the reserve fund are to be used for items such as employee pay equity adjustments, vacation and sick leave entitlements, capital repairs and replacements, unforeseen program and or corporate expenses, or any other item as deemed necessary by the Board of Health.

Monies in the reserve fund are not to be released for expenditure until such time as a Board resolution is successfully carried with the resolution noting the amount of money to be transferred from the reserve fund to the operating fund and for what purpose the money is to be used.

Procedure:

The amount of money to be transferred to the reserve fund on an annual basis will be determined once the annual audit has been completed and the Board has approved the

audited financial statements. The decision about the amount of money to be transferred will be made by the Board of Health via resolution.

In accordance with Section 417 (2) of the Municipal Act and Section 52(4) Health Protection and Promotion Act, the Board shall seek the consent of the councils of the majority of the municipalities within the health unit area prior to establishing a reserve fund for the purpose of acquiring real property.

References: (including relevant legislation):

- Section 417(2) of the Municipal Act
- Section 52(4) Health Protection and Promotion Act

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BOARD OF HEALTH

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| SECTION: | Financial | APPROVED BY: | |
| NUMBER: | BOH-FIN-020 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Board Members' Remuneration and Expenses

Purpose:

To ensure Board of Health members receive compensation for their activities on behalf of the Board of Health.

Policy:

In accordance with the Health Protection and Promotion Act section 49, each Board member shall receive remuneration for time and reasonable and actual expenses related to meetings/functions of the board. When a municipal representative receives remuneration for time and expenses related to board of health work from their council, OESTHU will not issue payment for the same.

For the purposes of this policy, such business includes official meetings at which the member represents the Board and attendance at conferences, but does not include ceremonial functions or special events. Board members attending conferences shall also be reimbursed for travel expenses in accordance with applicable non-union policies and procedures.

Procedure:

- 1) Remuneration for Board of Health Business
 - a) The Executive Assistant will verify Board members attendance by including attendance in the Board of Health meeting minutes.
 - b) Board members shall receive only one fee per day regardless of whether the member attends more than one official function in a day.
 - c) Payment of remuneration is issued to Board member (excluding municipal members receiving remuneration from their council) on a quarterly basis.
 - i) Remuneration in the amount of \$100.00 per day for attending meetings of three (3) hours or less

- ii) Remuneration in the amount of \$150.00 is paid when the total time spend attending meetings in a day is more than three (3) hours.
- d) A one-time payment of \$300.00 is payable to the Chair of the Board of Health each year in recognition of the additional work and support of this position regardless of whether the member receives general remuneration from their respective municipal council.
- e) The Executive Assistant requisitions the payment of all remuneration associated with attendance at official meetings by completing the remuneration authorization form and submitting it for payment within one week of the meeting for which the remuneration is paid.
- f) Finance will issue a remuneration cheque to the board member quarterly following receipt of the remuneration authorization form and approval of the same.

2) Other Expenses

- a) Mileage reimbursement is in accordance with the current non-union mileage allowance and non-union policy for travel for Board of Health meeting/functions per kilometre for all travel from the Board member's home to the Board of Health meeting/function.
- b) Reasonable and actual expenses incurred for items such as accommodation, food, parking and registration fees are reimbursed to any Board member and subject to any limitations as noted in the applicable policies of the Health Unit. Itemized receipts are required.
- c) Expenses incurred with respect to accompanying spouse/family/friend are the responsibility of the Board member.

3) Expense Reports

- a) Board members must submit to the Executive Assistant an expense report for all mileage and all other expenses at the end of the month for which the expenses occurred.

References: (including relevant legislation):

- Section 49, Health Protection and Promotion Act.
- 2(4) Health Protection and Promotion Act



BOARD OF HEALTH

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| SECTION: | Financial | APPROVED BY: | |
| NUMBER: | BOH-FIN-030 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Budgets

Preamble:

Oxford Elgin St. Thomas Health Unit (OESTHU) has several different operating budgets for the various programs and services operated by Southwestern Public Health. Several budgets have different cycles (I.e. ending March 31, December 31). Some budgets are already determined by the funder (I.e. Ministry of Health and Long-Term Care), others have a pre-determined allocation only, and others have no pre-determined allocation and/or only general expectations.

Policy:

The Finance and Facilities Standing Committee will review and recommend approval to the Board of Health the annual operating budgets for the health unit as prepared by the CEO or his/her designate.

Budgets approved by the Board of Health are funded in accordance with Sections 72 and 76 of the Health Protection and Promotion Act.

The Chief Executive Officer shall:

- ensure that all annual budgets are prepared and presented to the Finance and Facilities Standing Committee in accordance with all Board and Ministries guidelines;
- have over-all responsibility for the control of expenditures as authorized by Board and Ministry approvals of the individual annual budgets under the jurisdiction of the Board;
- have over-all responsibility for the approval of specific funded programs and services budgets of any amount up to \$100,000.
- ensure the security of all funds, grants and monies received in the course of provision of service by the programs under the jurisdiction of the Board; and
- ensure that all reports are prepared and distributed to the appropriate bodies, in accordance with established Board and Ministry(ies) guidelines.

References (including relevant legislation):

- Sections 72 and 76 of the Health Protection and Promotion Act.

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| DATE: | May 1, 2018 | REVISED: | |

Banking & Financing

Purpose:

Banking:

The Board of Health authorizes the Chief Executive Officer or his/her designate, on the Board of Health’s behalf to enter into an agreement with a recognized chartered bank or trust company for the:

- Provision of a current or savings account(s) for the Board,
- Provision of cancelled cheques on a monthly basis, together with a statement showing all debits and credits,
- Payment of interest, and
- Provision of advice and other banking services as required by the Board.

Further, the Board authorizes the CEO or his/her designate, on the Board of Health’s behalf to:

- Deposit or negotiate a transfer to the bank or trust company for the credit of the Board all or any cheques, bills of exchange or orders for the payment of monies;
- Receive all or any cheques and vouchers and to arrange, settle, balance, and certify all books and accounts between the board and the bank or trust company;
- Sign the bank’s or trust company’s form of settlement of balances and releases;
- Receive all monies; and
- Invest excess or surplus funds in interest-bearing low risk accounts or short-term deposits.

Signing Authority for Accounts:

The Board will maintain a formal list of names, titles and signatures of those individuals who have signing authority under this policy.

Signing authority for payments (cheques, Electronic Fund Transfers etc.) issued by OESTHU (operating as SWPH) shall be restricted to the CEO, Program Directors, The Director of Finance and the Director of Corporate Services & Human Resources.

The signature of two signing officers is required on each payment regardless of the amount to be paid. The CEO will endeavour to always provide one of the two signatures on each payment unless he/she is away on vacation/leave.

All payments, prior to being authorized by the signing authority, must be accompanied by the appropriate approved requisition and invoice.

Borrowing Funds from a Financial Institution:

The CEO or his/her designate together with one of the Chair or Vice-Chair of the Board of Health are hereby authorized and empowered:

- to borrow from the financial institute on behalf of the OEST Health Unit as may be required by way of promissory note or by way of overdraft not exceeding an amount as determined from time to time by the Board of Health; and
- to sign promissory notes and renewals thereof and cheques representing any sum or sums so borrowed and also cheques, bills of exchange and other negotiable instruments as may be required in the operation of the account of the OESTHU with the financial institution.



BOARD OF HEALTH

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| SECTION: | Financial | APPROVED BY: | |
| NUMBER: | BOH-FIN-050 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Board Member Allowable Expenses (Conferences/Workshops/Educational)

Purpose:

The purpose is to provide Board members with the opportunity to participate in continuing education events relevant to their roles and responsibilities and to ensure there is reasonable compensation for such.

Policy:

Board members may attend conferences, workshops, training events and other educational sessions subject to the following guidelines:

- a) All Board members are encouraged to attend one conference annually related to public health.
- b) The number of delegates to other conferences, workshops, and courses shall be determined on a case by case basis by the Board.
- c) Each Board member may attend up to two conferences, workshops or courses per year, unless otherwise determined by the Board.
- d) Attendance at Conferences is subject to availability of the funds approved for Board conferences in each year's budget.
- e) Original itemized receipts (including date, place and cost) are required for meals, and other allowable expenses such as parking, taxis, bus in order to be eligible for reimbursement.
- f) Should a Board member's spouse/partner/guest accompany the Board member, the Board member will pay any additional costs (travel, registration, meals).
- g) Reimbursement for allowable expenses shall be in accordance with the rates established in non-union policies.

Authorization:

- a) Attendance of Board members at conferences, workshops, training events and other educational sessions must be pre-approved by the Chair.

- b) Attendance of Board Chair is approved by the Vice-Chair.

Procedure:

1) Request to Attend:

- a) The Board member will complete requisition (conferences, workshops, training events and other educational sessions) and submit to the Board Chair for authorization.
- b) The signed and approved form and any other relevant documentation is forwarded to the CEO for processing by the Executive Assistant.
- c) Registration, accommodation and travel (train & plane) bookings will be made by the Executive Assistant.

2) Eligible Expenses

- a) Registration fees of the Board member attending conferences, workshops, training events and other educational sessions are eligible for reimbursement.
- b) Travel Expenses
 - i) If Board member is travelling by Car:
 - Parking and mileage are reimbursed in accordance with non-union policy.
 - Any fines incurred related to parking or driving violations are the sole responsibility of the Board member.
 - ii) If Board member is travelling by Train:
 - Business class may be booked provided that government or non-profit rates are sought.
 - When traveling business class, the meal cost cannot be separately claimed, as a meal is included in the cost of a business class ticket.
 - iii) If Board member is travelling by plane:
 - Economy class may be booked by the Executive Assistant seeking the most economical rate available.
- c) Accommodation Expenses:
 - i) Accommodation for a single room on site or within reasonable distance is eligible for reimbursement. The number of nights is dependent on the location, travel arrangements and agenda (start/end times) and number of days the event is scheduled.
 - ii) Additional room charges for meals and parking are eligible for reimbursement up to the amounts stated in section (d) Charges for internet (WIFI) connection are eligible for reimbursement. The Board member is responsible for all other charges made to the room.
- d) Meals
 - i) The cost of meals may be covered when meals are not included as part of the conference registration and/or included in the meeting.
 - ii) Reimbursement for meals expenses is up to the rates set out below including tips/gratuities (taxes included). Tips/gratuities should not exceed 15% of the meal before taxes

- Up to \$20.00 is allowed for breakfast
 - Up to \$25.00 is allowed for lunch
 - Up to \$40.00 is allowed for dinner
- iii) Reimbursement of expenses must not include any alcoholic beverages.

3) Submission and Payment of Expenses:

- a) Upon return from the conferences, workshops, training events and other educational sessions:
- i) The Board member will:
- Complete the statement of Travelling Expenses Form
 - Attach all appropriate itemized receipts
 - Sign the form and forward the documentation to the CEO
- ii) The CEO will:
- Review the expense claim and sign
 - Forward the claim to Finance for processing
- iii) Finance will:
- Issue payment of the claim within 30 days of receipt of the claim.

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| SECTION: | Human Resources | APPROVED BY: | |
| NUMBER: | BOH-HR-020 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Board of Health Self-Evaluation

Purpose:

To outline the requirements of self-evaluation for board of health members in accordance with the Ontario Public Health Standards: Requirements for Programs, Services, and Accountability.

Policy:

The Board of Health shall have a self-evaluation process of its governance practices and outcomes that is completed at least every other year and may result in recommendations for improvements in leadership excellence, board effectiveness, engagement and performance.

The Board self-evaluation process shall include consideration of whether:

- Decision-making is based on access to appropriate information with sufficient time for deliberations;
- Compliance with all federal and provincial regulatory requirements is achieved;
- Any material notice of wrongdoing or irregularities is responded to in a timely manner;
- Reporting systems provide the Board with information that is timely and complete;
- Members remain abreast of major developments in governance and public health best practices, including emerging practices among peers;
- Board members are actively engaged in discussing agenda items that focus on strategic results, policy issues and solutions rather than on day-to-day operational issues; and
- Members monitors fiscal and programs and services performance.

Board members will complete the individual assessment portion of the tool which aims to enhance their contribution to the board, identify skill gaps, training and development opportunities:

Procedure:

1. The CEO or designate will forward the Board of Health and Individual Assessment form (BOH-HR-020 – Appendix A) to each Board member by July 1st of the assessment year.
2. Board members will complete the forms either electronically by August 1st of the assessment year and return to the CEO.
3. The CEO will compile the results of the assessments and forward to the Board no later than September 30th of the assessment year.
4. The Board will discuss the results at a subsequent Board of Health meeting.

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| SECTION: | Human Resources | APPROVED BY: | |
| NUMBER: | BOH-HR-030 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

CEO & MOH Performance Appraisals

Purpose:

To ensure that regular performance appraisals are completed in a timely manner and in accordance with human resources best practices.

Policy:

The Board of Health will conduct performance appraisals with both the Chief Executive Officer (CEO) and the Medical Officer of Health (MOH) albeit separately, at least once every two years or more often as determined by the Board. For example, on an annual basis they may discuss with the Board performance goals related to short term strategic outcomes and accountability framework outputs.

Procedure:

1. Each review will be conducted by the Chair and Vice-Chair of the Board and the incumbent. A meeting to discuss the review results will be held with the Chair, Vice Chair, and incumbent. Following that meeting, the Board will be informed of the outcomes of said review and discuss accordingly.
2. Any employees including the incumbent and the Recording Secretary will leave the Board meeting for that Board discussion.
3. Following the Board discussion, the incumbent will be made aware of the final results of the review in writing and a copy of the review will be placed in the employee's personnel file.



BOARD OF HEALTH

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| SECTION: | Human Resources | APPROVED BY: | |
| NUMBER: | BOH-HR-040 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Delegation of Duties: CEO & MOH

Purpose:

To outline the delegation of duties requirements and responsibilities for the positions of CEO and MOH.

Policy:

The Board of Health recognizes that the duties of the Medical Officer of Health and the Chief Executive Officer are required to be carried out, even in the case of vacation and short leaves.

The Board of Health shall ensure that the Medical Officer of Health and Chief Executive Officer shall have coverage for his/her positions while away from the office on vacations and leaves. Such coverage is required when the Medical Officer of Health or Chief Executive Officer cannot be reached for consultation or to attend to a matter in person.

Procedure:

MOH Coverage:

The CEO and MOH will ensure that, in accordance with the Health Protection and Promotion Act, Southwestern Public Health enter into Mutual Aide Agreements between neighbouring public health units which include the provision of Acting Medical Officer of Health when the Medical Officer of Health is absent or unable to act and there is no Associate Medical Officer of Health appointed. Therefore, the parties agree that any party may request Acting Medical Officer of Health coverage from any of the other parties.

CEO Coverage:

The CEO will arrange for coverage from available Directors within the organization. If required, remuneration for coverage will be paid to the person(s) acting in accordance with the non-union policy covering such.

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| SECTION: | Human Resources | APPROVED BY: | |
| NUMBER: | BOH-HR-050 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

In Memorial Acknowledgement

Purpose:

To acknowledge the death of an employee's family member.

Policy:

In the case of a death of an immediate family member (spouse/partner, mother, father, sister, brother, child, step-child) of an employee or Board of Health member, the Board of Health of Southwestern Public Health will acknowledge the death by making a donation to a charity in the amount of \$60.00 or sending a floral arrangement or fruit basket to the employee.

In the case of a death of other family members of an employee or Board of Health member, the Board of Health will send a card.

Procedure:

- 1) In the case of an employee, the employee's supervisor will notify the Executive Assistant with the applicable details:
 - i) Name of the employee,
 - ii) Name of deceased family member
 - iii) Relationship to employee,
 - iv) Charity of Choice as per the obituary or employee's choice.

- 2) In the case of a Board of Health member, the Executive Assistant will take care of the arrangements as noted above.

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| SECTION: | Miscellaneous | APPROVED BY: | |
| NUMBER: | BOH-MISC-010 | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Sewage Systems Part 8 Of The Ontario Building Code Act

Purpose:

The purpose is to ensure compliance with the Building Code Act and Part 8 Sewage Systems of the Ontario Building Code including inspections and fees, that have a design capacity of 10,000 litres per day or less, pertaining to any municipalities within the County of Oxford that has entered into an agreement with Southwestern Public Health as per Section 6(2) of the Ontario Building Code.

Policy:

The Board of Health for Southwestern Public Health will, under a signed agreement with a local area municipality within the County of Oxford, provide the enforcement of provisions of the Building Code Act pertaining to sewage systems.

The Board of Health shall appoint a Chief Building Official and Inspectors for the purposes of sewage systems under Section 6.2 (4) of the Building Code Act. Such persons appointed must meet the qualifications and registration as required in S. 3.1.4 Division C, Part 3 of the Ontario Building Code and shall be appointed as Inspectors for purposes of Part 8 under the Code.

The Board of Health will ensure compliance with all required by-laws, resolution and regulations respecting sewage systems in accordance with s.7 of the Building Code Act pertaining to fees, classes of permits, and forms.

References: (including relevant legislation)
Building Code Act, 1992, S.O. 1992, c23



ADMINISTRATION

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| SECTION: | | APPROVED BY: | Chief Executive Officer |
| NUMBER: | | SIGNATURE: | |
| DATE: | May 1, 2018 | REVISED: | |

Procurement

Preamble:

This policy is based upon the principles of process standardization, accountability, transparency, value for money, and our need to deliver quality service. These principles allow us to achieve value for money while following a procurement process that is fair and transparent to all stakeholders.

The primary purpose of the procurement process is to ensure goods and services are available at the proper time, in the proper place, and that the quality, quantity and price are consistent with the needs of Oxford Elgin St. Thomas Health Unit (OESTHU)).

Procurement Process Goals:

| Goal | Description |
|----------------------|--|
| Effective | The extent to which the procurement process achieves what it was intended to achieve. Following the procurement process results in substantive benefits for the organization in terms of value for money. |
| Objective | The procurement of goods and services is made in an unbiased way, utilizing informed evidence, and not influenced by personal preferences, prejudice, or opinions. |
| Fair | The policies apply equally to all bidders/requisitions. |
| Open and Transparent | There is clarity and openness about the process for arriving at procurement decisions. While promoting openness and transparency, the procurement policy is also governed by the legal considerations for confidentiality and the protection of privacy. |
| Accountable | The obligation to answer for procurement results and for the way that procurement responsibilities will be designated. |
| Efficient | Measures the quality, cost, and amount of goods and services procured as compared to the time, money, and effort to procure them. |

Policy:

All purchases with a procurement value exceeding \$50 will be bound by this policy. Different considerations apply depending on the procurement value of the purchase.

Procurement value is determined by adding up the cost of the goods and services, products or contracts including taxes (after applicable rebates), delivery and installation as well as ongoing **annual** operating costs such as training, support and maintenance. When a project involves multiple related purchases, the value is considered the cumulative value of all related procurements. For example, if you purchase a number of laptops the value would include the shipping costs, setup costs and any other related costs. If additional laptops are to be ordered for another program or accessories for the laptops are being purchased, they cannot be separated into two separate purchases. The total cost of all laptops and accessories must be considered at the same time for a total cumulative value.

Total procurement value represents the **total purchase cost** – it cannot be reduced by dividing a single procurement into multiple purchases. Multiple purchases of the same product made throughout the year using the same vendor will be considered “a total purchase” and the dollar amount of the anticipated total purchases must be considered to ensure the correct tendering process is used. For example, if you are purchasing dental supplies in January but know you will need to make two additional orders during the year of the same product you will consider what the cumulative value of all purchases to be made throughout the year will equate to. You cannot make four separate purchases to avoid the necessary steps required as part of the procurement policy.

All things being equal, goods and or services will be purchased at the most economical price. (See “General Conditions #12 below for steps when lowest quote is not selected – i.e. is not the best product or service). If in doubt about accepting a particular quote, the purchaser should consult with the applicable supervisor. For formal tenders, evaluation criteria must be developed in advance of the competitive procurement process.

When there is a Vendor of Record (VOR) on file, it will be used whenever possible, when making purchases for goods or services. If no VOR exists for the particular goods or services being requested, the tendering process outlined in Appendix A will be followed. When using a VOR, the tendering process does not need to be followed.

VORs can be found on the following website. Note that those that indicate a PFO beside them can be used by Oxford Elgin St. Thomas Public Health.

- <https://www.doingbusiness.mgs.gov.on.ca/>

Procurement will be made in accordance with the attached Appendix A - Purchasing Approval Authority Schedule and Limits - when not using a VOR.

Purchase orders must be completed and approved PRIOR to purchasing or ordering goods or services. The approved PO number should then be provided to the vendor when ordering to ensure the PO number is noted on the invoice.

Employees and Board Members of Oxford Elgin St. Thomas Public Health will not have any financial or personal interest, direct or indirect, in any transaction made with any authorized vendor. All staff members who have decision making authority or who are in a position to influence a decision about a purchase or contract will disclose in writing any personal interest (conflict) with a prospective vendor to the applicable supervisor and withdraw from the decision-making process if that is deemed appropriate. (i.e. Employees or Board Members cannot receive kickbacks for purchases or for using a particular vendor. As well, personal interest or conflict includes a family relation to a company that has submitted an RFP for your program.

The OESTHU purchasing system cannot be used for personal purchases.

When procuring goods, services and facilities, OESTHU will incorporate accessibility design criteria and features. Where applicable, procurement documents will specify the desired accessibility criteria to be met and provide guidelines for the evaluation of proposals in respect of those criteria. Where it is impractical for OESTHU to incorporate accessibility criteria and features when procuring or acquiring specific goods, services or facilities, the Director of Finance in consultation with the Accessibility Officer, will upon request, provide a written explanation.

Procedure:

Please refer to Summary of Purchasing Procedures:

1. Purchases up to \$20,000.

- Purchases over \$50 require a purchase order to be completed and approved prior to the purchase.

2. Purchases involving values of \$20,000 and up to but not including \$50,000.

- Two (2) written quotes are needed. Where it is not possible to obtain the required number of quotes, the purchaser will record the reason and consult with the applicable supervisor (See "General Conditions, #1).

3. Purchases involving values of \$50,000 and up to but not including \$100,000.

- Three (3) written quotes are needed. Where it is not possible to obtain the required number of quotes, the purchaser will record the reason and consult with the applicable supervisor (See "General Conditions, #1).

4. Purchases involving values of \$100,000 and up to but not including \$200,000.

- Subject to the exceptions outlined in Appendix E, these must be done by one of the following types of formal tender:
 - a) Request for Proposal
 - This means any form of requesting a minimum of three (3) suppliers/vendors to submit a written proposal in response to our defined requirements.
 - b) Request for Quotation
 - This means any form of requesting a minimum of three (3) suppliers/vendors to submit a written quote in response to our defined requirements.

5. Purchases involving a value of \$200,000 or more.

a) Invitational Competitive Request for Proposal

- This means any form of requesting a minimum of three (3) suppliers to submit a written proposal in response to our defined requirements.

OR

b) Open Competitive Request for Proposal

- This means that proposals must be solicited through a system that is readily accessible by all Ontario suppliers.

AND

c) Board of Health Approval

- All purchases of \$200,000 or more require Board of Health approval.

General Conditions:

1. The only reasons that would justify not obtaining the required quotes would include (documentation must be attached to the quote or invoice detailing the conditions below which were met):

a.) the goods or services are only available from a single source

b.) it is a bulk multiple partner purchase (e.g. several health units in the southwest region)

c.) the selection of the supplier is governed by legislation or Board policies

d.) the vendor has expertise that cannot reasonably be provided by another vendor

e.) multiple quotes were obtained when goods were purchased within the last two to three years and pricing has not increased beyond inflationary levels

f.) a situation where money has been received from our funders with a very short timeline (in most cases, less than 3 months) in which to spend the funds and approval from the Manager of Finance has been obtained.

g.) An emergency (as defined below) has arisen in which goods or services are urgently required and time constraints do not allow for the following of normal procurement policies. Decisions for emergency purchasing will be made in consultation with the Chief Executive Officer or his/her designate. "Emergency" includes:

- an imminent or actual danger to the life, health or safety of a member of the Board of Health, student or an employee while acting on Oxford Elgin St. Thomas Health Unit's behalf;
- an imminent or actual danger of injury to or destruction of real, or personal property belonging to the Board of Health;
- an unexpected interruption of an essential public service;
- an emergency as defined by the Emergency Plans Act, R.S.O. 1990, Chapter E.9 and the emergency plan formulated thereunder by Oxford Elgin St. Thomas Health Unit;
- a spill of a pollutant as contemplated by Part X of the Environmental Protection Act, R.S.O. 1990, Chapter E.19
- mandate of a non-compliance order (i.e. Ministry of Labour order);

2. Price quotes must be obtained periodically (at least every three years) for purchases of recurring items with a commitment under \$20,000 per year (e.g. copy paper, printing, certain departmental supplies) and purchases of recurring service (e.g. graphic design).
3. All contracts must not exceed a period of three years with the ability to extend the contract up to five years (in total) at which point the process must be reviewed again and the appropriate process (quotes, RFP, RFQ, etc.) must be requested on the goods or services.
4. All office related furniture, technology and equipment purchases (e.g. computers, laptops, phones, printers and all other electronic devices etc.) must be approved by the Office Manager in addition to whatever dollar threshold approvals are required.
5. The source of supply is to be determined by the person requisitioning in consultation with the approver of the purchase.
6. The date that goods or services have been invoiced determines the fiscal year in which the purchase has been recorded.
7. Prepayment for goods and services is discouraged but may be approved in exceptional circumstances where the monetary value is less than \$5,000, or as otherwise agreed to by either the Director of Finance or his/her designate. Prepayment is appropriate for staff education registration expenses and some memberships.
8. WSIB or equivalent insurance coverage must be confirmed (copy of the WSIB certificate) before outside contractors are permitted to do work that involves altering, repairing or maintaining our premises and equipment.
9. Wherever possible and practical, OESTHU will purchase locally made products and services.
10. The supervisor and Director of Finance are to ensure that the provisions of this purchasing policy are being followed when invoices are being presented for payment.
11. OESTHU will accept the lowest bid meeting the requirements specified for the procurement or document rationale for not doing so choosing the lowest bid. Documentation should be noted by the approving supervisor and attached to the quotes or RFPs which will be filed along with all invoices.
12. OESTHU is able to maintain a vendor/consultant that has experience with the health unit even if this vendor/consultant is not the lowest cost provider of the goods or service as the value of their knowledge would exceed the cost savings. This allows OESTHU to maintain this vendor without sending out for bids.

13. All quotes received must be attached to the invoice for the goods/service purchased. If the lowest quote was not selected for purchase the rationale must be attached to the quote selected as well.

Purchasing Approval Authority Schedule and Limits

| Types of Procurement | Total Procurement Value | Tendering Process Required |
|----------------------------|---|--|
| Petty Cash | Up to and including \$50.00 | Not required |
| Purchase Order | Over \$50.00 and up to but not including \$20,000 | Not required |
| Purchase Order/Contractual | \$20,000 and up to but not including \$50,000 | 2 quotes required |
| Purchase Order/Contractual | \$50,000 up to but not including \$100,000 | 3 quotes required |
| Purchase Order/Contractual | \$100,000 up to but not including \$200,000 | Invitational or open Request for Proposal or Request for Quotation |
| Purchase Order/Contractual | \$200,000 or more | Invitational or open competitive RFP |

Approval Levels:

- Supervisors that have the authority to initiate and authorize purchases within their own approved program budgets may do so; however, amounts exceeding their limits must be approved by an individual with signing authority.
- Purchases of \$10,000 or more require two (2) approvals.
- Purchases over \$50,000 or more require two (2) approvals, one of which must be the Chief Executive Officer or his/her designate.
- Purchases in excess of \$200,000 require Board of Health approval.

Request for Proposals (RFPs) and Request For Quotations (RFQs)

- When completing an RFP or an RFQ, the ESTPH template must be used. The “standard” template will be used in most cases; however, in the event that the “simple” template version is required, consultation with the Director of Finance is required in advance. There are examples provided as well to help with customizing the template. Templates can be found using the following links:
 - [Appendix C: RFP & RFQ Template \(simple\)](#)
 - [Appendix D: RFP & RFQ Template \(standard\)](#)
- When an RFP/RFQ has been completed, a selection committee will be formed to

review the received RFPs/RFQs. The team will consist of at least two (2) individuals, including the one who prepared the RFP/RFQ and at least one manager. The Appendix A “RFP/RFQ Rating Overview” document should be used to track the selection committee’s review and assessment of the submitted RFP/RFQ.

- [Appendix A: RFP & RFQ Ratings](#)
3. When the RFP/RFQ review process has been completed, the Appendix B “RFP/RFQ Recommendation for Hire” document will be completed and signed by the Director of Finance for those under \$200,000. Any exceeding \$200,000 should be signed by the Chief Executive Officer as well.
- [Appendix B: RFP & RFQ Recommendation for Hire](#)
4. The RFP/RFQ documents will all be stored together along with the final contract in the Contractor Database. Included in the supporting documents should be:
- Original RFP/RFQ
 - Any Addendums issued
 - All submitted RFP/RFQs
 - Selection Committee members and notes from review
 - Recommendation for Hire
 - RFP Rating overview
 - Letter issued to company selected

Exceptions to RFP/RFQ Requirements

- Where an unforeseen situation of urgency exists and the goods or services cannot be obtained by means of a competitive procurement process, please see General Conditions – “Emergency”.
- Where the matter involved is confidential or privileged and the disclosure of those matters could reasonably be expected to compromise confidentiality.
- Where a competitive process could interfere with security.

Note: As a Board of Health, the Broader Public Sector Expenses, Perquisites and Procurement Directives do not apply. Boards of Health are exempt for the following reasons:

1. As defined in the Act
2. As defined under the “publicly funded organization” definition in the Act
3. Refer to the definitions of “public funds”, “publicly funded organizations” and “agency of the Government of Ontario” under the Act and to Regulation 146/10 under the Public Service of Ontario Act, 2006 for a list of public bodies.

Exclusions

The following purchases of goods and services are excluded from the Procurement Policy:

1. Purchases under the petty cash category.
2. Training and Education including:
 - Conferences
 - Courses
 - Conventions
 - Subscriptions
 - Memberships
 - Association fees
 - Periodicals
 - Seminars
 - Staff development
 - Staff workshops
3. Refundable Employee Expenses including:
 - Cash advances
 - Meal allowance
 - Travel expenses
 - Accommodation
 - Miscellaneous program supplies and materials
4. Employer's General Expenses including:
 - Payroll deduction remittances
 - Medicals
 - Tax remittances
5. Licenses, certificates, and other approvals required.
6. Professional and skilled services to clients as part of Oxford Elgin St. Thomas Health Unit programs including but not limited to medical services (clinics).
7. Other professional and special services up to \$100,000 including:
 - Accounting and auditing services
 - Legal services
 - Group benefits (i.e. Employee Assistance Program [EAP])
 - General Liability Insurance
 - Human Resources & Labour Relations Consulting
 - Realty services regarding the lease, acquisition, demolition, Sale of Land and/or Appraisal of Land.



APPOINTMENTS TO THE BOARD REPORT

Open Session

MEETING DATE: May 1, 2018

SUBMITTED BY: Cynthia St. John

SUBMITTED TO: Board of Health
 Finance & Facilities Standing Committee
 Governance Standing Committee
 Transition Governance Committee

PURPOSE: Decision
 Discussion
 Receive and File

AGENDA ITEM # 6.3

RESOLUTION # (2018-BOH-0501-6.3)

MOTION: (2018-BOH-0501-6.3 a/b)
 That the Southwestern Public Health appoint members of the Board to the Board of Health Finance & Facilities Standing Committee and the Governance Standing Committee.

Presuming that the Board of Health approves the Transition Governance Committee recommendations concerning the Finance & Facilities and Governance Standing Committees, the following number of Board members are needed:

| Standing Committee Name | # of members required | # of meetings per year | Additional Notes |
|-------------------------|--|---|---|
| Finance & Facilities | 4 (1 must be the Chair or Vice Chair) | 4 (additional meetings may be held at the call of the Chair) | Meetings held quarterly, likely the same dates as Board meetings. |
| Governance | 4 (1 must be the Chair or Vice Chair) | 3-4 (additional meetings may be held at the call of the Chair) | Meetings scheduled on non-Board meetings dates |

Please refer to the Terms of Reference attached for each standing committee in 6.2 of this agenda for further information on these committees.

It would be appreciated if the Board could decide at this meeting as to which members will serve on which standing committees so meeting dates can be coordinated as soon as possible.