



**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, Chief Executive Officer  
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**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:

"Act" means the *Health Protection and Promotion Act*, R.S.O. 1990, c. H.7, as amended;

- a. "Board" means the Board of Health for the OXFORD ELGIN ST. THOMAS HEALTH UNIT o/a Southwestern Public Health;
- b. "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;
- c. "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;
- d. "Municipal Act" means the *Municipal Act*, 2001, S.O. 2001, c. 25, as amended;
- e. "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;

- f. 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;
- g. Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders;
- h. 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
- i. 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. Duty of Board of Health.

Every board of health, shall superintend, provide or ensure the provision of the health programs and services required by this Act and the regulations made thereunder to the persons who reside in the health unit served by the board, and shall perform such other functions as are required by or under the Act or any other applicable legislation.

### 4. 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.

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 is ideal, recognizing the Lieutenant Governor can appoint one less than the total number of municipal appointees.

5. Ex-Officio Members.

The Chief Executive Officer and Medical Officer of Health are ex- officio members of the Board.

6. Secretary-Treasurer.

The Chief Executive Officer shall be duly appointed as Secretary- Treasurer of the Board.

## ATTENDANCE FOR THE BOARD OF HEALTH MEETINGS

7. 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.

8. 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.

9. Recording Secretary.

The Executive Assistant to the Chief Executive Officer shall be the Recording Secretary of the Board meetings.

10. 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.

11. 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 10, above, shall not apply.

## BOARD MEMBERS

12. 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.

13. 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.

The term of office of a provincial appointee of the Board continues for the duration of the appointment as outlined by the Lieutenant Governor's appointment notification.

**14. 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. Regardless of whether the member is municipally appointed or appointed by the Lieutenant Governor, no person whose services are employed by the Board is qualified to be a member of the Board.

**15. 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.

**16. Oath of Confidentiality.**

Every 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

**17. First Meeting of the Year.**

The Board shall hold its first meeting of the year not later than the first day of March.

**18. 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.

**19. 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.

**20. 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.

**21. Notice.**

Members of the Board will be notified of any special meetings by email and board portal.

## 22. 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.

## 23. 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.

## 24. 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.

## 25. 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, counted in quorum and in voting.

## 26. 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.

## 27. 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

### 28. 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 with 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.

### 29. Registry.

The Board shall establish and maintain a registry in which it shall keep a copy of each statement filed and a copy of each declaration recorded pursuant to section 28 hereof. Access to the registry shall be available for public inspection in the manner and during the time that the Board may determine.

### 30. 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

### 31. 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.

### 32. 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.

### 33. 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. Any minutes that were not circulated in advance but read by the Secretary-Treasurer in accordance with this provision shall be placed on the agenda of the next meeting of the Board for the purposes of entertaining a motion for the adoption of such minutes, either as read or in the case of corrections, approved and adopted as amended with the amendments specifically stated.

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.

### **34. Reports.**

The Chief Executive Officer's report, Medical Officer of Health's report, and any other specific reports are to be provided in writing to the Board approximately one week prior to the meeting. In some circumstances, a revised report, verbal 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**

### **35. 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. Reminder that meetings are recorded for minute-taking purposes and for public viewing on an electronic platform or platforms of the Board's choosing;
- f. Staff Reports/Presentations;
- g. Closed Session – motion to go into Closed Session;
- h. Rising and Reporting of Closed Session; and
- i. Adjournment.

## **ORDER OF BUSINESS FOR SPECIAL MEETINGS**

### **36. Drafting the Agenda.**

An agenda shall be drafted by the Secretary-Treasurer and approved by the Chair of the Board.

### **37. 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.

### **38. Additional Business.**

The agenda shall not contain business other than those subjects for which the special meeting was called.

### **39. 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.

#### **40. 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**

#### **41. 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.

#### **42. 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.

#### **43. Selection of Speakers.**

Every member, before speaking, shall ask permission to speak and address the Chair as "Chair". The Chair, if the request is in order, shall grant permission to speak and address the member as "Member (last name)" in the case of a board member and "Staff position title and first name" in the case of a staff member. 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.

#### **44. 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.

#### **45. 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.

**46. 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 meeting, 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

**47. 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.

**48. 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 read 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.

**49. 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.

**50. 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.

**51. 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

**52. 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

### 53. 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 or more of the following categories provided for in the *Municipal Act, 2001, as amended*:

- a) the security of the property of the Board;
  - b) personal matters about an identifiable individual, including Board employees;
  - c) a proposed or pending acquisition or disposition of land by the Board;
  - d) labour relations or employee negotiations;
  - e) litigation or potential litigation, including matters before administrative tribunals, affecting the 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 an act other than the *Municipal Act*;;
  - h) information explicitly supplied in confidence to the 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 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 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 Board.
- 
- a) The Board shall resolve to go into Closed Session if the subject matter to be considered falls within one or more of the following categories provided for in the *Municipal Act, 2001, as amended*: a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the Board is the head of an institution for the purposes of that Act; or
  - b) an ongoing investigation respecting the Board by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of the *Municipal Act, 2001*, or the investigator referred to in subsection 239.2 (1) of the *Municipal Act, 2001*.

### 54. Procedural Votes.

Only procedural votes or those related to the giving of advice and direction to staff can take place in Closed Session.

**55. 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.

**56. Rules.**

Rules of the Board shall be observed in the Closed Session meeting except those limiting the number of times a member may speak.

**57. Quorum Voting.**

The rules for quorum and voting shall be the same for the Closed Session as for the open session.

**58. Questions of Order.**

Questions of order arising in the Closed Session shall be decided by the Chair.

**59. Agenda.**

A written agenda shall be prepared by the Secretary-Treasurer for every Closed Session meeting and approved by the Board Chair.

**60. Completion of the Closed Session.**

The Board shall rise with a report upon completion of the Closed Session.

**61. 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 or Board Standing and/or Ad hoc Committee Chair 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.

**62. 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.

**63. 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.

**64. 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.

**65. 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

**66. Chief Executive Officer.**

The Chief Executive Officer will chair the first Board meeting of the year until a Chair has been elected.

**67. 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. In extenuating circumstances, for which an explanation is provided to the Board, an officer may serve for a second consecutive year subject to being elected and qualified.

**68. Vacancy.**

Any Chair or Vice Chair vacancy shall be filled by a special election held at the next meeting following announcement of the vacancy.

**69. 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.

**70. 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.

**71. 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.

**72. 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.

**73. 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.

**74. Notice and Attendance.**

The Board shall not vote on the dismissal of the Medical Officer of Health, an Associate Medical Officer of Health, or the Chief Executive Officer unless the Board has given to the Medical Officer of Health, Associate 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, Associate 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.

**75. 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

### 76. 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. Electronic participation in such meetings is allowable, including being counted in quorum and voting.

## RULES OF ORDER

### 77. Robert's Rules of Order.

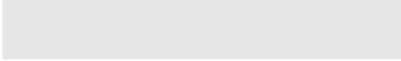
The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

## AFFILIATION

### 78. 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, Canadian Public Health Association, etc.) as needed and at the discretion of the Chief Executive Officer. 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 1<sup>st</sup> day of **May, 2018**.



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Chair, Board of Health

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Chief Executive Officer

By-Laws were amended by resolution of the Board dated the 1<sup>st</sup> day of **September, 2022** (2022-BOH-0901-5.2B).



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Chair, Board of Health



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Chief Executive Officer

By-Law No. 1 was reviewed, amended, and approved by resolution of the Board dated the **1st day of September, 2024** (2024-BOH-0627-5.2.1).

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Chair, Board of Health

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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:**

**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. Financial Responsibility.

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. Designation.

All matters related to the financial affairs of the Board shall be carried out by the Chief Executive Officer or their designate.

## 4. Signing Authority.

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. Duties of the Financial Designate.

The Chief Executive Officer or their designate shall:

- a. After consultation with and input from appropriate Oxford Elgin St. Thomas Health Unit staff, prepare 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 liabilities.
- 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. Appointment of Auditor.**

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. Duties of the Auditor.**

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 1<sup>st</sup> day of **May, 2018**.



Chair, Board of Health

Chief Executive Officer

By-Law No. 2 was reviewed and approved by resolution of the Board dated the 1<sup>st</sup> day of **September, 2024** (2024-BOH-0627-5.2.1).

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. Responsibility

(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:

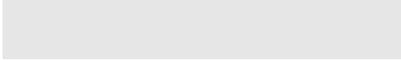
- a. The repair and maintenance of building systems such as heating and cooling systems, roof, structural work, plumbing, electrical systems;
- b. The repair and maintenance of the parking areas and exterior of buildings, where applicable;
- c. The care and upkeep of the grounds of the property, where 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. Compliance

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 1<sup>st</sup> day of **May, 2018**.



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Chair, Board of Health

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Chief Executive Officer

By-Law No. 3 was reviewed and approved by resolution of the Board dated the **1st** day of **September, 2024** (2024-BOH-0627-5.2.1).

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Chair, Board of Health

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Chief Executive Officer

## REFERENCES

1. *Health Protection and Promotion Act, R.S.O. 1990, c. H.7*  
<https://www.ontario.ca/laws/statute/90h07>
2. *Municipal Act, 2001, S.O. 2001, c. 25*  
<https://www.ontario.ca/laws/statute/01m25>
3. *Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50*  
<https://www.ontario.ca/laws/statute/90m50/v15?search=e+laws#BK3>
4. *Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, C. M.56*  
<https://www.ontario.ca/laws/statute/90m56#BK15>
5. Robert, Henry M., III, et al. *Robert's Rules of Order Newly Revised*. 12th ed., PublicAffairs, 2020.