Our Vision: Healthy People in Vibrant Communities

Governance Standing Committee Meeting Open Session Agenda

Virtual participation via MS Teams
Monday, March 2, 2026 at 10:00 a.m.

1.0 Convening the meeting

1.1 Call to order (recognition of quorum)
1.2 Approval of Agenda
1.3 Reminder to disclose any pecuniary interest and the general nature thereof when the item arises, including interests related to a previous meeting the member did not attend.
1.4 Reminder that meetings are recorded for minute-taking purposes.

2.0 Approval of minutes

2.1 Minutes from September 15, 2025

3.0 Approval of consent agenda items

- No items.

4.0 Correspondence received requiring action

- No items.

5.0 Agenda items for information, discussion, and decision

5.1 Chief Executive Officer's Report for March 2, 2026

6.0 New business/other

- No items this month.

7.0 Closed session

Motion to move into a closed session to discuss the following matters pursuant to the Municipal Act, 2001:

- (b) personal matters about an identifiable individual, including municipal or local board employees

8.0 Rising and reporting

9.0 Future meetings and events

- Governance Standing Committee Meeting: Monday, June 1, 2026 at 10:00 a.m.
- Virtual participation via MS Teams

10.0 Adjournment

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Governance Standing Committee Meeting

Monday, September 15, 2025

MINUTES

A meeting of the Board of Health Governance Standing Committee for Oxford Elgin St. Thomas Health Unit was held on Monday, September 15, 2025 via MS Teams commencing at 10:00 a.m.

PRESENT:

Mr. G. Jones	Committee Member (Chair)
Mr. L. Rowden	Committee Member
Mr. M. Peterson	Committee Member
Mr. D. Shinedling	Committee Member
Ms. C. St. John	Chief Executive Officer
Ms. W. Lee	Executive Assistant

REGRETS:

Mr. S. Molnar	Committee Member

L. Rowden joined at 10:23am; M. Peterson left at 10:35am; S. Molnar sent his regrets.

1.2 AGENDA

Resolution # (2025-GSC-0915-1.2)
Moved by M. Peterson
Seconded by D. Shinedling

That the Agenda for the September 15, 2025 Governance Standing Committee (GSC) be approved.

Carried.

1.3 REMINDER TO DISCLOSE CONFLICT OF INTEREST, PECUNIARY INTEREST AND THE GENERAL NATURE THEREOF WHEN ITEM ARISES.

1.4 REMINDER THAT MEETING ARE RECORDED FOR MINUTE TAKING PURPOSES.

2.1 APPROVAL OF MINUTES

Resolution # (2025-GSC-0915-2.1)
Moved by D. Shinedling
Seconded by M. Peterson

That the minutes from the Governance Standing Committee meeting held May 26, 2025 be approved.

Carried.

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3.0 CONSENT AGENDA

None.

4.0 CORRESPONDENCE RECEIVED REQUIRING ACTION:

None.

5.0 AGENDA ITEMS FOR INFORMATION.DISCUSSION.DECISION:

None.

6.0 NEW BUSINESS/OTHER

7.0 CLOSED SESSION

Resolution # 2025-GSC-0915-C7
Moved by M. Peterson
Seconded by D. Shinedling

That the Governance Standing Committee moves to closed session in order to consider one or more of the following concerns as outlined in the Ontario Municipal Act:

That the Board of Health move to closed session in order to consider one or more the following as outlined in the Ontario Municipal Act:

(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.

Carried.

8.0 RISING AND REPORTING OF THE CLOSED SESSION

Resolution # 2025-GSC-0915-C8
Moved by D. Shinedling
Seconded by L. Rowden

That the Board of Health rise with a report.

Carried.

Resolution # 2025-GSC-0915-C3.1-2.0
Moved by L. Rowden
Seconded by D. Shinedling

That the Governance Standing Committee recommends to the Board of Health that the BOH Mentorship Guidance be approved as amended.

Carried.

Resolution # 2025-GSC-0915-C3.1-3.0
Moved by D. Shinedling
Seconded by L. Rowden

That the Governance Standing Committee recommends to the Board of Health that BOH-GOV-090 Board Standing Committee Membership policy be approved as amended.

Carried.

Resolution # 2025-GSC-0915-C3.1-4.0
Moved by L. Rowden
Seconded by D. Shinedling

That the Governance Standing Committee recommend approval of the 2025 Risk Register with Mitigation Strategies to the Board of Health as presented.

Carried.

Resolution # 2025-GSC-0915-C3.1-5.0
Moved by D. Shinedling
Seconded by L. Rowden

That the Governance Standing Committee recommend approval of the 2026 Risk Register to the Board of Health as presented.

Carried.

Resolution # 2025-GSC-0915-C3.1
Moved by L. Rowden
Seconded by D. Shinedling

That the Governance Standing Committee accept the Chief Executive Officer's report for September 15, 2025.

Carried.

9.0 FUTURE MEETINGS & EVENTS

The meeting adjourned at 11:19 a.m.

10.0 ADJOURNMENT:

Resolution # 2025-GSC-0915-10

Moved by D. Shinedling
Seconded by L. Rowden

That the meeting adjourn to meet again in 2026 or at the call of the Chair.

Carried.

Confirmed: _____

Chief Executive Officer Report

Governance Standing Committee Open Session

Meeting date:	March 2, 2026
Submitted by:	Cynthia St. John, Chief Executive Officer (written as of February 23, 2026)
Submitted to:	Board of Health
Purpose:	☐ Decision ☐ Discussion ☒ Receive and file
Agenda item #	5.1
Resolution #	2026-GSC-0302-5.1

1.0 Governance Standing Committee Terms of Reference review (decision):

The Governance Standing Committee will conduct its biennial review of its Terms of Reference (ToR) to ensure they remain current, relevant, and aligned with the Board of Health's by-laws, legislative responsibilities, and governance best practices. This review provides an opportunity to confirm that the ToR continue to clearly support the Committee's oversight of key governance functions such as member orientation and competency, Board meeting evaluation, policy and by-law review, and risk oversight.

As outlined in the ToR's Terms of Office, Committee members serve a minimum two-year term to support continuity. The current roster has reached the end of this term, and members are asked to consider whether they wish to continue serving on the Committee and confirm their interest.

No changes to the current Terms of Reference are being proposed at this time, and this review serves to reaffirm the Committee's mandate and continued alignment with good governance practices.

Motion: 2026- GSC-0302-5.1-1.0
That the Governance Standing Committee recommend the Board of Health approve the Governance Standing Committee Terms of Reference as presented.

2.0 Board of Health remuneration policy review (decision):

The Governance Committee is asked to review and recommend proposed updates to Policy BOH-FIN-020 to ensure the Board's compensation framework remains equitable and reflective of modern governance demands. The primary adjustment clarifies that "official business" includes formal representation on external boards or committees where a member is appointed to act on behalf of Southwestern Public Health. This change ensures that members are fairly remunerated for their time and reimbursed for travel expenses when performing these specific advocacy and liaison roles, provided they are not already receiving compensation from the external organization.

Additionally, the revised policy introduces a provision for extraordinary circumstances to address rare instances where the Chair must dedicate significant additional hours to a specific Board matter, such as but not limited to, a public health crisis or major organizational transition. While the Chair receives a standard annual honorarium, this new clause allows for approval of supplemental remuneration at the existing daily rates of $125.00 or $175.00 to account for these intensive periods. These updates align with the Health Protection and Promotion Act and ensure that the administrative procedures for quarterly payments and expense reporting remain transparent and consistent across all member activities.

Motion: 2026- GSC-0302-5.1-2.0
That the Governance Standing Committee recommend the Board of Health approve the amendments to policy *BOH-FIN-020 Remuneration and Expenses* as presented.

Motion: 2026- GSC-0302-5.1
That the Governance Standing Committee accept the Chief Executive Officer's Open Session Report for March 2, 2026.

TERMS OF REFERENCE

Southwestern Public Health
Governance Standing Committee

Membership:

- A minimum of 5 and a maximum of 6 Board members, one of which must be the Chair or Vice Chair of the Board of Health, serves as Chair of this Committee.
    - **Note**: The Chair of this Standing Committee cannot serve as the Chair of the other Board Standing Committee (Finance and Facilities).
- The Chief Executive Officer is an ex-officio member of the Committee, non-voting. Other staff may attend as required and are 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;
- Review and recommend to the BOH a risk register for the Health Unit which includes but is not limited to the areas of human resource succession planning, information technology, surge capacity planning, operational risks and legal issues; and
- Ensure performance development reviews for the CEO and the MOH are completed in accordance with policy.

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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 virtually or in person at one of the public health offices.

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,
e. Review and approve the draft minutes before distribution to the Committee members, and
f. Review draft reports to the Board of Health of Committee discussions and recommendations.

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,
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:

- 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.

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Minutes:

- Minutes of the Committee shall be taken by the Executive Assistant, reviewed by the CEO, approved and signed by the Committee 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 majority of the members of the Committee (50% + 1 of committee members appointed).
- 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:

Initial Date: May 1, 2018 by OESTHU Board of Health
Revision: February 3, 2022 by OESTHU Board of Health
(Motion #2022-BOH-0203-5.1)

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BOARD OF HEALTH

SECTION:	Financial	APPROVED BY:	Board of Health
NUMBER:	BOH-FIN-020	REVISED:	June 2024
DATE:	May 1, 2018		

Board Members' Remuneration and Expenses

PURPOSE:

To ensure Board of Health (BOH) 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 BOH work from their council, Oxford, Elgin, St. Thomas Health Unit (OESTHU) will not issue payment for the same.
- Official Business Definition: For the purposes of this policy, such business includes official meetings at which the member represents the Board, participation on external boards or committees as a formal representative or appointee of SWPH, and attendance at conferences
    - Note: This 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 BOH 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 the Board member (excluding municipal members receiving remuneration from their council) on a quarterly basis.
   i) Remuneration in the amount of $125.00 per day for attending meetings/orientation sessions of three (3) hours or less.
   ii) Remuneration in the amount of $175.00 is paid when the total time spend attending meetings/orientation sessions in a day is more than three (3) hours.

~~ii)~~d) External appointments: Board members (including the Chair) serving as an official representative of SWPH on external boards or committees are entitled to remuneration and expense reimbursement for attendance at those meetings at the rates established in the points above, provided remuneration is not already provided by the external organization.

~~d)~~e) Chair's Annual Remuneration: A one-time payment of $400.00 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.

f) Extraordinary circumstances: in addition to the annual payment, the Chair may be eligible for additional remuneration in extraordinary circumstances where significant additional hours are required regarding a specific Board of Health matter.
   i) A detailed account will be sent to the CEO for review and ~~P~~payment will be issued by the finance team at the daily rates specified in point C.

~~e)~~g) Board members who carpool must notify the Executive Assistant of these arrangements at the corresponding meeting~~,~~ to ensure appropriate mileage reimbursement is paid.

~~f)~~h) Finance will issue payment to the Board member on a quarterly basis following receipt of the remuneration form from the Executive Assistant.

2) Other Expenses
   a) Mileage: R ~~r~~eimbursement is in accordance with the current non-union mileage allowance and non-union policy for travel for BOH meeting/functions per kilometre for all travel from the Board member's home to the BOH meeting/function.
   b) General Expenses: 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.
      ~~b)~~i) Note: Itemized receipts are required.
   c) Exclusions: Expenses incurred with respect to accompanying spouse/family/friend are the responsibility of the Board member.

3) Expense Reports
   a) Following SWPH-issued quarterly payments, Board members will receive a report, via email, noting dates and meetings attended within the payment period and the amount paid for each, from the Executive Assistant.

REFERENCES (including relevant legislation):

- Section 49, Health Protection and Promotion Act.

- 2(4) Health Protection and Promotion Act

NOTE:
Minor Amendment made by CEO March 20, 2023, re: adding orientation session in #1 for procedure clarification.

COMPLIANCE:

Non-compliance with this policy and any associated procedures may result in appropriate disciplinary measures.

REVISION DATES:

March 2024
June 2024

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Accessible Document