## South East Health Unit

formerly -







# BOARD OF HEALTH MEETING AGENDA PACKAGE

WEDNESDAY, June 25, 2025 at 10:00 a.m. 221 Portsmouth Avenue, Kingston

Please note there will be a Closed Session component to this meeting.

## **Microsoft Teams**

Join the meeting now

Meeting ID: 251 534 994 333 7

Passcode: it7Wm63T

To ensure a quorum we ask that you please RSVP to kathleen.thompson@kflaph.ca or 613-549-1232 x 1147.

## South East Health Unit

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## BOARD OF HEALTH AGENDA Wednesday, June 25, 2025 – Kingston Office

#### 1. CALL TO ORDER

#### 2. LAND ACKNOWLEDGEMENT

South East Health Unit is located on the traditional territory of Indigenous peoples dating back countless generations. We would like to show our respect for their contributions and recognize the role of treaty making in what is now Ontario. Hundreds of years after the first treaties were signed, they are still relevant today.

#### 3. ROLL CALL

#### 4. APPROVAL OF THE AGENDA

**MOTION**: THAT the Board of Health approve the agenda for June 25, 2025 with one change: move the Closed Session (Item #8) to the end of the meeting to be addressed after the Information Items (Item #11).

#### 5. APPROVAL OF THE MINUTES OF PREVIOUS MEETING

Schedule 5

**MOTION:** THAT the Board of Health approve the minutes of the meeting held on May 28, 2025 as circulated.

#### 6. DISCLOSURE OF PECUNIARY INTEREST

#### 7. COMMITTEE REPORTS

- 7.1 Governance Committee Verbal Update Mayor Robin Jones
  - 7.1.1 Board of Health Self-Evaluation Policy

Schedule 7.1.1

7.1.2 Risk Intelligence Policy

Schedule 7.1.2

**MOTION:** THAT the Board of Health approve the following recommendations from the Governance Committee:

THAT the SEHU Board of Health Self-Evaluation Policy and Risk Intelligence Policy be approved as circulated.

## 7.2 Finance Committee Verbal Update – Councillor Anne-Marie Koiner

#### 8. CLOSED SESSION

**MOTION:** THAT the Board of Health convene in closed session for the purposes of a discussion as it relates to Section 239(2) of the Municipal Act, and more specifically (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 or the Agency.

#### 9. RISING AND REPORTING OF CLOSED SESSION

**MOTION:** THAT the Board of Health endorse the actions approved in the closed session and direct staff to take appropriate action.

#### **10. NEW BUSINESS**

## 10.1 By-laws, Policies & Procedures Amendments

Schedule 10.1

**MOTION**: THAT the Board of Health approve the addition of Vice Chair to both the Governance Committee and the Finance Committee Terms of Reference as circulated; AND

THAT updates to By-law No. 1 be approved as circulated.

## 10.2 Merger Updates

Schedule 10.2

**MOTION**: THAT the Board of Health receive the merger update report as circulated.

## 10.3 **Board of Health Meeting in August**

**MOTION**: THAT the Board of Health approve the cancellation of the meeting of the Board as set for August 27, 2025.

## 11. INFORMATION ITEMS (see website)

Schedule 11

**MOTION:** THAT the Board of Health receive the information items as circulated.

#### 12. ADJOURNMENT

**MOTION:** THAT this Board of Health meeting be adjourned.

## South East Health Unit

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Schedule 5







# BOARD OF HEALTH MEETING OPEN SESSION MINUTES

Wednesday, May 28, 2025 - Belleville Office

Minutes of the meeting of the South East Health Unit held at 179 North Park Street in Belleville, ON, through in-person and ZOOM virtual attendance.

#### In-Person attendance:

Dr. Jeffrey Allin Councillor Conny Glenn Councillor Judy Greenwood-Speers

Mayor Robin Jones Councillor Sean Kelly Councillor Michael Kotsovos

Mayor Jan O'Neill Melanie Paradis Barb Proctor

Councillor Bill Roberts

Virtual attendance:

Stephen Bird Councillor Peter McKenna Councillor Anne-Marie Koiner

Councillor Jeff McLaren Dr. David Pattenden Chris Seeley

Warden Nathan Townend

Regrets Officer

Reeve Richard Kidd Dr. Piotr Oglaza

1. CALL TO ORDER – Chair O'Neill called the meeting to order at 10:02 a.m.

#### 2. LAND ACKNOWLEDGEMENT

Chair O'Neill spoke the legacy HPE land acknowledgement.

3. ROLL CALL - Conducted by Catherine Lovell, Executive Assistant.

### 4. APPROVAL OF THE AGENDA

It was MOVED by Councillor Roberts and seconded by Representative Proctor THAT the Board of Health approve the agenda for May 28, 2025 with the addition of one item; 9.3 under New Business – Ticks and Pharmacies. Mayor Jones queried when and how items can be added to the agenda.

CARRIED

## 5. APPROVAL OF THE MINUTES OF PREVIOUS MEETING

It was MOVED by Councillor Kelly and seconded by Mayor Jones THAT the Board of Health approve the minutes of the meeting held on April 23, 2025 as circulated.

**CARRIED** 

6. DISCLOSURE OF PECUNIARY INTEREST - None

#### 7. COMMITTEE REPORTS

## 7.1 Governance Committee Update

## 7.1.1 alPHa Board of Health Training

It was MOVED by Councillor McKenna and seconded by Councillor Glenn THAT the Board of Health approve the recommended date of June 25, 2025 for this training.

**CARRIED** 

The training will be *BOH Governance* and will take place on the afternoon of June 25 in Kingston after the regular board meeting and will be facilitated by the Association of Local Public Health Agencies.

It was also noted there will be another date set, tentatively September 24, for a more robust team building exercise for board members.

## 7.1.2 South East Health Unit Operating Name

It was MOVED by Representative Paradis and seconded by Councillor Roberts THAT the Board of Health approve the recommendation to adopt the operational names of the new Health Unit as: Southeast Public Health (SEPH) and Santé publique du Sud-Est (SPSE).

CARRIED

#### 8. STAFF REPORTS

#### 8.1 Innovation and Revenue Generation

Dr. Hugh Guan outlined our efforts in this area, highlighting how our epidemiologists and researchers provide both general and specialized expertise in data collection, analysis, and dashboard development for community partners who lack in-house capacity. These services are offered on a fee-for-service basis, generating revenue that supports the agency.

8.2 **SPRITE in Action**: Advancing Syphilis Testing and Treatment through Community Engagement. This topic was presented by Stephanie Vance, Public Health Nurse. She emphasized the value of this testing in serving vulnerable populations, noting that nurses receive results within 60 seconds, enabling prompt treatment and engagement with individuals who may have limited access to care.

Representative Paradis left the meeting at this point (11:34 a.m.).

## 8.3 Measles Update

Presented by Dr. Ethan Toumishey, Deputy Medical Officer of Health-West. There have been 80 cases in our region however, as at May 15 there have been no further measles cases so there is unlikely to be any further

community transmission in the area.

It was MOVED by Councillor Kelly and seconded by Councillor Roberts THAT the Board of Health accept all staff reports as presented.

CARRIED

#### 9. NEW BUSINESS

## 9.1 alPHa Resolutions Package

It was MOVED by Councillor Roberts and seconded by Representative Proctor THAT the Board of Health show its support for the resolutions put forth to be voted on at the alPHa AGM by having attendee Board members vote for the resolutions as circulated.

CARRIED

## 9.2 Merger Updates and Change Readiness

It was MOVED by Councillor Glenn and seconded by Councillor McKenna THAT the Board of Health receive the merger update report and the Change Readiness Assessment report as circulated.

CARRIED

#### 9.3 Tick Bites and Pharmacies

Councillor Greenwood-Speers requested information on this topic. Dr. Oglaza responded. Ontario pharmacists have the expanded scope of practice to assess patients and prescribe medications for certain minor ailments, including post-exposure prophylaxis for Lyme disease after a tick bite. If you believe you've been bitten by a tick in a high-risk area, you can visit a local pharmacy for a consultation with a pharmacist. It is recommended that you call your pharmacy first, as not all pharmacies provide this service. They can assess your risk and, if appropriate, prescribe antibiotics like doxycycline to prevent Lyme disease.

#### 10. INFORMATION ITEMS

It was MOVED by Mayor Jones and seconded by Councillor Glenn THAT the Board of Health receive the information items as circulated.

**CARRIED** 

#### 11. ADJOURNMENT

It was MOVED by Mayor Jones and seconded by Representative Allin THAT this Board of Health meeting be adjourned at 12:10 p.m.

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Jan O'Neill.	Board Chair	

Return to Agenda

# South East Health Unit

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Schedule 7.1.1







## **Board of Health Briefing Note**

То:	South East Health Unit Board of Health
Prepared by:	Board of Health Governance Committee
Approved by:	Dr. Piotr Oglaza, Medical Officer of Health and CEO
Date:	June 25, 2025
Subject:	Policy Approvals
Nature of Board Engagement	□For Information  ☑Strategic Discussion
	⊠Board approval and motion required
	□Compliance with Accountability Framework
	□Compliance with Program Standards
Action Required:	MOTION: THAT the Board of Health approve the following recommendations from the Governance Committee: THAT the SEHU Board of Health Self-Evaluation Policy and Risk Intelligence
Background and Current Status	Policy be approved as circulated.  Described below are the recommendations being brought forward by the Governance Committee:  BOH Self-Evaluation Policy (Appendix #1)
	This policy outlines the process for the Board of Health to conduct a self evaluation every two years with specified timelines for circulation, completion and review.  Risk Intelligence Policy (Appendix #2) The current practice is to bring high-risk categories to the Board. It is being recommended that medium risks be brought to the Board if they are within the Board's control and scope and the Board has a role in decreasing the risk.
Recommendation:	The Governance Committee recommends to the Board that the above-noted policies be approved.

# SOUTH EAST HEALTH UNIT BOARD OF HEALTH POLICIES AND PROCEDURES

POLICY: Board of Health Self-Evaluation Process Original Date: June 25, 2025

NUMBER: BOH-2025-03 Revised Date: June 25, 2027

### **PURPOSE:**

To outline the Board of Health's (Board) self-evaluation process for its governance practices.

#### POLICY:

- 1. The Board shall complete an internal evaluation of its governance practices every two years.
- 2. The evaluation results will be reviewed by the Board and a list of recommendations for improvement in Board effectiveness will be developed as required.

#### PROCEDURE:

- 1. The Self-Evaluation Process will be completed during the first and third year after municipal elections.
- 4.2. The Governance Committee will review the Board self-evaluation questionnaire prior to circulation to the Board.
- 2.3. The Executive Assistant (EA) to the Medical Officer of Health (MOH) will forward each member of the Board the Evaluation Survey no later than September 30 of the evaluation year.
- 3.4. Board members will complete the survey, either electronically or in hard copy, by October 30 of the evaluation year and return the survey to the EA to the MOH.
- 5. The EA to the MOH will tabulate the results and forward to the MOH will tabulate the results and forward to the Modical Officer of Health for review to make recommendations for improvement on Board effectiveness and engagement.
- 4.6. Results of the Board self-evaluation will be forwarded to the Board to inform the future work of the Board no later than November 30 of the evaluation year.
- 5.7. The Board shall discuss the results at the next scheduled Board meeting.

# SOUTH EAST HEALTH UNIT BOARD OF HEALTH POLICIES AND PROCEDURES

Schedule 7.1.2

POLICY: Risk Intelligence Policy Original Date: June 25, 2025

NUMBER: BOH-2025-04 Revised Date: June 25, 2027

#### **PURPOSE:**

To ensure that risk intelligence is used throughout the Health Unit to guide decision-making so that the Health Unit is able to take advantage of opportunities and potential threats to the Health Unit's (HU) credibility, integrity, and ability to meet its objectives, or compromise the health and safety of its employees and/or our clients and ensure that risks are assessed, prevented, mitigated, and controlled.

#### **Definition:**

Risk Intelligence is "The organizational ability to think holistically about risk and uncertainty, speak a common risk language, and effectively use forward-looking risk concepts and tools in making better decisions, alleviating threats, capitalizing on opportunities, and creating lasting values." (C. Berinstein, Senior Audit Manager; Health Audit Services Team, Ontario Internal Audit Division-Treasury Board Secretariat)

#### POLICY:

- Risk management shall be embedded into Health Unit strategic planning, operational planning, performance management, and resource allocation decisions,
- Adverse events which occur shall be assessed for risks, and potential mitigating strategies shall be identified and implemented to decrease the risk of the event in the future.
- The Ontario Public Service Risk Management Framework (Appendix A) and the Five Step Risk Management Process (Appendix B) shall be used when conducting risk assessments and developing mitigation strategies.
- All significant risks (high risks) facing the Health Unit shall be assessed and appropriate mitigation strategies identified (prevention, early detection, recovery/corrective), and reviewed annually by the Board of Health. Medium risks will be reviewed by the Board of Health if they are within the Board's control and scope and the Board has a role in decreasing the risk.
- Mitigation strategies for significant risks to the Health Unit shall be implemented and their evaluation reviewed annually by the Board of Health.
- Board of Health Directors and the Management Team shall have the knowledge and skills, appropriate to their roles and responsibilities, to implement risk management effectively.

#### PROCEDURE:

#### Responsibilities:

#### Board of Health

- Oversees the risk management policy
- Provides input on an acceptable level of risk (level/appetite for specific risks)
- Reviews reports on risks and mitigation strategies for acceptability, and identifies if additional measures are needed.
- Identifies any behaviour that may lead to excessive risk taking, and discuss it with the Medical Officer of Health/CEO.

POLICY:	Risk Intelligence Policy		
NUMBER:	BOH-2025-04	Page:	2 of 5

#### Medical Officer of Health/CEO

• Ensures this policy is implemented, and reports on same to the Board of Health annually.

• Informs the Board of health of medium or high residual risks that may impact the Health Unit's ability to meet its objectives, or compromise the health and safety of its employees and clients, as well as the control measures in place currently and any additional ones to be put in place.

## Strategic Leadership Team Executive Committee

- Ensures a system of controls is in place to identify and prevent risks, identify and respond to threats quickly and effectively, and take advantage of opportunities that arise.
- Coordinates risk assessment, and mitigation of Health Unit wide risks.

## Directors/Managers

- Facilitates risk intelligence training and capacity building among employees.
- Facilitates the use of the Five Step Risk Management Process, where appropriate
- Develops and implements financial and other program controls to decrease risk.

## **Employees**

Identifies risk in daily work, and implements available control/mitigation measures for which the
employee has the necessary knowledge, skill and resources. Notifies management of previously
unidentified risks.

#### Consequences:

 The delivery of Health Unit programs and services could be compromised if risk is not identified and responded to appropriately. Serious occupational health and safety problems and legal liability may occur. POLICY: Risk Intelligence Policy

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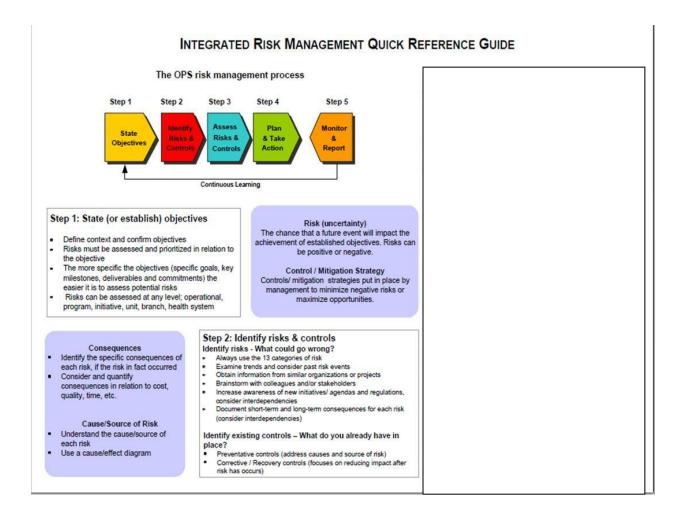
## Appendix A Ontario Public Service Risk Management Framework

	•
Risk Category	Description
People/ Human resources	Uncertainty as to the ministry's/business unit's ability to attract, develop and retain the talent needed to meet its objectives
Operational Service	Uncertainty regarding the performance of activities designed to carry out any of the functions of the ministry/unit, including design and implementation.
Political	Uncertainty of the events may arise from or impact any level of the government including the Offices of the Premier or Minister, e.g. a change in government political priorities or policy direction.
Privacy	Uncertainty with regards to the safeguarding of personal information or data, including identity theft or unauthorized access.
Security	Uncertainty relating to physical or logical access to data and locations (offices, warehouses, labs, etc.)
Stakeholder	Uncertainty around the expectations of the public, other governments, media or other stakeholders.
Strategic	Uncertainty that strategies and policies will achieve required results or that policies, directives, guidelines, legislation will not be able to adjust necessarily.
Technology	Uncertainty regarding alignment of IT infrastructure with technology and business requirements. Uncertainty of the availability and reliability of technology.
Risk Category	Description
Compliance Legal	Uncertainty regarding compliance with laws, regulations, standards, policies, directives, contracts. May expose the ministry to the risk of fines, penalties, litigation.
Equity	Uncertainty that policies, programs, services have an equitable impact on the population.
Financial	Uncertainty of obtaining, using, maintaining economic resources, meeting overall financial budgets/commitments. Includes fraud risk.
Governance, Organization al	Uncertainty of having appropriate accountability and control mechanisms such as organizational structures and systems processes. Systemic issues, culture and values, organizational capacity commitment, and learning and management systems, etc.
Information, Knowledge	Uncertainty regarding the access to or use of accurate, complete, relevant and timely information. Uncertainty regarding the reliability of information systems.
Environmen	Uncertainty usually due to external risks facing an organization including air, water, earth, forests. An example of an environmental, ecological risk would be the possible occurrence of a natural disaster and its impact on an organization's operations.

POLICY: Risk Intelligence Policy

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## Appendix B Ontario Public Service Five Step Risk Management Process



POLICY: Risk Intelligence Policy

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#### INTEGRATED RISK MANAGEMENT QUICK REFERENCE GUIDE

## RISK PRIORITIZATION MATRIX RISK I x L MPACT RISK RISK I x L 5 1 2 3 4

#### Step 3: Assess Risks & Controls

Assess inherent risks

- Inherent likelihood Without any mitigation, how likely is this risk to occur?
- Inherent impact Without any mitigation, how big will be the impact of the risk on your objective? Inherent Risk Prioritization Rate inherent likelihood, impact and proximity of the risk.
- Risk Owner Identify the specific person accountable if the risk occurs. Involve Risk Owner if not already involved.

#### Assess existing controls

- Controls Evaluate the effectiveness of existing mitigation strategies.
- Control Owner Identify the person accountable for implementing specific control. Involve Control Owner if not already

#### Reassess residual risks

- Residual likelihood With existing mitigation strategies in place, how likely is this risk to occur?

  Residual impact With existing mitigation strategies in place, how big an impact will this risk have on your objective?
- Residual Risk Prioritization Re-assess the impact, likelihood and proximity of the risk with mitigation strategies in place. Use the 'Risk Assessment Worksheet' available through the Integrated Risk Management Team

#### Rating Scale

VALUE	LIKELIHOOD	IMPACT	PROXIMITY	SCALE
1	Unlikely to occur	Negligible Impact	More than 36 months	Very Low
2	May occur occasionally	Minor impact on time, cost or quality	12 to 24 months	Low
3	Is as likely as not to occur	Notable impact on time, cost or quality	6 to 12 months	Medium
4	Is likely to occur	Substantial impact on time, cost or quality	Less than 6 months	High
5	Is almost certain to occur	Threatens the success of the project	Now	Very High

#### Step 4: Plan & Take Action

For each of the 13 risk categories establish risk appetite and tolerances with senior management.

LIKELIHOOD

- Assess existing mitigation strategies have reduced the risk rating (Impact x Likelihood) so that the risk is below approved risk tolerance
- Evaluate whether further mitigation strategies are needed.
   Develop SMART (Specific, Measurable, Achievable, Realistic, Timespecific) actions that will either reduce the likelihood of the risks or minimise the impact.
- Develop detailed action plans with timelines, responsibilities and outline deliveries.
- Use the 'Action Plan Worksheet' available through the Integrated Risk Management Team

#### Step 5: Monitor & Report

- Ensure processes are in place to review risk levels and the effectiveness of mitigation strategies
- Use risk indicators

processes

- Monitor and report by asking:
- Have risks changed? How?
- Are there new risks? Assess them.
- Do you need to report or escalate risks? To whom? When? How? The Integrated Risk Management Team can help you establish monitoring
- Key Risk Indicators (KRI)
- Leading Indicators Early or leading indicators that measure sources or causes to help prevent risk occurrences
  Lagging Indicators - Detection and performance
- indicators that help monitor risks as they occur

#### Risk Tolerance

The amount of risk that the entity can manage for the area being assessed.

Risk Appetite
The amount of risk that the entity is willing to manage for the area being assessed.

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Schedule 10.1







## **Board of Health Briefing Note**

То:	South East Health Unit Board of Health
Prepared by:	Board of Health Governance Committee
Approved by:	Dr. Piotr Oglaza, Medical Officer of Health and CEO
Date:	Wednesday, June 25, 2025
Subject:	Running Amendment List Updates
Nature of Board Engagement	<ul> <li>☐ For Information</li> <li>☑ Strategic Discussion</li> <li>☑ Board approval and motion required</li> <li>☐ Compliance with Accountability Framework</li> <li>☐ Compliance with Program Standards</li> </ul>
Action Required:	MOTION:  THAT the Board of Health approve the addition of Vice Chair to both the Governance Committee and the Finance Committee Terms of Reference as circulated; AND  THAT updates to By-law No.1 be approved as circulated.
Background and Current Status	At the April 23, 2025 Board of Health meeting a running amendment list was approved to be brought to the June and November Board of Health meetings outlining changes to policies/by-laws and terms of reference. (Attached)  Described below are the recommendations being brought forward by the
	Governance Committee:  Appointment of Vice Chairs  The role of the Vice Chair is to perform the duties and exercise the powers of the Chair and preside over meetings when the Chair is absent. In legacy LGL Vice Chairs were part of the Governance and Finance Committees and played an integral leadership role in providing support and assistance to the Chair. Due to competing demands and commitments, the Chair may be absent at times and appointing a Vice Chair would provide a consistent approach to meetings on an ongoing basis.  Updates to By-law No.1  Administrative updates are being proposed to ensure alignment with existing practices currently in place at meetings.
Recommendation:	The Governance Committee recommends to the Board that the updates on the running amendment list be approved as circulated.

## South East Health Unit

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POLICY/BY-LAW/TERMS OF REFERENCE AMENDMENT LIST FOR THE BOARD OF HEALTH			
Meeting	Document	Amendment	<b>BOH Meeting</b>
March 25, 2025 Governance	Governance Committee Terms of Reference and Finance Committee Terms of Reference	Addition of Vice Chair to the Governance and Finance Committees Terms of Reference (Appendix #1 and #2)	June 25, 2025
Executive Assistants Recommendation	By-law No. 1 – Conduct of the Affairs	<ul> <li>Page 10 – numbering</li> <li>Page 13 – Item 32 changed signed minutes to approved minutes</li> <li>Page 13 – Item 34 changed to reflect agenda items – order of Closed Session moved to after Information Items</li> <li>Page 19 and 20 – Update titles to reflect type of vacancy (Appendix #3)</li> </ul>	June 25, 2025

# SOUTH EAST HEALTH UNIT BOARD OF HEALTH GOVERNANCE COMMITTEE TERMS OF REFERENCE

#### **PURPOSE**

The purpose of the Governance Committee is to assist the Board of Health in fulfilling its oversight responsibilities and support effective corporate governance in compliance with the Health Protection and Promotion Act and the Public Health Accountability Framework outlined in the Ontario Public Health Standards: Requirements for Programs, Services, and Accountability (OPHS).

The committee will also assist Board of Health in gaining reasonable assurance as to the effectiveness of its governance role, board, committee and members' effectiveness, and board renewal, nominations and elections.

#### **RESPONSIBILITIES**

Specific duties and responsibilities will include the following:

- 1. Review the Board policies, by-laws and Committee terms of reference every two years to ensure appropriate structures and procedures are in place and make recommendations to the Board for approval.
- 2. Monitor for compliance with all government-related statutory requirements, by-laws and policies. This includes but is not limited to the OPHS, the Public Health Funding and Accountability Agreement and other key funding contracts.
- 3. Make recommendations to the Board with regard to governance and nomination issues. Review the qualifications of potential candidates for the position of Board Chair and Vice-Chair and prepare a list of qualified candidates to be presented for election at the first Board meeting of the year.
- 4. Conduct a performance evaluation of the Medical Officer of Health/CEO at a minimum every two years.
- 5. Identify the appropriate composition, mix of skill sets, qualifications, expertise and diversity required by the Board and its Committees and prepare an inventory of Board member knowledge and skills related to Board functions.
- 6. Organize orientation, continuing education and training for Board members as necessary to enable the Board to fulfill its mandate effectively.
- 7. Conduct a Board self-evaluation and make recommendations for improvement on Board effectiveness and engagement every two years.
- 8. Ensure that a risk management program is in place and reviewed regularly.
- 9. Review and report to the Board on conflict of interest matters as necessary.
- 10. Recruit and recommend community members for consideration for appointment as provincial appointees to the Board.
- 11. Through working with the Medical Officer of Health/CEO or designate, obtain expertise and assistance from outside legal, governance or other advisors as required to assist in the execution of Committee responsibilities. Use of these outside legal, governance or other services, shall receive prior approval by the Board of Health.
- 12. Develop an annual Committee budget and submit it to the Medical Officer of Health or designate to be included in the overall Board of Health's budget.

#### **STRUCTURE**

- The Committee is a standing committee of the Board of Health.
- Committee members are selected during the first Board meeting of the year.
- At no time should the total membership of the Committee be more than a quorum of the total Board membership.
- A quorum of the Committee is required for recommendations to the Board.
- The Committee will meet in person or virtually.
- Changes to the membership of the Committee may be made at the discretion of the Board in order to accommodate changes in Board membership.
- Any Board member is welcome to attend a Governance Committee meeting as an observing, non-voting member.
- The Terms of Reference will be reviewed and/or revised every two years.
- All Governance Committee meetings will run in accordance with SEHU by-laws, Robert's Rules and the Municipal Act.

#### **MEMBERSHIP**

- Membership consists of up to six (6) Board members:
  - o At least three (3) municipal appointees; and
  - o At least one (1) provincial appointee.
  - o The Board Chair will be an ex-officio member of the Committee
- The Medical Officer of Health/CEO or designate will be an ex-officio, non-voting member of the Committee.

#### **TERM OF MEMBERSHIP**

 Members will be expected to stand on the Committee for a two-year term with the provision that this term can be extended depending on interest from other Board members.

#### FREQUENCY OF MEETINGS

- The Committee will meet twice a year or as required. Notwithstanding the previous, a
  meeting of the Committee may be called by the Chair of the Committee, the Board Chair
  or the Medical Officer of Health/CEO.
- An annual schedule of meetings will be established and distributed to all members of the Board.

## CHAIR/VICE CHAIR, RECORD KEEPING AND COMMUNICATIONS

One member A Chair and Vice Chair of the Committee will be elected as the Chair at
the first Committee meeting held at the beginning of the year. For consistency,
Chairs/Vice Chairs are encouraged to serve a minimum period of two years.

- The Chair of the Committee has overall responsibility to conduct the proceedings of the Committee, encourage discussion of members and present summary reports to the Board. In the absence of the Chair, the Vice Chair will assume the role of the Chair.
- An agenda shall be drafted by the Medical Officer of Health/CEO in consultation with and approved by the Governance Committee Chair and/or the Board Chair.
- Recommendations made by the Committee will be presented at the next Board meeting by the Chair of the Committee for approval by the Board, as required.
- Meeting materials will be provided to the Committee in advance of each meeting as prescribed in By-law No. 1.
- Minutes will be recorded by the Executive Assistant to the Medical Officer of Health/CEO or designate.

## SOUTH EAST HEALTH UNIT BOARD OF HEALTH FINANCE COMMITTEE TERMS OF REFERENCE

#### **PURPOSE**

The purpose of the Finance Committee (Committee) is to provide advice to the Board of Health (Board) in fulfilling its financial oversight responsibilities such as financial planning and investment, financial reporting and risk management related to the finances of the organization.

The Committee ensures accountability of the South East Health Unit (SEHU) in compliance with the Health Protection and Promotion Act (HPPA), Public Health Accountability Framework per the Ministry of Health Ontario Public Health Standards: Requirements for Programs, Services and Accountability (OPHS) and all other applicable legislation and regulations.

#### **RESPONSIBILITES**

Specific duties and responsibilities will include, but are not limited to, the following:

- 1. Review the annual budget, both cost-shared and 100% funded and make recommendations to the Board.
- 2. Review quarterly year-to-date financial results, analyse and assess financial performance against approved budget and make recommendations to the Board.
- 3. Review annual draft audited financial statements and auditor's report with the external auditors and make recommendations to the Board as required.
- 4. Monitor the accumulation and utilization of operating and capital reserve funds on an annual basis in conjunction with the external auditors.
- 5. Review budget funding assumptions and forecasting of municipal contributions for obligated municipalities.
- 6. Review year end financial settlements and reports as required.
- 7. Review financial updates and year end projections for variances, resource allocation plans and decisions, and make recommendations thereon.
- 8. Gain reasonable assurance that the accounting practices, policies, internal financial controls and reports and forecasts are reasonable, comprehensive and managed in an efficient and effective manner

#### **STRUCTURE**

- ◆ The Committee is a standing committee of the Board of Health.
- Committee members are selected during the first Board meeting of the year.
- ◆ Total membership of the Committee will not be more than a quorum of the total Board membership.
- A quorum of the Committee is required for recommendations to the Board.
- ◆ The Committee will meet either in person or virtually.
- ◆ Changes to the membership of the Committee may be made at the discretion of the Board in order to accommodate changes in Board membership.
- ♦ Any Board member is welcome to attend a Finance Committee meeting as an observing, non-voting member.
- ◆ The Terms of Reference will be reviewed and/or revised every two years.
- ♦ All Finance Committee meetings will run in accordance with SEHU by-laws, Robert's Rules and the Municipal Act.

#### **MEMBERSHIP**

- ♦ Membership consists of up to six (6) Board members;
  - At least three (3) municipal appointees; and
  - At least one (1) provincial appointee.
  - The Board Chair will be an ex-officio member of the Committee;
- ◆ The Medical Officer of Health/CEO or designate and the Corporate Service Director or designate will be ex-officio, non-voting members of the Committee.

#### **TERM OF MEMBERSHIP**

 Members will be expected to stand on the Committee for a two-year term with the provision that this term can be extended depending on interest from other Board members.

## FREQUENCY OF MEETINGS

- ◆ The Committee will meet quarterly or four (4) times per year, or as required. Notwithstanding the previous, a meeting of the Committee may be called by the Chair of the Committee, the Board Chair or the Medical Officer of Health/CEO.
- An annual schedule of meetings will be established and distributed to all members of the Board.

## CHAIR, RECORD KEEPING AND COMMUNICATIONS

- One member A Chair and Vice Chair of the Committee will be elected as the Chair at the
  first Committee meeting held at the beginning of the year. For consistency, Chairs/Vice
  Chairs are encouraged to serve a minimum period of two years.
- ♦ The Chair of the Committee has overall responsibility to conduct the proceedings of the Committee, encourage discussion of members and present summary reports to the Board. In the absence of the Chair, the Vice Chair will assume the role of the Chair.
- ◆ Recommendations made by the Committee will be presented at the next Board meeting by the Chair of the Committee for approval by the Board, as required.
- ♦ An agenda shall be drafted by the Medical Officer of Health/CEO in consultation with and approved by the Finance Committee Chair and/or the Board Chair.
- ♦ Meeting materials will be provided to the Committee in advance of each meeting as prescribed in By-law No. 1.
- Minutes will be recorded by the Executive Assistant to the Medical Officer of Health/CEO or designate.

# BOARD OF HEALTH FOR THE SOUTH EAST HEALTH UNIT

## BY-LAW NO. 1 – CONDUCT OF THE AFFAIRS

A by-law relating generally to the conduct of the affairs of the Board of Health for the **SOUTH EAST HEALTH UNIT** including, but not limited to, the calling and proceedings at meetings.

BE IT ENACTED as a by-Law of the Board of Health for South East Health Unit as follows:

## 1. Interpretation

In this by-law and all other by-laws of the Board of Health for the South East Health Unit, unless the context otherwise specifies or requires:

- a) "Act" means the *Health Protection and Promotion Act*, R.S.0. 1990, c. H.7, as amended;
- b) "Agency" means the South East Health Unit;
- c) "Agreement" means the agreement between the County of Addington, the City of Belleville, the City of Brockville, the County of Frontenac, the Town of Gananoque, the United Counties of Leeds and Grenville, the County of Hastings, the City of Kingston, the County of Lanark, the County of Lennox, the Town of Prescott, the City of Quinte West, the Corporation of the County of Prince Edward, and the Town of Smiths Falls and the Board of Health under the Act;
- d) "Board" means the Board of Health for the South East Health Unit.
- e) "By-law" means the by-laws of the Board of Health for the South East Health Unit n force and effect;
- f) "Chair" means the Chair of the Board elected under this by-law or any person presiding at the meetings of the Board and shall include a Presiding Officer;
- g) "Committee" means a Committee of the Board, but does not include the Committee of a Whole;
- h) "Committee of a Whole" means all the members present at a meeting of the Board sitting in Committee;
- i) "Council" means the Council of any Municipality or County which is a party to the Agreement;
- j) "Meeting" means a meeting of the Board;
- k) "Member" means a member of the Board;
- I) "Municipal Act" means the *Municipal Act*, 2001, S.O. 2001, c. 25, as amended;
- m) "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

South East Health Unit to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;

- n) "Secretary-Treasurer" means the Medical Officer of Health or their designate;
- 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;
- p) Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include all other genders;
- q) 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
- r) The Corporations Information Act does not apply to the Board of Health. Except as prescribed, the Not-for-Profit Corporations Act, 2010 does not apply to the Board of Health.

## 2. Designation of Head

As required by the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, C. M.56 ("MFIPPA"), as amended, the Board thereby designates the Chair of the Board as the Head of South East Health Unit for the purposes of the MFIPPA. 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* ("PHIPA").

## **MEMBERSHIP**

## 3. Duty of Board of Health

Every board of health shall oversee, provide or ensure the provision of the health programs and services required by the Act and the regulations made thereunder, including but not limited to the Ontario Public Health Standards published from time to time 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 membership of the Board shall be as follows:

- i. One (1) member to be appointed by the Municipal Council of the City of Belleville;
- ii. Two (2) members to be appointed jointly by the Municipal Councils; of the City of Brockville, and Towns of Gananoque, Prescott and Smiths Falls;
- iii. One (1) member to be appointed by the Frontenac County;
- One (1) member to be appointed by the Municipal Council of the County of Hastings;
- v. Two (2) members to be appointed by the Municipal Council of the City of Kingston;

- vi. One (1) member to be appointed by the Municipal Council of the County of Lanark;
- vii. One (1) member to be appointed by the Municipal Council of the United Counties of Leeds and Grenville;
- viii. One (1) member to be appointed by the Municipal Council of the County of Lennox and Addington;
- ix. One (1) member to be appointed by the Municipal Council of The Corporation of the County of Prince Edward;
- x. One (1) member to be appointed by the Municipal Council of the City of Quinte West;
- xi. The Lieutenant Governor in Council can appoint one less than the total number of municipal appointees as provided for in the Act.

#### 5. Ex-Officio Members

The Medical Officer of Health/Chief Executive Officer ("MOH/CEO") is an ex-officion member of the Board.

## 6. Secretary-Treasurer

The MOH/CEO 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 MOH/CEO or designate, shall attend all meetings of the Board except on matters that relate to their remuneration or the performance of their respective duties.

#### 8. Directors

Senior staff of the South East 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 MOH/CEO shall be the Recording Secretary of Board meetings.

## 10. Unexcused Absences

Unexcused absences of a member from three (3) 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 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, "Unexcused Absences", 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 South East 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, 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 sign an Oath of Confidentiality agreeing to uphold the privacy of all confidential information, including but not limited to 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 Meetings of the Year

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

## 18. Number of Meetings

Regular meetings of the Board shall be held at least eight (8) times annually on such a day, hour and place as the Board shall determine.

## 19. Notice for Ordinary Meetings

Members of the Board will be notified within seventy-two (72) hours of any ordinary meetings by email and board portal.

## 20. Special Meetings

Special meetings may be called by the Chair or, in their absence, the Vice Chair at any time that 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 for Special Meetings

Members of the Board will be notified within twenty-four (24) hours 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. 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

Fifty (50%) per cent plus one (1) of the members of the Board fixed under section 4, 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

Members of the Board may participate by means of such telephonic, 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 Municipal Act to be present at that meeting, counted in quorum and in voting. [MA 238(3.1)]

## 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 vote will be lost.

#### 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. Votes will be counted by the Treasurer-Secretary and (1) scrutineer. 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 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 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. Access to the registry shall be available for public inspection in the manner and during the time that the Board may determine.

## **BOARD PACKAGES, AGENDA, MINUTES, AND REPORTS**

## 30. Board Packages

The agenda, minutes of the previous meeting, and written reports are to be sent to Board members via electronic means 72 hours in advance of the scheduled meeting. The agenda and notice of the meeting are to be posted on the South East Health Unit's website approximately one week prior to the meeting. Written reports will be made available to the public 48 hours ahead of the scheduled meeting, where possible, or at or after the Board meeting where such advance provision is not reasonably practicable.

## 31. Agendas

For all regular and special Board meetings, an agenda shall be drafted by the Secretary-Treasurer in consultation with 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 "Approval of 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.

#### 32. 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 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 approved minutes of the Board shall be posted by the Recording Secretary on the South East Health Unit's website.

## 33. Reports

The MOH/CEO's report and any other specific reports noted on the Agenda are to be provided in writing to the Board 72 hours 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

## 34. Agenda

The agenda items shall include but not be limited to:

- a) Call to Order;
- b) Land Acknowledgement;
- b)c)Roll Call;
- e)d)Approval of Agenda amendments or corrections of, adoption of;
- Approval of Minutes amendments or corrections of, adoption of;
- e)f) Pecuniary Interest and/or Conflict of Interest, and the general nature thereof when the item arises;
- Reminder that meetings are recorded for minute-taking purposes and for public viewing on an electronic platform or platforms of the Board's choosing;
- g) Committee Reports;

- g)h) Staff Reports/Presentations;
- h) Closed Session motion to go into Closed Session, including a reason for the closed session in accordance with the Municipal Act; [MA239(2)]
- i) Rising and Reporting of Closed Session;
- i) New Business; and
- i) Information Items;
- k) Closed Session motion to go into Closed Session, including a reason for the closed session in accordance with the Municipal Act; [MA239(2)]
- Rising and Reporting of Closed Session; and
- k)m)\_\_\_Adjournment.

## ORDER OF BUSINESS FOR SPECIAL MEETINGS

## 35. Drafting the Agenda

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

## 36. 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.

#### 37. Additional Business

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

## 38. Agenda

The agenda items shall include but not be limited to:

- a) Call to Order:
- b) Agenda adoption of;
- c) pecuniary interest and/or 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.

## 39. Closed Session

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 will also be included on the agenda, including the reason for the closed session in accordance with this by-law.

## **BOARD OF HEALTH MEETINGS: PROCEDURES**

## 40. 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. Speakers will be allowed up to 5 minutes to speak to the Board.

#### 41. 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 to reply 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.

## 42. 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 or staff by their first and/or last name. 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.

## 43. 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.

## 44. Conduct During Board Meetings

At all times all members of the Board shall 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.

## 45. Order and Procedure

All members shall abide by the Chair's decision or that of the Board regarding 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

## 46. 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.

## 47. 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.

## 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 refer it to committee, 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. 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 a rescinding motion shall have been made in writing at the previous meeting.

## **ADJOURNMENTS**

## 51. 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**

## 52. Closed Sessions

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: [MA 239(2)]

- a) the security of the property of the Board or the Agency;
- b) personal matters about an identifiable individual, including Board employees;
- c) a proposed or pending acquisition or disposition of land by the Board or the Agency;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board or the Agency;
- 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 or the Agency 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 or the Agency, 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 or the Agency 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 or the Agency.

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: [MA 239(3)]

- a) 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 or the Agency 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.

## 53. Procedural Votes

Only procedural votes or those related to the giving of advice and direction to staff can take place in Closed Session. A Speakers will be allowed up to 5 minutes to speak to the Board.

#### 54. 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. [MA239(4)]

## 55. Rules

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

## 56. Quorum Voting

The rules for quorum and voting shall be the same for the Closed Session as for the Open session. Votes will be counted by the Treasurer-Secretary and (1) scrutineer.

## 57. Questions of Order

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

## 58. Agenda

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

## 59. Completion of the Closed Session

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

## 60. Order of Business

The order of business for closed session meetings shall be:

- a) Pecuniary Interest and/or Conflict of Interest, and the general nature thereof when the item arises;
- 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.

## 61. Absence of the Chair or Vice Chair

In the absence of the Chair, Vice 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.

## 62. Confidential Minutes

Minutes of the Closed Session shall be recorded by the Recording Secretary and, after approval by the Board and upon signature by the Board Chair, shall be maintained by the Secretary-Treasurer in a manner to protect the confidentiality of information contained therein.

## 63. 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.

## 64. 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**

## 65. Chief Executive Officer

The MOH/CEO will chair the first Board meeting of the year until a Chair has been elected.

## 66. 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.

## 67. Chair and Vice Chair Vacancy

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

## 68. 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.

The Medical Officer of Health is the only employee of the Board and reports to the Board.

## 69. Eligibility for Appointments

A Medical Officer of Health or an Associate Medical Officer of Health or Acting Medical Officer of Health (where applicable) must have the following credentials,

- a) They are a physician
- b) They possess the qualifications and requirements prescribed by the regulations to the Act for the position; and
- c) The Minister approves the proposed appointment. [HPPA, Part VI, S.64]

## 70. Medical Officer of Health 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.

## 71. 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.

A decision by the Board to dismiss the Acting Medical Officer of Health shall be effective by ordinary resolution.

## 72. 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.

## 73. Notice of 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.

## 74. Duties of Officers

- a) The Chair Shall:
  - 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 MOH/CEO 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.
  - ii. Be responsible for the day-to-day operations, policies, and directives, program and service delivery, matters of human resources and finances of the South East Health Unit, and
  - iii. for keeping the Board apprised of such matters.

## COMMITTEES

## 75. 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, subject to any policies in respect of same adopted by the Board from time to time.

## **RULES OF ORDER**

## 76. 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 by-laws and any special rules of order the Board may adopt.

## **AFFILIATION**

## 77. Affiliation

The South East Health Unit 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 MOH/CEO. 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 thisday of	, 2025.
lan O'Neill	Piotr Oglaza
Jan O'Neill Chair, Board of Health	Piotr Oglaza  Medical Officer of Health and CEO

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# South East Health Unit

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Schedule10.2







## **Board of Health Briefing Note**

То:	South East Health Unit Board of Health	
Prepared by:	Susan Stewart, Director, Merger Office	
Approved by:	Dr. Piotr Oglaza, Medical Officer of Health and CEO	
Date:	Wednesday, June 25, 2025	
Subject:	Merger Updates	
Nature of Board Engagement	<ul> <li>☑ For Information</li> <li>☐ Strategic Discussion</li> <li>☐ Board approval and motion required</li> <li>☐ Compliance with Accountability Framework</li> <li>☐ Compliance with Program Standards</li> </ul>	
Action Required:	No action required.	
Branding and Marketing	Work with Scott Thornley and Company (STC) the consultants supporting the development of SEHU's brand identity continues. Final assets, which include the logo, tagline, color palette, typography, and other visual and messaging elements that represent the brand, are expected in the summer. The project team is beginning to plan when and how to launch the brand publicly. Over 50% of staff participated in the recent survey to identify a preferred logo and tagline.	
Organizational Design	Program directors have determined the teams and the functions, or programs and services, for each team. Based on this structure, directors have assigned positions to each team. On June 9 <sup>th</sup> , a survey went out to all program and reception/front desk staff asking them to identify their top three teams on which they would like to work. This survey closed on June 12 <sup>th</sup> . Human Resources matched preferences of staff to positions on teams. By the end of June 2025, all staff will know their new teams. Staff will report to their new manager in September of 2025.	
Program Harmonization	<ul> <li>Program Harmonization Planner:</li> <li>The Merger Office has been working on a consistent methodology and supporting tools for program harmonization. A Program Harmonization Planner has been developed that guides teams through a four-stage process:</li> <li>Documentation and description of the current state for all three legacy organizations.</li> <li>Assessment of the current state (what is working well, what is not working well, opportunities for improvement).</li> <li>Recommendations for future programming.</li> <li>Creation of a high-level implementation plan for future programming.</li> </ul>	

## Program Harmonization

(continued)

This tool was shared with both managers and staff through a number of webinars.

This approach ensures that all legacy programs have been reviewed and considered in the process so that we are building on the strengths of each legacy organization. As a health unit, we offer many different programs and services. We cannot start the harmonization process all at once. The management teams in each portfolio are currently working on identifying which programs will be harmonized first to make it manageable for the organization. Further, the Merger Office is supporting this work by identifying project managers for each portfolio.

#### School Health Harmonization:

The school health harmonization project team has been making great progress. The Foundational Standards Specialists have completed the staff and partner engagement activities, and prepared and shared thoughtful summaries with the project team. The legacy school health managers and directors are now reviewing and assessing all of the information collected throughout the harmonization process and are beginning to develop recommendations. School health staff will have an opportunity to review the draft recommendations for implementation considerations, as well as have opportunities to be involved in the implementation phase.

## Change Management -Training

Members of the Executive Committee, directors, managers, program leads, and union leadership have received training in change management. This training has included applying change management supports to teams such as transition tips, team charters, check in and debrief tools, and quick reference guides to support staff with changes.

Directors have received some training on establishing new teams. The Merger Office and Human Resources will be consulting with managers regarding how best to support their efforts in building new teams.

For staff, we recognize that change can be difficult. All staff were invited to attend a webinar: Navigating Change at Work with a second planned for July.

## Change Readiness Assessment

The results of the inaugural change readiness assessment have been shared with the Board of Health. We are addressing some of the findings from this survey:

- Merger Purpose Statement: We will be increasing the visibility of the purpose of the merger for staff. The purpose of the merger was shared at staff at the Town Hall on June 23<sup>rd</sup> and we are exploring ways to promote this internally.
  - Merger Purpose Statement: Together, we are building a harmonized South East Health Unit that builds on the strengths of each legacy organization, values staff expertise and engagement, and works collectively to strengthen organizational resilience. Harmonization enables us to maximize flexibility and organizational effectiveness.
- To assist with change management across the South East Health Unit, a Change Management Advisory Group has been struck. This committee consists of 10 staff from across the organization in a variety of roles. The primary purpose of the Change Management Advisory Group is to serve as an advisory body that:
  - Provides informed advice on the Change Management & Communications Plan.

	,
Organizational Culture – Culture Building Events	<ul> <li>Supports transparent and inclusive change processes by gathering information and insights from staff.</li> <li>Identifies challenges and opportunities related to the merger and the associated transformation process.</li> <li>Strengthens communication between leadership and staff to facilitate a smooth transition.</li> </ul> On April 25, all senior leaders and managers for South East Health Unit (SEHU) met for a Leadership Development Day to learn how to better support staff and to begin work on building a cohesive management team. Managers are also being asked about other supports they need to help them lead their teams. <li>We are working to establish events to build a unified culture. These included events at the Smith Falls, Brockville, Kingston and Belleville offices for the Executive Committee to meet and talk with staff and showcasing the strengths of each legacy organization.</li>
	A second Town Hall was planned for June 23 for all staff. This is an important opportunity for staff to ask questions directly to the leadership team.
Organizational Culture – Shared Values and Desired Culture	Part of creating a new organization is establishing shared values and a desired culture. The Executive and Operations Committees worked with a consultant to draft a document outlining the values and elements of a shared culture. Managers have had input into the creation of the values and staff's thoughts and input were collected during planned organizational events in June.
Finance	We are working to harmonize our payroll work periods, payroll dates, and payroll systems. This is a necessary step to ensure consistency, efficiency, and compliance across our new organization.
Finance and Human Resources Systems	The finance and human resources (HR) teams are now focused on evaluating systems for accounting, payroll and human resource functions. They will evaluate enterprise resource programs (ERP), which integrate finance and HR into one system as well as separate systems for accounting, payroll and human resources functions. ERPs are software systems designed to streamline and integrate all core business processes. The teams are looking at essential requirements to decide which system or systems best meets the needs of our new organization. HR and Finance managers, together with their teams, have identified requirements for systems which will be used in an evaluation matrix to score systems during demonstrations. Criteria will be weighted, along with costing of systems, and outcomes will be included in a business case for use in making a final decision.
Information Technology (IT)	Work continues towards a common Microsoft tenant for the organization with an anticipated go-live date of fall 2025. Along with the project to have a common Microsoft tenant for the South East Health Unit, a project to establish the network topology for the organization will also be completed.

#### **Integration at Work**

Staff engagement is the extent to which employees feel passionate about their jobs, and are committed to the organization. We know that legacy agencies all had various staff trainings, social events, staff communication methods and committees with staff involvement.

The Staff Engagement Project Team is looking at these to determine the best way forward to encourage staff engagement at SEHU. They are using the harmonization process to do this and have jumped right in to learning about all of the fabulous events and staff engagement activities that each legacy organization has offered.

This group recognizes how important staff engagement is and knows how important these types of events are for developing connections between staff.

They are passionate about engaging colleagues and peers in their workplace. Team members bring curiosity and enthusiasm to their role in supporting positive staff engagement.

# Organizational Consistency in Harmonization

The South East Health Unit is committed to building on the strengths of each legacy organization. Further it is important to provide a consistent methodology to staff to achieve this commitment. To guide all harmonization efforts, the South East Health Unit is using a four-step process that will be applied to ensure thoughtful integration:

#### 1. Understand the Current State

Begin with an overview of existing work in each legacy organization to fully understand the current state.

#### 2. Assess the Current State

Reflect on current practices or processes to identify strengths, best practices, opportunities for improvement, and any risks associated with harmonization.

## 3. Define the Recommended Future State

Determine a harmonized approach by outlining the desired future direction, identifying key requirements and parameters, and designing a new, unified process, policy or program.

#### 4. Develop a High-Level Implementation Plan

Create a roadmap for implementation that identifies roles and responsibilities, timelines, and decision-making structures to support a coordinated rollout.

## Harmonization Tools

The Merger Office has created harmonization tools for programs and policies/procedures, complete with templates, to guide staff through these four stages of harmonization.

#### Alignment of communications processes:

The Communications Team has started to integrate their work. Recently they have developed processes to harmonize and collaborate on media releases, including consolidation of media distribution lists. Also, they developed and implemented a process to coordinate posting information for Board of Health meetings and sharing updates afterwards.

The Communications Team has developed temporary branding and guidelines for use while the permanent brand identity for the organization is established. They have also completed partial consolidation of licensed products for stock imagery and graphic design, and of social media content management platforms. An inventory of signage across all offices has been completed in anticipation of new public-facing branding.

## Harmonization Tools

(continued)

## Organizational efficiencies:

As part of the merger process, all permanent vacancies due to attrition are reviewed to determine if they are required in the new organization. Since the approval of the merger funding, the following permanent management positions have not been filled after the resignation of the incumbent:

- Director, Corporate Services
- Manager, Finance and Facilities
- Manager, Human Resources
- Manager, Facilities
- Manager, Communications (0.5 FTE).

We will continue to look for efficiencies in our staffing and operations.

## South East Health Unit

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Schedule 11







# Listing of Information Items Board of Health Meeting – June 25, 2025

 South East Health Unit – Memorandum to the Board of Health re Climate Change Health Vulnerability and Adaptation Assessment Executive Summary Report dated June 10, 2025.

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