South East Health Unit

formerly

GOVERNANCE COMMITTEE MEETING

AGENDA PACKAGE

TUESDAY, MARCH 25, 2025

1:00 p.m. – 3:00 p.m.
Zoom/Belleville Site 179 North Park Street

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GOVERNANCE COMMITTEE AGENDA

Tuesday, March 25, 2025 **1:00 p.m. (Pasteur Room)**

In attendance:

In-Person: Councillor Judy Greenwood-Speers, Mayor Robin Jones, Barb Proctor, Warden Nathan Townend

Virtual: Stephen Bird, Mayor Jan O'Neill

Officer: Dr. Piotr Oglaza

Guest: Amy C. Dale (Partner, Harrison Pensa LLP)

1. **CALL TO ORDER**
2. **LAND ACKNOWLEDGEMENT**
3. **ROLL CALL**
4. **APPROVAL OF THE AGENDA**
5. **APPROVAL OF THE MINUTES**
6. **DISCLOSURE OF PECUNIARY INTEREST AND / OR CONFLICT OF INTEREST**
7. **NEW BUSINESS**
   7.1. Secondary Items Comparison Chart – Robin Jones
   7.2. Policy/By-Law/Terms of Reference Amendment List – Robin Jones
   7.3. Planning for Meetings in Chair's Absence – Robin Jones

7.4. alPHa Conference Attendance – Dr. Oglaza
7.5. Discussion on Governance Training/Legal Budget for the Board – Dr. Oglaza

8. **CLOSED SESSION**
THAT the Governance Committee convene in closed session for the purposes of a discussion as it relates to Section 239(2) of the Municipal Act, and more specifically (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose.

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

10. **ADJOURNMENT**

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GOVERNANCE COMMITTEE MINUTES

Tuesday, February 18, 2025 **1:00 p.m. (Lanark Room/Jenner Room)**

In attendance:

In-Person Brockville: Stephen Bird, Councillor Judy Greenwood-Speers, Mayor Robin Jones, Warden Nathan Townend

In-Person Belleville: Mayor Jan O'Neill, Barbara Proctor

Officer: Dr. Piotr Oglaza

1. CALL TO ORDER

Chair J. O'Neill called the meeting to order at 1:08 p.m.

2. LAND ACKNOWLEDGEMENT

Spoken by Chair J. O'Neill.

3. ROLL CALL

Roll call was taken by Recorder, H. Bruce.

4. ELECTION OF CHAIR

Chair J. O'Neill advised that nominations for the position of Chair of the Governance Committee for 2025 are open. Warden N. Townend nominated Mayor R. Jones for Governance Committee Chair.
The question was raised if there were any further nominations. No further nominations were made. Mayor R. Jones is appointed to the position of Chair of the Governance Committee for 2025 by acclamation. Nominations for the position of Chair of the Governance Committee are closed.
Governance Committee Chair R. Jones thanked everyone for their support.

5. APPROVAL OF THE AGENDA

Chair R. Jones suggested adding to the agenda as item 7.3. a summary of the existing by-laws in the legacy health units determined as secondary at the SETT Bylaw Review Sub-Committee meetings. No members were opposed.

It was MOVED by Warden N. Townend and SECONDED by Councillor J. Greenwood-Speers that item 7.3. Secondary By-law List be added to the agenda. All were in favour.

CARRIED

It was MOVED by Councillor J. Greenwood-Speers and SECONDED by S. Bird THAT the Governance Committee approve the agenda for the meeting of February 18, 2025 as amended.

CARRIED

6. DISCLOSURE OF CONFLICT OF INTEREST

A conflict of interest was declared by S. Bird regarding remuneration as he is a provincial appointee.

7. NEW BUSINESS

7.1 Meeting Schedule

Dr. Oglaza advised that the proposed Governance Committee meeting schedule is based on earlier discussions at the Board level requesting a regular meeting schedule with dates set aside recognizing the work that needs to happen early on. The second Tuesday of the month at 1:00 pm is being proposed and includes a rotation of meeting sites with an in-person component. No objections were raised.

The meeting date in March was discussed and the fact that the week of March 11 is March break. We are hoping that Amy Dale will join the March meeting as well. Members reviewed the proposed meeting schedule and suggested changing the meeting date of March 18 to March 25.

It was MOVED by Councillor J. Greenwood-Speers and SECONDED by Warden N. Townend THAT the March 18 meeting date be changed to March 25.

CARRIED

It was MOVED by B. Proctor and SECONDED by Mayor J. O’Neill THAT the Governance Committee approve the proposed meeting schedule as amended.

CARRIED

A suggestion was made to elect a Vice Chair for the Governance Committee.

7.2 Meeting Remuneration

Meeting remuneration was added to the agenda due to questions directed to each of the three legacy Executive Assistants (EAs) regarding the process for remuneration. No direction could be provided to the EAs given no rate has been decided upon. Initially discussion took place at the Bylaw Review Sub-Committee regarding legislation. It is recommended that individuals track their attendance and that remuneration will be provided at a later date. Part of the challenge is that there are questions about remuneration in general and the role of the Governance Committee is to pick up the work done by the SETT Bylaw Review Sub-Committee to decide on when this rate should be set.

The suggestion was made that the Governance and Finance Committees be funded by merger funding and not municipalities. However, the Governance and Finance Committees are not transition committees and they will be ongoing and are established committees of the SEHU Board.

Dr. Oglaza stated that if we decide this is a transition meeting would the rules regarding reimbursement outlined in the HPPA still apply. We don't have the resources today to determine that, that is a question for Amy Dale. At which point does this become normal business of the newly formed Board? That has relevance to staff time as well.

Warden Nathan Townend suggested deferring the motion and having a fuller discussion about remuneration to ensure that everyone is equitably compensated. Some municipalities will pick up the tab for Board meetings, but not necessarily committee work. A more fulsome picture of municipal remuneration and how to reach an equitable approach for board members is needed. Members agreed.

> It was MOVED by Councillor J. Greenwood-Speers and SECONDED by Warden N. Townend THAT reimbursement pertains to provincial representatives and the Board Chair only. Municipal representatives are reimbursed by their municipalities.

DEFERRED

> It was MOVED by B. Proctor and SECONDED by Councillor J. Greenwood-Speers THAT meeting remuneration be deferred until the March 25, 2025 Governance Committee meeting for further discussion.

CARRIED

ACTION: Dr. Oglaza will discuss remuneration further with Amy Dale and check her availability to attend the March 25, 2025 Governance Committee meeting as a helpful resource for the discussion.

7.3. Secondary By-law List - Summary Comparison by Health Unit

The two primary policies put on hold are Financial Controls and the Investment Policy which are being worked on by Amy Dale to provide us with drafts. All policies will go to the Governance Committee for review.

Warden Nathan Townend provided a background of the work done by the SETT Bylaw Review Sub-Committee. The group looked at all of the things that needed to be in place for the new entity based on legislative requirements and practicality by January 1, 2025 and these were passed by the Board. We knew we would need to return to that work at some point, which is where we are at today. Through that process, all of the policies were reviewed and prioritized. A cross comparison was also done of what each of the legacy health units had with respect to policies and procedures, terms of reference and bylaws which allowed us to drill down on what we preferred. A rating of primary or secondary was determined for the Governance Committee to review and look at those pieces that need more work. The summary circulated is the last version of this. It has highlighted all the primary and secondary pieces. The secondary pieces including two policies (Financial Controls and Investment Policy) will form the backbone of a workplan for the Governance Committee.

ACTION: B. Proctor will review the Summary Comparison Chart and if she has any questions will connect with Chair R. Jones or Warden N. Townend.

ACTION: Heather Bruce will develop a list of secondary items that will be circulated to committee members.

The suggestion was made that another binder be put together for secondary policies with page numbers and grouped together. These were previously created by T. Mundell. Dr. Oglaza advised that Amy Dale is already working on these draft financial policies. The primary items were necessary for January 1, 2025 and Amy Dale created a set of by-laws. They don't have the depth covered by secondary topics, but this will come in other levels – Board of Health policies and organizational policies. As a group we don't have to go back and review all of the source documents used by the SETT Bylaw Review Sub-Committee, we pick up where we left off and work with Amy to provide us with drafts of Board policies or policies that cover the relevant topics. We also rely on Amy to provide us advice on which topics are suited for the Board of Health policies and which are suited for organizational policies and rely on her expertise to provide us with drafts. Build on the work done so far, rather than reviewing the source documents. Working with Amy on drafts was suggested.

Chair R. Jones stated that on the SETT Bylaw Review Sub-Committee it was assumed that the secondary flush out of these policies would be based on the three legacy health units and what would make the most sense to the group and that information would be put forward to Amy Dale to determine best practice. Topics will go to Amy Dale and she will give us her recommendations and relevant draft documents. Dr. Oglaza advised that some of the topics i.e. Appointment of External Advisors, could go directly to Amy Dale to ask her recommendation on whether it should be a Board or organizational policy.

Before the committee starts reviewing the source documents we can pull out items from the summary table that are ready for legal review and that Amy Dale can provide us with drafts.

ACTION: The Summary Comparison chart will be reviewed at the March 25 meeting.

Staff workload was discussed and building that into the transition budget suggested. Taking advantage of the funding that was built into the business plan was suggested. A request was made to determine how much money is left in the transition funding for the Board.

8. ADJOURNMENT

It was MOVED by Warden N. Townend THAT this meeting of the Governance Committee be adjourned at 2:12 p.m.

CARRIED

Summary Comparison by Health Unit of By-law, Policies, Procedures, and Terms of Reference

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
Secondary	Advocacy	• BOH Advocacy Guideline Page: 116	• None found	• BOH Policy – Advocacy Page: 43	Combination of both. LGL – prescriptive (Bylaw), HPE for process (Policy/procedure) Include criteria i.e., for external letters of support.	Adopt policy to address this.
Secondary	Appointment of External Advisors	• None found	• None found	• BOH Policy – Appointment of External Advisors Page: 40	Use HPE Link to procurement policy – how to select appointee Replace “as deemed appropriate”, with “use applicable procurement policy”	This should remain a policy. (Go directly to Amy Dale)
Primary	Attendances at Meetings and Conferences / External Functions	• BOH Policy V-05 Attendances at Meetings and Conferences	• BOH Policy A II-30 Attendance at Conferences Workshops and Courses	• BOH Policy – Board Representation at External Functions	Use language from LGL Policy V-05-0 Section 1.1 to 1.1.5. In addition ensure that quorum covers participation in person and virtual. For discussion: SETT virtual participation for In-Camera sessions.	Attendance at meetings should be in by-law – see provisions in draft by-law. Expectations re attendance at External Workshops, courses, education, conferences should be contained in policy, especially if you are looking to require certain governance training, etc. for Board members.
Primary	Board Code of Conduct / Confidentiality	• BOH Policy V-215-0 Board Code of Conduct	• A I-10 By-Law #1 Proceedings of the Board Section 3 – Rules of Debate • BOH Policy II-25 Confidentiality	• BOH Confidentiality Policy • By-Law 2024-04 Rules governing the proceedings of the BOH 8. Conduct of Members	LGL section 8. LGL section 3. LGL clean up section 1, helpful to keep orientation piece “New Members are required to attend a basic one-day orientation program provided by the Health Unit.”	I have board language re conflict of interest and confidentiality in the by-laws. I would, however, suggest that there be policies on both and a Code of Conduct adopted by the Board.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
			Page: 62,	Page: 19		
Secondary	Board Member Remuneration and Expenses	• BOH Policy V-05 Attendances at Meetings and Conferences • Terms of Reference Finance, Audit, Property and Risk Management Committee Page: 130, 106	• BOH Policy A II-28 Board Members' Remuneration and Expenses Page: 166	• BOH Policy Remuneration & Reimbursement of Expenses for the BOH Page: 18, 58	Use HPE Ensure using language from CRA for mileage, etc. 1-a-i specificity of $100 Use 49-6. (HPPA piece) Rate of Renumeration "shall be established as the equivalent or highest rate of renumeration	This is covered in the By-Laws in a board sense as required by the HPPA. There should also be a policy established to set certain rates, i.e. mileage, etc.
Primary	Board of Health Responsibilities and Structure	• By-Law #1 Section 9 Page: 102	• BOH Policy A II-26 Responsibilities and Structure of the Board of Health	• By-Law 2024-04 Rules governing the proceedings of the BOH Page: 19	KFL&A – Section 2 Structure Park item from KFL&A section 1.4.5 for legal. 1.4.4 – 1.4.6 Flag item 4 & 5 from KFL&A for review. Add specific "performance appraisal" Structure already determined by business case submitted. Some pieces awaiting clarification. Where appointment ends for all board members. Uniformity across region, minimum 2-year term for municipal board members.	This is in the by-law and should remain there. Things like the timing of performance appraisals for the MOH/CEO should be contained in a Board policy.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
					Clarity on trigger for necessity of replacement of representative from municipality. 2.2 replace with “Municipal representatives are appointed for a term determined by the municipal council, but ending with the term of office of that council (HPPA, Section 49 (7)). In the interest of good governance, consideration to a 4 year appointment for HPE and KFLA and minimum 2-year appointments for LGL. In all cases where the member cannot continue to serve, a new appointment will be made expeditiously by the effected muncipality. Community Appointees are appointed for a term determined by the Lieutenant Governor-in-Council, normally of one, two, or three years (HPPA, Section 51). No person whose services are employed by a Board of Health is eligible to be a member of the Board of Health (HPPA, Section 51).” Flag KFL&A section 2.6 for SETT review	WE should discuss since. I would not recommend different municipalities appoint for different term lengths. This should be harmonized.
Secondary	BOH Self-Evaluation	• Terms of Reference Governance and Quality Assurance Committee Page: 171	• BOH Policy A II-26 The Responsibility and Structure of the Board of Health Page: 76	• BOH Policy – BOH Self-Evaluation Process Page: 47	Use LGL, and include a governance committee tasked with developing a self evaluation. Specify “Two years” vs “at least every other year.	Any committees established by Board Resolution should have terms of reference which I would recommend be reviewed annually by that Committee and recommended to the Board for approval.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
						I would also recommend that the Board of Health adopt a policy for annual self-evaluation.
Primary	Communications with media/board/staff/ municipalities	• BOH Policy V-95-0 Communications Page: 136	• BOH Policy A II-32 Reporting to the Board of Health	• By-Law 2024-04 Rules governing the proceedings of the BOH under 16. Notice Page: 19	LGL	This should be in a policy.
Secondary	Complaints	• None found	• BOH Policy A II-31 Complaints Page: 86	• None found	Complaints about agency advocacy, PH work, public health practice may not be able to find investigator. HU services, action/inaction (Strategy to address, i.e., refer to Org policy). MOH/CEO – Include piece for impartial independent third party to investigate complaint specifically about MOH (was in organizational policy). Board Chair navigates with assistance of HR, dependent on nature of complaint. Complaints about Board member: behaviour-related referred to expectations doc, “Duty & Obligations” document. Specific staff (clearly identify to refer org policy) Administrative policies are very detailed. Anonymous complaints acted on/not.	This should be a policy.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
Primary	Conflict of Interest	• By-Law #1 Item 7.6.7. Section 13 Page: 102	• A I-10 By-Law #1 Proceedings of the Board and Appendix A Page: 62	• BOH Policy – Conflict of Interest	LGL Section 13 HPE reference to Municipal Act. Potentially applicable legislation. Include KFL&A Organizational Policy *BI-04 Conflict of Interest*, flag for inclusion & legal review.	This is included in the by-law with necessary reference to the Municipal Conflict of Interest Act. You can also adopt a policy that fleshes out the process, but it MUST be consistent with the MCIA.
Secondary	Deputation Requests	• None found	• None found	• BOH Policy – Deputation Requests Policy and Procedure Page: 51	HPE 14 days notice #3. Add “preference will be given to…“ p. 66 - KFL&A policy item 10.a. “no more than 5 minutes…” “on matters of fact…” Timing for notice, limiting number of deputations, importance of defining the criteria of what people bring. discussion on purpose to facilitate deputations. Governance vs operations - vetting delegations and criteria for same	This should be a policy.
Primary	Financial Controls	• BOH Policy V-175-0 Internal Financial Controls • Terms of Reference Finance, Audit,	• By-Law #2 Banking and Finance and By-Law #3 Auditor for the Agency	• By-Law 2024-01 Annual By-Law to authorize borrowing and By-Law 2024-02 Banking and Financial Activities	Staff to assess basis. Organizational approach can work through with finance depts.	See By-Laws for board inclusions. Policies such as MOH/CEO spending limits, procurements, etc. will have to be adopted.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
		Property and Risk Management Committee		• Terms of Reference Finance Committee	Board ensures financial approvals are controlled & monitored. KPMG insight Broader & less specific approach at Board level with (finance) committee that meets on annual basis.	
Primary	Investment Policy	• BOH Policy V-165-0 Investments • Terms of Reference Finance, Audit, Property and Risk Management Committee	• None found	• None found	Flag differences of approach to reserve fund and risk tolerances across agencies for discussion at SETT. Dr. Li to approach KPMG re structure & approaches to reserves. Is there a guideline for restricted / unrestricted. Use & invest for harmonization temporary needs.	This should be a policy.
Secondary	Membership in OMERS	• None found	• By-Law #9 Mandatory Membership in the Ontario Municipal Employees Retirement System (OMERS) Page: 98	• None found	KFL&A Suggest to remove from Board, keep to operational policy.	This is not a Board policy or a by-law item, but an operational policy.
Primary	MOH/CEO Emergency Succession Policy	• BOH Policy MOH/CEO Emergency Succession	• None found	• BOH Policy – Delegation of MOH Duties	- Take into account multiple physicians. Dr. Li following up w/Simcoe Muskoka/Peel. - Format – use HPE	This is a properly identified as a policy/plan.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
					- Extended period of absence would require policy. - Define "short" period of absence from HPE policy, consider capacity to cover duties of MOH. One designate for a defined period of time (as the backup) in the board policy. - Succession planning covered by org policy. Eliminates/reduces trigger for board to have formal acting designate. - Specify coverage for illness, vacation, other situations where AMOH steps up "acting".	
Secondary	MOH Evaluation	• BOH MOH Evaluation Guideline and Work Instruction • Terms of Reference Governance and Quality Assurance Committee Page: 124, 171	• BOH Policy A II-26 Responsibility and Structure of the Board of Health Item 1.4.2. Page: 76	• BOH Policy – Performance Review of the MOH • Terms of Reference Governance Committee Page: 57, 36	Use LGL Governance committee to determine who conducts. Specify ad-hoc group Further documents exist with LGL, could be shared in a future meeting.	See above – this should be a policy and, depending upon the committee struck, part of the annual work plan and terms of reference of the committee tasked with undertaking the evaluation of behalf of the Board.
Primary	MOH Recruitment	• By-Law #1 Section 12.0 • BOH Policy V-235-0 Executive Officers of the Board • Terms of Reference Governance and Quality Assurance Committee	• BOH Policy A II-26 item 1.4.1.	• BOH Policy – MOH Recruitment and Contractual Agreements	- Remain clear that the only direct employee of board is MOH. - Hiring vs appointment of AMOH, evolution. AMOH reports to MOH. - Deputy MOH – report to MOH or Board? - Board determines the MOH roles, hires the MOH, asks the MOH to hire additional roles. MOH/CEO makes the case & recommendations to the Board. Board appoints additional roles.	The By-Law speaks to the appointment and Ministry approval of the MOH and the MOH dismissal. Anything beyond that should be in a policy, i.e. recruitment, etc.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
		Page: 102			- Consultation with Ministry important as Province must endorse MOH/AMOH's. - Include: 1.4.1 The Board appoints a Medical Officer of Health who possesses the qualifications and requirements prescribed by the regulations for the position and is approved by the Minister of Health [HPPA R.S.O. 1990, c. H.7, s. 66 (1)]. The Medical Officer of Health is the chief executive officer of the Board, with overall responsibility for the management and administration of the health programs and services and business affairs of the Board of Health. All employees of the agency and persons contracted to provide a service on behalf of the Board are directly or indirectly responsible to the Medical Officer of Health. - Remove "judiciously".	
Secondary	MOH Remuneration	• None found	• None found	• BOH Policy - MOH Remuneration Page: 54	HPE Aligning with the framework released by the province annually. OMA & Province decide on criteria and amounts for top up. Define Deputy role renumeration, minimum base, in addition to MOH, AMOH. Compensation in accordance with the policy framework.	This is a contractual matter between the Board and the MOH. I do not even see this as a policy, unless its to flesh out things like MOH reimbursement for expenses, etc.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
					ACTION: MOH's to address wording for this item.	
Primary	Municipal Levy	• BOH Policy V-195-0 Municipal Levy • Terms of Reference Finance, Audit, Property and Risk Management Committee	• None found	• BOH Policy – Calculation of Municipal Levy • Terms of Reference Finance Committee	- If no agreement, defaults to MPAC numbers / outdated stats Canada. Population grows at different rates, harmonization advantageous to defer to Stats Canada to remove potential disagreement. Board decision years ago to remove from policy, good to anchor to something reviewed regularly (annual projections?), Stats Can every 5 years. - Census vs MPAC? MPAC uses tax base for municipalities. "Estimates", delays to receive numbers. Counts of seasonal, students, multi dwelling units. - Agreement is priority, lack of agreement adds complication. - Bring to SETT to use Stats Can, keep on track for harmonization as laid out in Business Case. Memory retained for historical perspective and keep in policy. - Recommendation to maintain existing practices, use policy from HPE as baseline (page 48).	This should be discussed. It should not be in the by-laws and should be a policy as identified, but the policy has to be in keeping with the provisions of the HPPA s. 72(4) and REGULATION 489/97 under the HPPA.
Secondary	Negotiation & Ratification of Collective Agreements	• None found	• BOH Policy A II-33 Negotiation and Ratification of Collective Agreements Page: 88	• Terms of Reference Finance Committee Page: 34	Use KFL&A Include that Finance committee will take some responsibility, first review & impact on budget to report back to the Board. Capture the union, non-union compensation, and MOH compensation all together into one policy.	This is correctly identified as a Board policy topic OR part of the work plan/TOR of a finance committee.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
Secondary	Non Union Compensation – Staffing Standard	• BOH Policy V-85-0 Non Union Compensation Page: 135	• None found	• None found	Use LGL KFL&A's is org policy. (Pay equity - already in org policies) Board policy is what is being brought to the board for approval. Reflective of collective bargaining, for timing and agreements. Have an approach to non-union compensation that would reflect the approach of Procedure p. 88.	The SETT should question whether this is a Board policy or an operational policy.
Secondary	Orientation of Board Members	• BOH Policy V-135-0 Orientation of Board Members • Terms of Reference Governance and Quality Assurance Committee Page: 138, 171	• BOH Policy A II-27 Board Orientation Page: 55	• BOH Policy Orientation and Education of the Board of Health Page: 80	HPE Propose introducing opportunity for Governance Training to be available every 4 years for entire Board. (Keep recording of training?)	This should be a policy and is key. If a governance committee is established, this can also be charged to them as part of their work plan/TOR.
Secondary	Risk Intelligence	• BOH Policy V-245-0 Risk Intelligence • Terms of Reference Finance, Audit, Property and Risk Management Committee Page: 161, 166	• None found	• Terms of Reference Finance Committee • Terms of Reference Governance Committee Page: 34, 36	Remove	This is properly a policy matter. If a governance and/or finance committee is established, this can also be charged to one of them as part of their work plan/TOR.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
Secondary	Strategic Plan	• Terms of Reference Strategic Planning Steering Committee Page: 161, 166	• None found	• BOH Policy – Strategic Plan Page: 34, 36	HPE	This should be a policy.
Primary	Transparency and Accountability	• Terms of Reference Governance and Quality Assurance Committee	• BOH Policy A II-34 Transparency and Accountability	• BOH Policy- Accountability and Transparency	- HPE & KFL&A - Have both Exec and Governance – clarity in TOR - Public meeting notices & agendas - Element of accountability & discussions according to municipal act not currently captured. Use HPE document starting point, add: h., i., j. - LGL is governance-focussed. Consider keeping a governance committee such as LGL. Vetting prior to BOH meetings. Structural advantage – body to consider governance issues & discussion, review documents (Risk management, TOR, documents that make up MOH evaluation process). - Less publicly visible, initial discussions to assist in determining Board positions, etc. - Dividing role of Governance Committee (direction on formal elements/structural, work policies) versus Board Exec (not decision-making body at LGL, what/how) - Challenges with board members purview of Governance Committee? - Sensitive issues that are governance-related	I recommend this as a Board policy that also applies to any committee struck by the Board from time to time.

RATING	***TOPIC***	***LGL***	***KFL&A***	***HPE***	***Recommendation***	***Draft Outcome - ACD***
Secondary	Vaccination	• BOH Vaccination Policy Page: 121	• None found	• None found	Discuss at SETT – public perception of Board Members. House under Code of Conduct, Orientation, not necessarily a separate policy.	Agree with recommendation.

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Policy/By-Law/Terms of Reference Amendment List

When a revision is required to a policy/by-law or terms of reference it is being proposed that a running amendment list be created to track any changes. These changes would then be taken to the Board for approval at regular intervals.

The recommendation is that these changes be taken to the Board twice a year; in June and November.

This is a more efficient method, and would alleviate numerous changes being taken to the Board each month with a single package of amendments created for their review and approval. All amendments will be tracked and taken to the Board for approval in pre-determined intervals.

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Planning for Meetings in the Chair's Absence

At the last Governance Committee meeting the role of Vice Chair was discussed. If the Governance Committee is in agreement, as part of the amendment list being taken to the Board for approval in June, a Vice Chair will be proposed.

In the interim, given that the Governance Committee Chair may not be available to attend every Governance Committee Meeting, it is being proposed that the Committee approve another member as Acting Chair for those meetings that the Chair is unable to attend.

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Governance Committee Briefing Note

To:	South East Health Unit Governance Committee
Prepared by:	Dr. Piotr Oglaza, Medical Officer of Health and CEO
Date:	Tuesday, March 25, 2025
Subject / Issue:	alPHa 2025 AGM and Conference Attendance
Nature of Agenda Item	☐For Information ☐Strategic Discussion ☒Governance recommendation to the Board for approval and motion required ☐Compliance with Accountability Framework ☐Compliance with Program Standards
Background:	This year's alPHa AGM and Conference is being held in Toronto at the Pantages Hotel from June 18 to June 20 in-person. Traditionally, alPHa provides for a block of rooms at a slightly discounted cost in the hosting hotel, this year is no different. Last year there were three Board members and the MOH attending the conference (the MOH and Board Chair have traditionally attended). This is being brought to the Governance Committee for awareness for furtherance to the Board to make a recommendation on attendance so that attendees can be named and reservations made to take advantage of any discounts. Since the Board is made up of 18 members, if we assume three attendees from each region, this could be a considerable expense. See below for an approximate breakdown of costs and expenses. Assumptions: 2 night hotel stay, 2 days of meals, and travel is by train and 3 attendees per region, the cost of registration has not been confirmed so amount shown is last year's cost.

	Belleville	Kingston	Brockville
Conf. Registration (est.)	$ 762.75	$ 762.75	$ 762.75
Hotel	764.20	764.20	764.20
Travel (train)	128.06	175.87	144.64
Parking @ train stn	48.00	64.00	32.00
Meal Allowance	140.00	140.00	140.00
TOTAL	**$1,843.01**	**$1,906.82**	**$1,843.59**

As can be seen, cost between regions is comparable regardless of the region and travel cost is the main factor for any variations in cost.

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Assuming three attendees from each region at a cost of approximately $1,900 per person, the total cost for nine attendees will be $17,100. This amount does not take into account kilometrage for members to get to train stations.
At legacy LGL board members attending alPHa conferences were required to prepare a report to the Board giving a brief overview of topics discussed at the conference. At legacy KFLA there was no formal requirement but regular verbal updates were provided.
Members attending the alPHa AGM are required to vote on resolutions. All votes including proxy votes are based on the decision of the SEHU Board and not on individual opinions of attendees.
Establishing criteria could be one method to determine attendance:

Interest expressed
Based on past attendance – allowing new members to attend
Rotating attendance
Cost of attendance and establishing a limit
Assigning a number of attendees per region per conference

Historically there has been variability in numbers ranging from 1-4 per region. The following are options for establishing board member attendance:

Enable all interested board members to attend
Limit representation to 9, balanced representation between legacy regions
Limit representation to 3, emphasize representation of SEHU board rather than a particular region

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<tr><td>Recommendations</td><td>That the Board of Health establish the number of attendees for alPHa conferences and selection criteria.</td></tr>
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