
South East Health Unit

formerly



GOVERNANCE COMMITTEE MEETING AGENDA PACKAGE

TUESDAY, MAY 13, 2025

1:00 p.m. – 3:00 p.m.

Zoom/Brockville Site 458 Laurier Blvd.

Join Zoom Meeting

<https://us06web.zoom.us/j/86023891019?pwd=vesbnaPQZg6sVTCqyTxuOI4RaDIfmQ.1>

Meeting ID: 860 2389 1019

Passcode: 442593

Dial by your location

- +1 647 374 4685 Canada
- +1 613 209 3054 Canada

**To ensure a quorum we ask that you please RSVP to
heather.bruce@healthunit.org or 613-345-5685 Ext. 2248**

Hastings Prince Edward Public Health
179 North Park St.
Belleville, Ontario K8P 4P1
613-966-5500 | 1-800-267-2803
Fax: 613-966-9418

Kingston, Frontenac and Lennox
& Addington Public Health
221 Portsmouth Ave.
Kingston, Ontario K7M 1V5
613-549-1232 | 1-800-267-7875
Fax: 613-549-7896

Leeds, Grenville & Lanark
District Health Unit
458 Laurier Blvd.
Brockville, Ontario K6V 7A3
613-345-5685 | 1-800-660-5853
Fax: 613-345-2879

South East Health Unit

formerly



GOVERNANCE COMMITTEE AGENDA

Tuesday, May 13, 2025

1:00 p.m. (Lanark Room)

Expected attendance:

In-Person: Stephen Bird, Councillor Judy Greenwood-Speers, Chair Robin Jones, Mayor Jan O'Neill, Barb Proctor, Warden Nathan Townend

Virtual:

Officer: Dr. Piotr Oglaza

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 and 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 Governance Committee approve the agenda for the meeting of May 13, 2025 as circulated.

5. **APPROVAL OF THE MINUTES**

MOTION: THAT the Governance Committee approve the minutes of the meeting held on April 8, 2025 as circulated.

Hastings Prince Edward Public Health
179 North Park St.
Belleville, Ontario K8P 4P1
613-966-5500 | 1-800-267-2803
Fax: 613-966-9418

Kingston, Frontenac and Lennox
& Addington Public Health
221 Portsmouth Ave.
Kingston, Ontario K7M 1V5
613-549-1232 | 1-800-267-7875
Fax: 613-549-7896

Leeds, Grenville & Lanark
District Health Unit
458 Laurier Blvd.
Brockville, Ontario K6V 7A3
613-345-5685 | 1-800-660-5853
Fax: 613-345-2879

6. **DISCLOSURE OF PECUNIARY INTEREST AND / OR CONFLICT OF INTEREST**

7. **BUSINESS ARISING:**

7.1. Legacy Board of Health Self-Evaluations – Dr. Oglaza

7.1.1. Legacy LGL

7.1.2. Legacy KFL&A

7.1.3. Legacy HPE

7.2. Provincial Risk Management Documentation and Discussion – Dr. Oglaza

7.2.1. alPHa BOH Governance Toolkit (See Page 17 of Toolkit)

7.2.2. Risk Intelligence Policy

7.3. Strategic Planning and Merger Funding – Dr. Oglaza

7.4. Update on Meeting with Brent Feeney regarding Remuneration – Dr. Oglaza

8. **NEW BUSINESS:**

8.1. Updated Secondary Items Comparison Chart – Warden N. Townend

8.1.1. Board of Health Self-Evaluation Policy

MOTION: THAT the Board of Health Self-Evaluation Policy be forwarded to Amy Dale for drafting and legal review.

8.2. alPHa Training Briefing Note – Dr. Oglaza

MOTION: THAT the alPHa Training Briefing Note be forwarded to the Board of Health for their consideration.

8.3. Review of Running Amendment List for the Board of Health – Dr. Oglaza

8.4. Approach to Meeting with MPP's Discussion – Dr. Oglaza

8.5. Branding Discussion – Dr. Oglaza

MOTION: THAT the Governance Committee recommend the endorsement of the public-facing names Southeast Public Health (SEPH) and Santé publique du Sud-Est (SPSE).

9. **ADJOURNMENT**

MOTION: THAT the meeting adjourn at ____ p.m.

South East Health Unit

formerly



GOVERNANCE COMMITTEE OPEN SESSION MINUTES

Tuesday, April 8, 2025

1:00 p.m. (Boardroom)

Minutes of the meeting of the Governance Committee held at 221 Portsmouth Avenue, Kingston, ON, in-person and through Zoom.

In attendance:

In-Person: Councillor Judy Greenwood-Speers, Mayor Robin Jones, Mayor Jan O'Neill, Warden Nathan Townend

Virtual: Stephen Bird, Barb Proctor

Officer: Dr. Piotr Oglaza

1. CALL TO ORDER

Chair R. Jones called the meeting to order at 1:00 p.m.

2. LAND ACKNOWLEDGEMENT

Spoken by Chair R. Jones.

3. ROLL CALL

Roll call was taken by Recorder, H. Bruce.

4. APPROVAL OF THE AGENDA

It was MOVED by Mayor J. O'Neill and SECONDED by Councillor J. Greenwood-Speers THAT the Governance Committee approve the agenda for the meeting of April 8, 2025 as circulated.

CARRIED

5. APPROVAL OF PREVIOUS MEETING MINUTES

It was MOVED by Warden N. Townend and SECONDED by B. Proctor THAT the Governance Committee approve the minutes of the March 25, 2025 meeting as circulated.

CARRIED

6. DISCLOSURE OF PECUNIARY INTEREST AND/OR CONFLICT OF INTEREST

No conflicts were declared.

7. BUSINESS ARISING:

7.1. Additions to Governance Training/Legal Budget for the Board

Governance Committee members agreed to proceed with the consultant recommended by S. Bird.

ACTION: H. Bruce will reach out to D. Hartley to see if he can attend the May 13th Governance Committee to discuss training options for the Board.

Members discussed having the Board retreat on June 25 and tying it to the BOH meeting depending on the consultant's availability at an offsite central location to be determined.

ACTION: Include D. Hartley's web address in the minutes to provide further information about the consultant. <https://nonprofithelp.ca/>

8. NEW BUSINESS

8.1. Secondary Items Comparison Chart and Policy Review

Warden N. Townend led the policy review at the SETT and will continue to do so at the Governance Committee. Secondary items will be reviewed today.

8.1.1. BOH Advocacy Policy

A staff position on advocacy being brought to the Board for endorsement could have political implications and discussion needs to happen around where to draw the line. The suggestion was made to play a supportive role regarding advocacy in the first few years as a new Board. Anything that staff feel is important to bring to the Board for advocacy would go through the Executive Committee and the Medical Officer of Health/CEO first.

ACTION: In HPE policy remove under procedure initiatives for staff. Combine LGL and HPE policy and forward to Amy Dale for legal review and drafting.

8.1.2. Appointment of External Auditors

Members agreed to expedite the HPE policy.

ACTION: Forward to Amy Dale for legal review and drafting.

8.1.3. BOH Self-Evaluation Policy

Members discussed how the BOH self-evaluation survey was developed by legacy health units. Some of the concepts came from the BOH role outlined in alPHa documents. When the policy is being developed the source of the questions should be stated.

ACTION: BOH self-evaluation samples from the three legacy health units will be reviewed at the May Governance Committee meeting.

8.1.4. Complaints Policy

The legacy KFL&A policy was reviewed. If a complaint is received regarding the MOH/CEO an impartial independent third party will be asked to investigate the complaint. The Board Chair navigates with the assistance of HR, depending on the nature of the complaint.

ACTION: Revise first sentence under policy: Whenever a Board member receives a complaint from a member of the public, the complaint shall be referred to the Medical Officer of Health/CEO unless it refers to the MOH/CEO and should come to the attention of the BOH Chair.

Any questions or concerns addressed to the Board would be taken to the MOH/CEO. There needs to be a staff policy and a Board policy. The second paragraph is operational with an investigation taking place unless there is an appeal to the Board.

There should also be a system for complaints against board members. An example of a Board complaint could be regarding non-declaration of pecuniary interest, a break in confidentiality, not attending board meetings etc. A legitimate complaint cannot be anonymous. Members agreed that a complaint about a board member would go to the Board Chair.

A code of conduct will be going to the Board for approval in April. The missing element is how breaches will be handled and consequences. A report would come to the Board with sanctions based on the code of conduct before seeking legal advice. The due process for appointees and municipal councillors should be the same but the consequences could be different.

ACTION: Forward to Amy Dale for legal review and drafting.

8.1.5. Deputation Requests

This policy was developed at HPE to have a structure in place and provide limits for those wanting to address the Board of Health. It is important that there is a policy in place that creates parameters to enable the Board to contextualize the deputation.

DECISION: Members agreed to a 10 minute presentation with a maximum of three deputations per Board meeting. No need to include item 6 as BOH meetings are recorded and posted on the website.

ACTION: Forward to Amy Dale for legal review and drafting.

8.1.6. MOH Evaluation Policy

This policy should be based on legacy LGL's policy and it is the role of the Governance Committee to ensure the MOH evaluation is done every two years. Concern was expressed that principles 2 and 3 seem limiting. Ask that Amy expand this section.

ACTION: Forward to Amy Dale for legal review and drafting.

8.1.7. MOH Remuneration

Boards are expected to pay the base salary in order to be eligible for the top up provided by the government. The top up is negotiated between the province and physicians. If the Board does not provide the minimum base the government will hold the top up. The top up and salary grid is only for the MOH and AMOH. The province has advised that they will provide top up for the Deputy MOH roles at the MOH level.

ACTION: State in the policy that for Deputy MOH positions the expectation is that the government will pay top up at the MOH level and the Board will maintain the base level. Forward to Amy Dale for legal review and drafting.

8.1.8. Negotiation & Ratification of Collective Agreements

If an agreement is reached with the union on increases within the mandate, the Board sets those parameters based on recommendations from staff. The benefit of having the mandate set is that the Board is removed from potential pressures from the bargaining unit.

Members discussed the Finance Committee doing an analysis and making recommendations to the Board. Members agreed to keep that flexibility.

ACTION: Forward to Amy Dale for legal review and drafting.

8.1.9. Non Union Compensation – Staffing Standard

Members discussed whether this should be a Board or operational policy. The process is being followed as outlined in the procedure.

DECISION: Members agreed to keep the procedure as outlined and to use the legacy LGL policy.

ACTION: Forward to Amy Dale for legal review and drafting.

8.2.0. Orientation of Board Members

The Governance Committee will be the champions for the board member orientation. The KFL&A policy wording uses the word shall and refers to relevant legislation.

Chair R. Jones left the meeting at 2:39 pm.

Agreed to wording that members *shall* attend and participate. Members would like to see an annual orientation for all members, not just new members – an annual refresher. The Governance Committee will review relevant documentation for the Board Orientation Manual annually to ensure it is updated with a hard copy provided to board members.

ACTION: Forward to Amy Dale for legal review and drafting.

8.2.1. Risk Intelligence

Dr. Oglaza advised that the concept of risk assessment and mitigation is highly prescribed and part of the standards from the ministry which led to the recommendation not to have a separate policy. All of our teams have been providing risks to the Board along with risk mitigation strategies based on provincial documents.

ACTION: The provincial document outlining risks will be reviewed at the next Governance Committee meeting.

8.2.2. Strategic Plan

The work of public health is outlined in the OPHS. In strategic planning we define how we deliver services and engage with partners and agencies. It is primarily driven by the Board to look at themes and how staff summarize feedback from different groups. Some of the work we are doing is already based on a strategic direction that has not been articulated. How to integrate one entity is a strategic pursuit. In terms of creating a structure, the recommendation is that there should be a policy.

ACTION: Preference was given to the HPE approach. Forward to Amy Dale for legal review and drafting.

ACTION: Dr. Oglaza will connect with the Finance Team to see if strategic planning is covered under merger funding.

Dr. Oglaza left the meeting at 3:01 pm.

8.2.3. Vaccination

Members agreed unanimously that a vaccination policy is not required for the SEHU Board.

9. ADJOURNMENT

It was MOVED by Councillor J. Greenwood-Speers and SECONDED by Mayor J. O'Neill THAT this meeting of the Governance Committee be adjourned at 3:06 p.m.

CARRIED



LGLDHU Board of Health Self-Evaluation November 2023

Part 1: Board Role and Responsibility
1.1. The Board understands/performs its role in MOH/CEO oversight.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:
1.2. The Board understands/performs its role in financial oversight.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:
1.3. The Board understands/performs its role in strategic planning.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:

Part 2: Board Governance

Board members have signed the Duties and Obligations of Directors form and the Conflict of Interest statement that outline ethical guidelines in order to fulfill their responsibilities and governance mandate.

2.1. The Board understands and performs the Board's governance role and does not become overly involved in management/operational issues.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

Part 3: Board Awareness

3.1. The Board is well-informed and kept up-to-date about the operations of the Organization through program presentations and MOH Verbal Updates given at BOH meetings.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

3.2. The Board is well-informed and kept up-to-date about current trends and issues relevant to the sector through alPHa updates and Board correspondence.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

3.3. The Board is well-informed and kept-up-to-date about the Board's governance role through regular BOH meetings and MOH updates.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:
3.4. Is there something more that Board members need in meetings to be a more effective Board member?
1. No Comment <input type="checkbox"/>
2.
3.
4.
5.
Comments:
Part 4: New Members
4.1. New Board members are recruited on the basis of skills, knowledge, experience and required qualities and reflect the diversity of the community served. This includes Board members appointed by the Province and Municipal members appointed by their municipality.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:

Part 5: Fiduciary Obligations

5.1. Board members understand their Board obligations and policies including Conflict of Interest.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

Part 6: Overall Functioning

6.1. Board members work well together.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

6.2. Board members participate in effective orientation and avail themselves of opportunities for ongoing education.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

6.3. In order to actively participate in BOH meetings, members thoroughly review materials in advance of the meeting.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

Part 7: Meetings

7.1. Meeting materials are received sufficiently in advance to be thoroughly reviewed by Board members.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

7.2. Materials prepared for review enable Board members to participate actively in the discussion and make an informed decision.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

7.3. Meetings are structured so there is sufficient time for discussion of decision items.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:
7.4. The Board deals with in-camera business appropriately.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:
7.5. Use of Zoom technology is working well for meetings.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:
7.6. Board members participate in meetings in a positive and respectful manner.
1. No Comment <input type="checkbox"/>
2. Strongly Disagree <input type="checkbox"/>
3. Disagree <input type="checkbox"/>
4. Agree <input type="checkbox"/>
5. Strongly Agree <input type="checkbox"/>
Comments:

Part 8: Board Chair

8.1. The Board Chair conducts the meeting in a way that moves the business of the Board forward.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

8.2. The Board Chair allows adequate time for all sides of an issue to be heard and debated and encourages participation.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

8.3. The Board Chair and the Board demonstrates understanding of the Chair's role as the spokesperson for the Board.

1. No Comment ☐

2. Strongly Disagree ☐

3. Disagree ☐

4. Agree ☐

5. Strongly Agree ☐

Comments:

Part 9 : Additional Comments

9.1. Please provide any additional comments or thoughts below.

Thank you for completing the Board of Health Self-Evaluation survey!

Copy of Board of Health for KFL&A Health Unit Self-Assessment Questionnaire

1. Introduction

This survey gives Board members a chance to reflect on how the Board is doing as a governance body and to identify possible areas to improve.

Your participation in this survey is voluntary. We are, however, hopeful that all Board members will participate in this important feedback process.

Please answer the questions with full candour, knowing that your responses will remain confidential. All results will be grouped together and will not contain any individual information.

We hope that this survey will help the Board to set priorities and motivate us to work even more effectively together to fulfill our responsibilities as Board of Health members.

The survey results will be presented at the June Board of Health meeting.

Copy of Board of Health for KFL&A Health Unit Self-Assessment Questionnaire

2. Board Roles and Responsibilities

1. For each statement, please check the response that best describes your opinion.

	Strongly Agree	Agree	Disagree	Strongly Disagree	Not Sure
Board members have adequate knowledge of the Board's responsibilities.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board members demonstrate a clear understanding of the role of the Board.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board members demonstrate a clear understanding of the role of the CEO.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board members demonstrate a clear understanding of the role of senior management.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board has the sub-committees needed to maximize board efficiency.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board is adequately prepared to oversee an emergency situation.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board assesses the MOH's performance in a systematic way.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board assesses the MOH's performance in accordance with agency policy.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board focuses primarily on long-term and policy issues.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board steers clear of discussions of short-term administrative matters.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board has adequate information to approve the annual budget.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board receives adequate information on agency compliance with applicable legislation.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Copy of Board of Health for KFL&A Health Unit Self-Assessment Questionnaire

3. Board Decision-Making

2. For each statement, please check the response that best describes your opinion.

	Strongly Agree	Agree	Disagree	Strongly Disagree	Not Sure
The Board has appropriate input into the development of the agenda.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board has adequate background information about agenda items.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board uses sound decision-making processes.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Copy of Board of Health for KFL&A Health Unit Self-Assessment Questionnaire

4. Board Relations

3. For each statement, please check the response that best describes your opinion.

	Strongly Agree	Agree	Disagree	Strongly Disagree	Not Sure
There is sufficient time allocated for the full discussion of issues at Board meetings.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board members have adequate opportunities to ask questions at Board meetings.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
As a Board member, I feel comfortable asking a probing question.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
As a Board member, I feel comfortable raising an issue that might be unpopular.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
A climate of mutual trust and respect exists among Board members.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
A climate of mutual trust and respect exists between the Board and CEO.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
A climate of mutual trust and respect exists between the Board and staff.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board members assist in developing and maintaining positive relations with key stakeholders.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board members are active in promoting a positive image of the agency in the community.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Copy of Board of Health for KFL&A Health Unit Self-Assessment Questionnaire

5. Planning

4. For each statement, please check the response that best describes your opinion.

	Strongly Agree	Agree	Disagree	Strongly Disagree	Not Sure
As a Board member, I am aware of the agency's strategic plan.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
As a Board member, I am aware of the annual goals of the agency.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board has an appropriate planning cycle.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board ensures the agency's strategic plan is being implemented.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The Board ensures the agency's strategic plan is considered when making Board decisions.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
The agency has appropriate policies and procedures in place to manage risk.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Copy of Board of Health for KFL&A Health Unit Self-Assessment Questionnaire

6.

5. Our greatest strengths as a Board are: (list up to three)

- a.
- b.
- c.

6. Our greatest challenges as a Board are: (list up to three)

- a.
- b.
- c.

7. Three things we could do to improve Board decision-making are:

- a.
- b.
- c.

8. What priorities should occupy the Board's time and attention during the coming year or two? (list up to three)

- a.
- b.
- c.

9. How could the Board's organization or performance be improved in the next year or two? (list up to three)

- a.
- b.
- c.

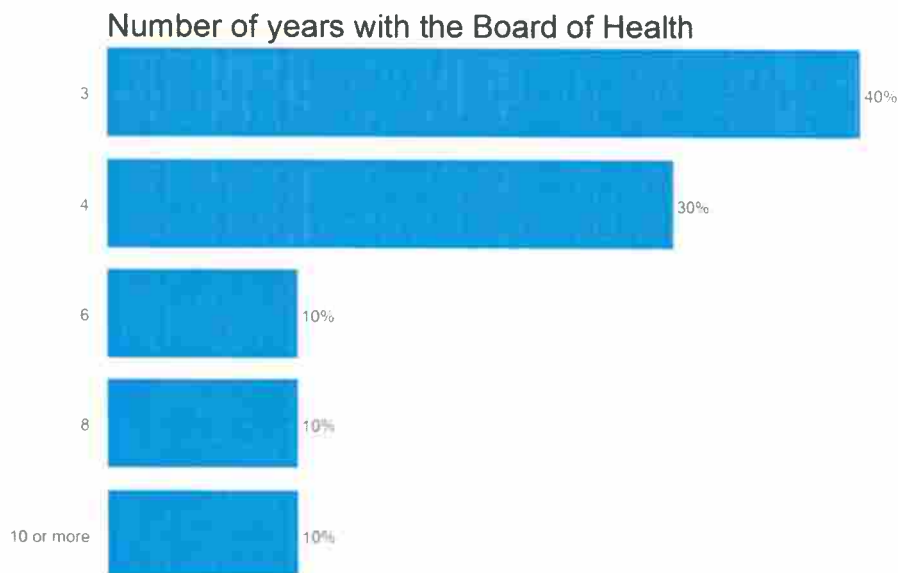
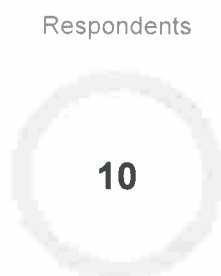
10. Other Comments



Board of Health

2022 Self-Evaluation Survey

Summary of Results



1. BOARD OF HEALTH ROLES AND RESPONSIBILITIES



N 8

What suggestions would you make to clarify the roles and responsibilities of BOH members?

What suggestions would you make to clarify the roles and responsibilities of BOH members?

No suggestions at this time.

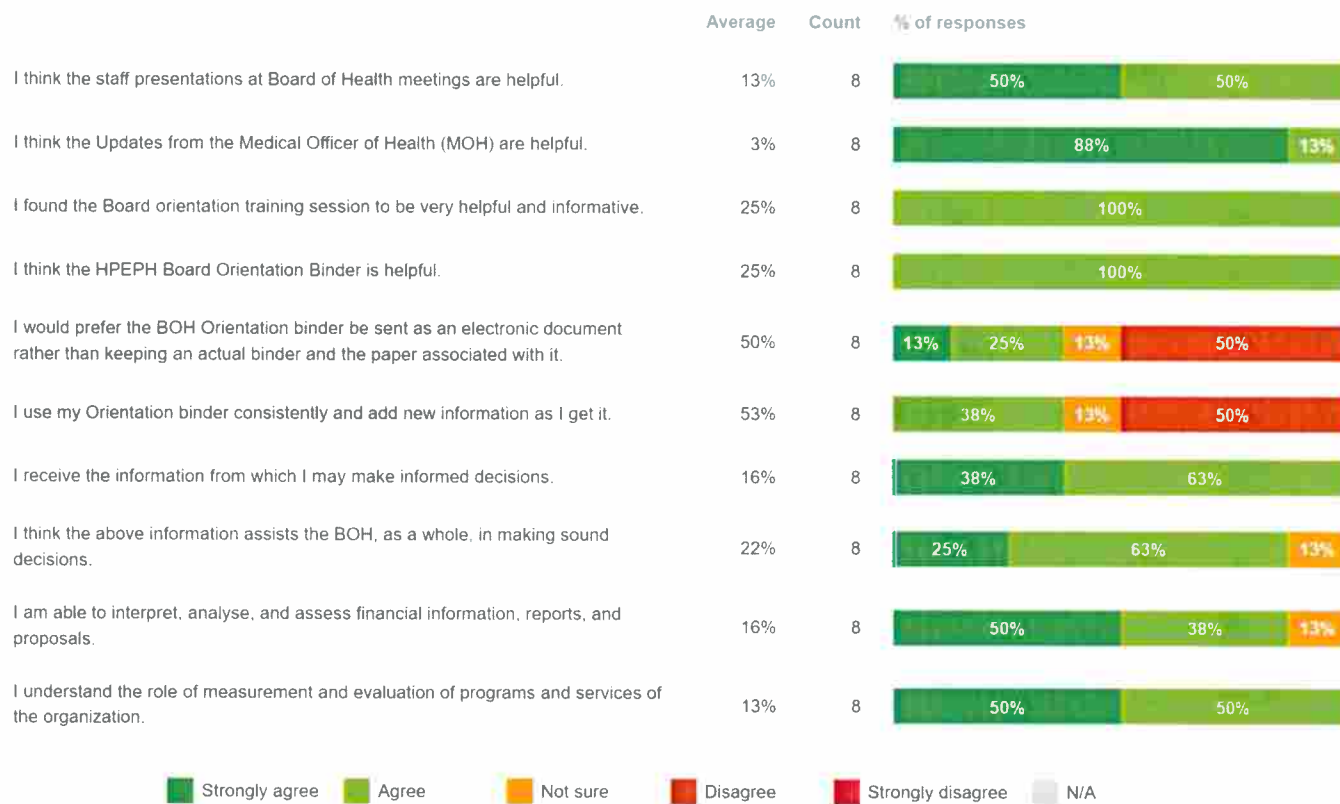
None

Regular updates on programs and services especially in schools

Re: budget, there appears to be a disconnect between timely communication from the Province, and what HPEPH has to work with.

N 4

2. BOARD OF HEALTH INFORMATION SHARING AND RESOURCES



N 8

What suggestions might you have to improve the process of information sharing?

What suggestions might you have to improve the process of information sharing?

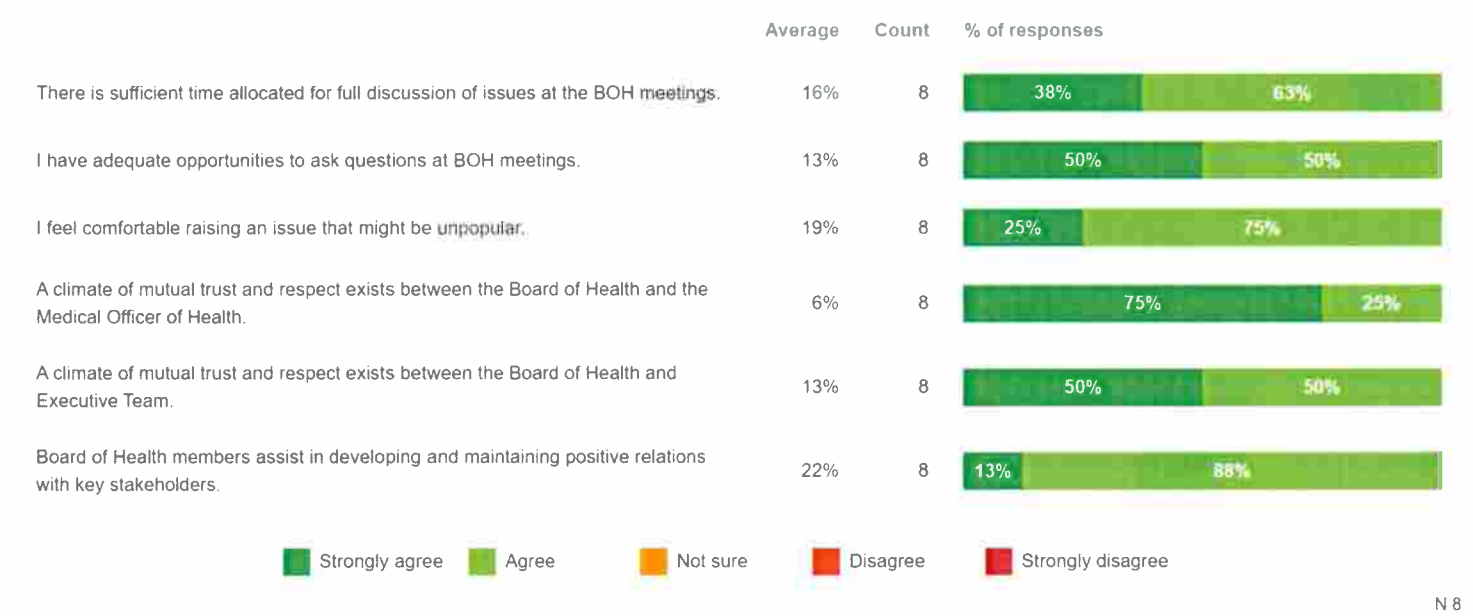
Accessing a Board portal for documents and information is desirable.

None

The information sharing is good. As vice chair we meet with MOH prior to meetings. Very helpful.

N 3

3. BOARD RELATIONS



Are there any areas for improvement in Board of Health relations?

Are there any areas for improvement in Board of Health relations?

Are there any areas for improvement in Board of Health relations?

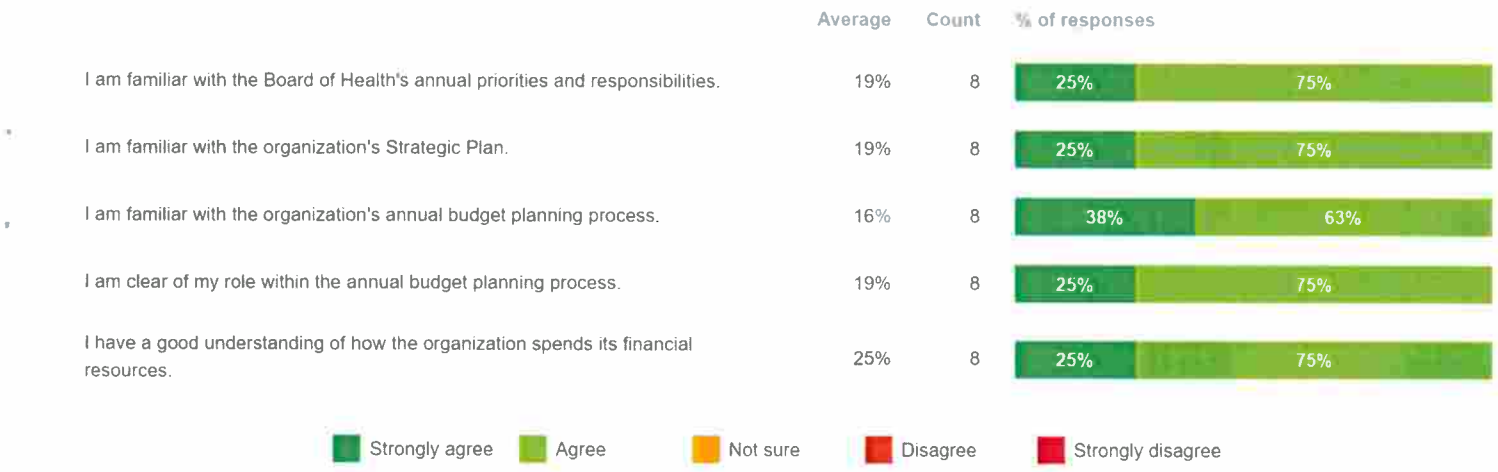
No suggestions at this time.

No

Members need to advise of attendance at meetings to ensure quorum.

N 3

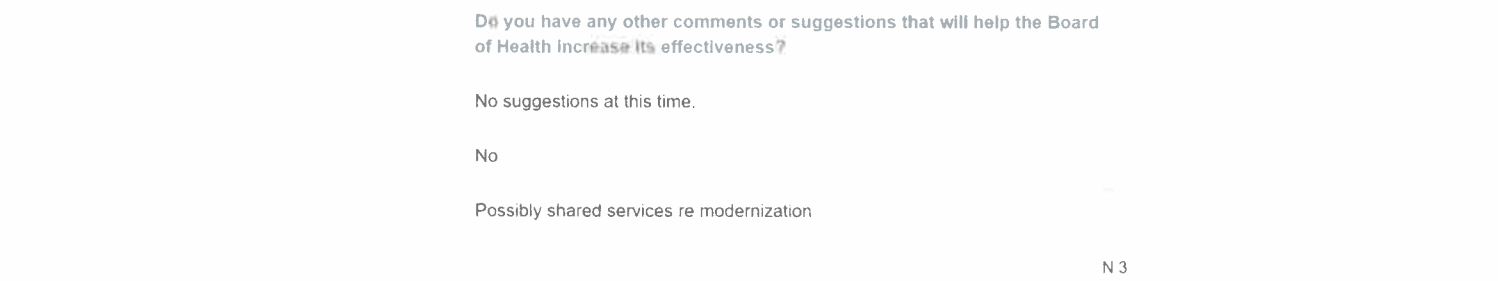
4. BOARD OF HEALTH PLANNING AND PRIORITIES



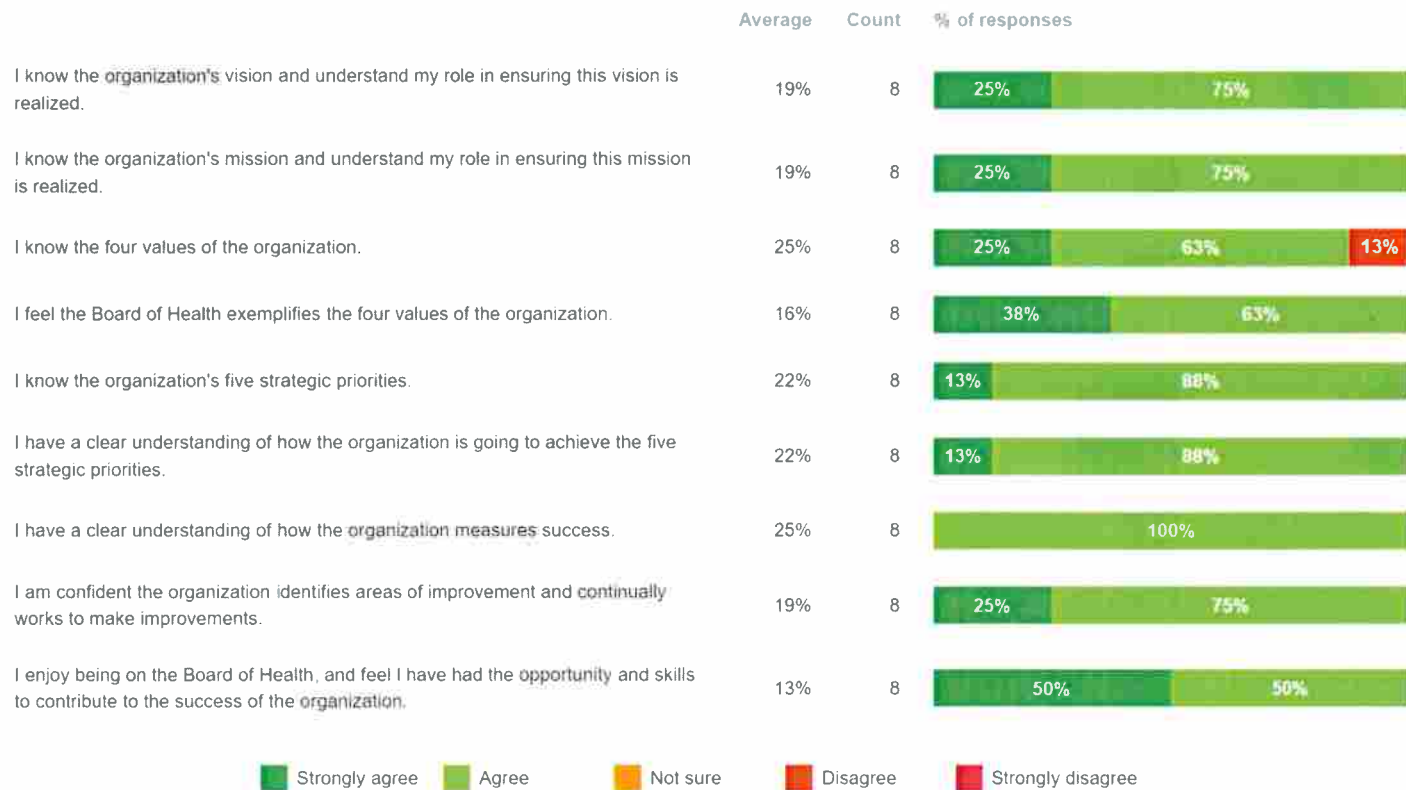
N 8

Do you have any other comments or suggestions that will help the Board of Health increase its effectiveness?

Do you have any other comments or suggestions that will help the Board of Health increase its effectiveness?



5. ORGANIZATION MISSION, VALUES AND STRATEGIC PLAN



N 8

Achieving our Strategic Plan is vitally important to the organization. How can we improve this process?

Achieving our Strategic Plan is vitally important to the organization. How can we improve this process?

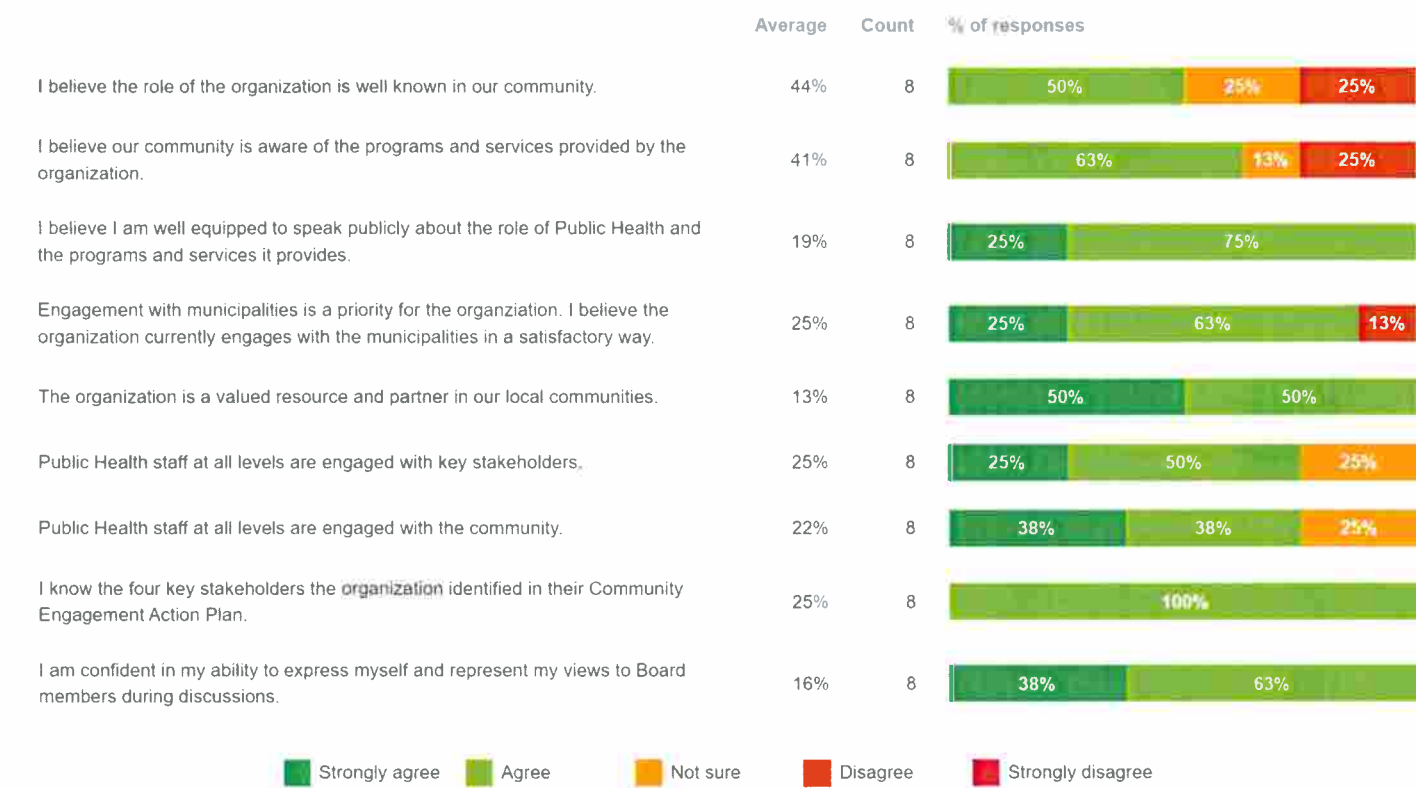
Continue to apply the CARE values to the strategic priorities to enable and sustain consistency across each area.

I think that it functions very well as it is currently.

Retaining qualified staff

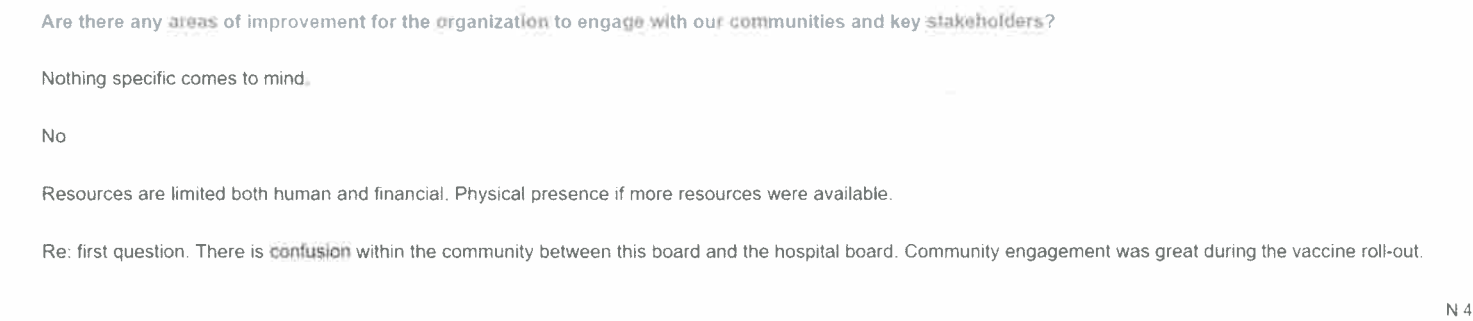
N 3

6. COMMUNITY ENGAGEMENT

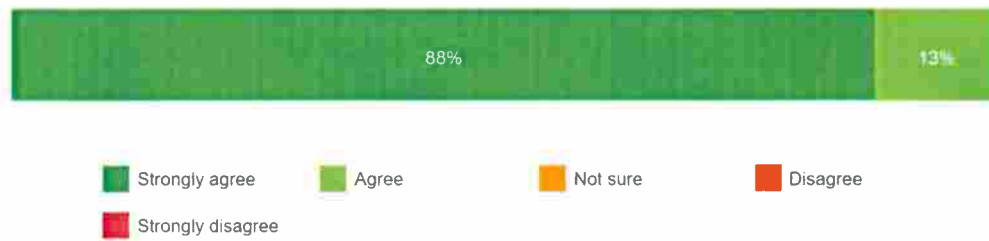


N 8

Are there any areas of improvement for the organization to engage with our communities and key stakeholders?



Throughout the COVID-19 pandemic the organization worked well with community partners to protect the residents in our communities.



N 8

Is there anything you think the organization could do better if there is another pandemic?

Is there anything you think the organization could do better if there is another pandemic?

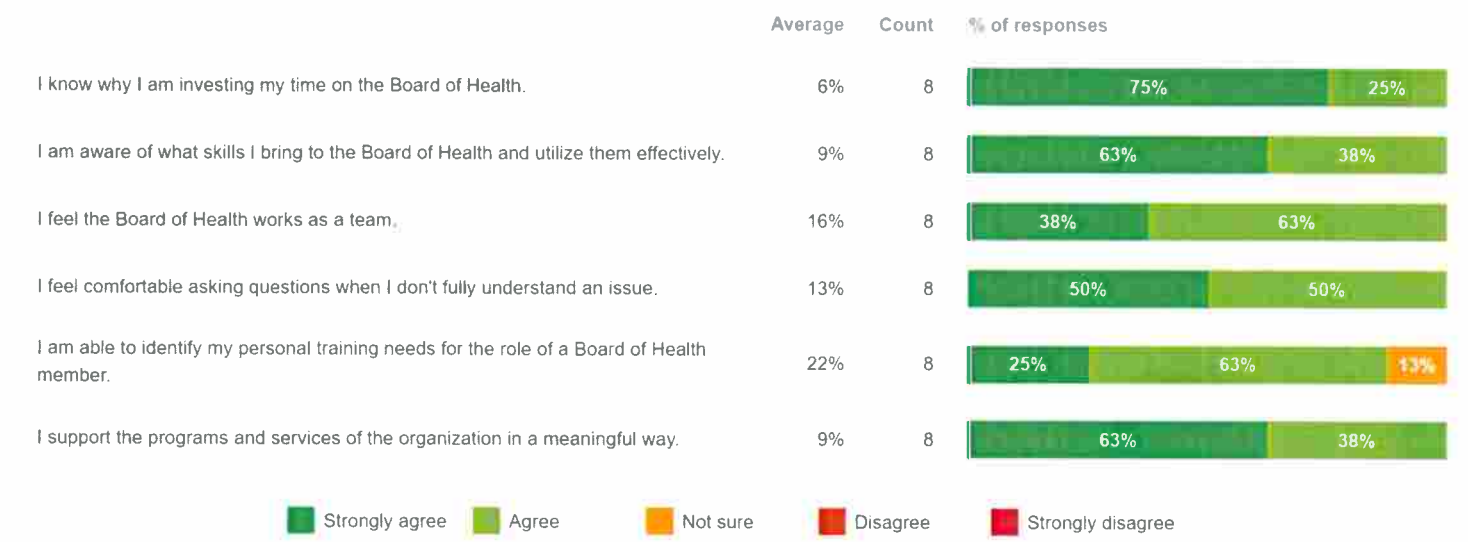
Integrate the lessons learned into new or existing policies and procedures.

There should be a robust and frequently updated supply of POE and other necessary supplies. These were woefully and incredibly unavailable at the onset of the SARS-CoV-2 pandemic.

Lessons learned implemented.

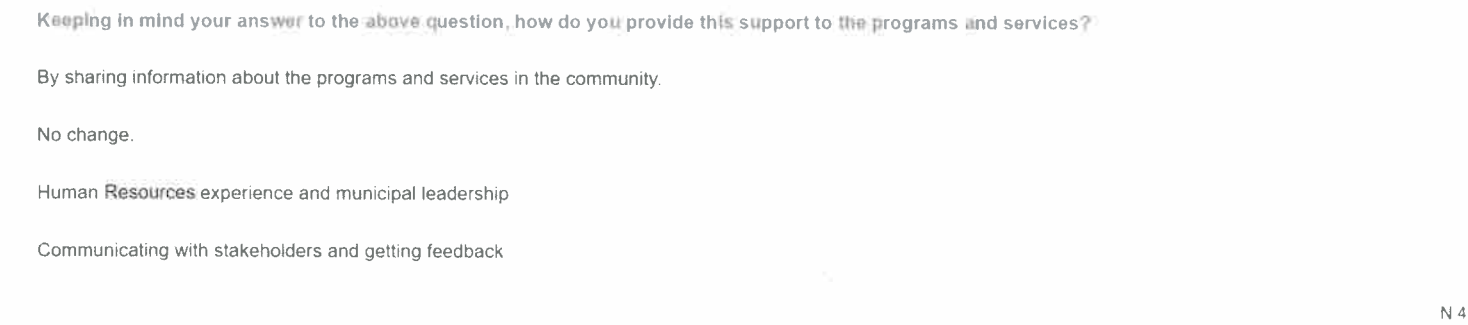
N 3

7. PERSONAL COMPETENCIES



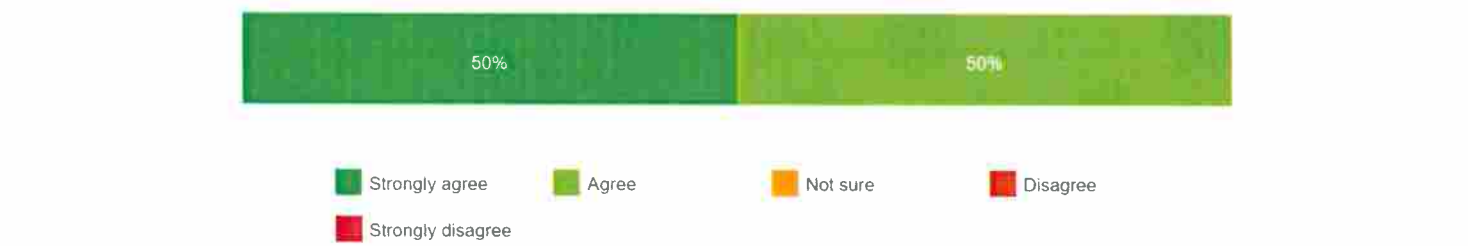
N 8

Keeping in mind your answer to the above question, how do you provide this support to the programs and services?



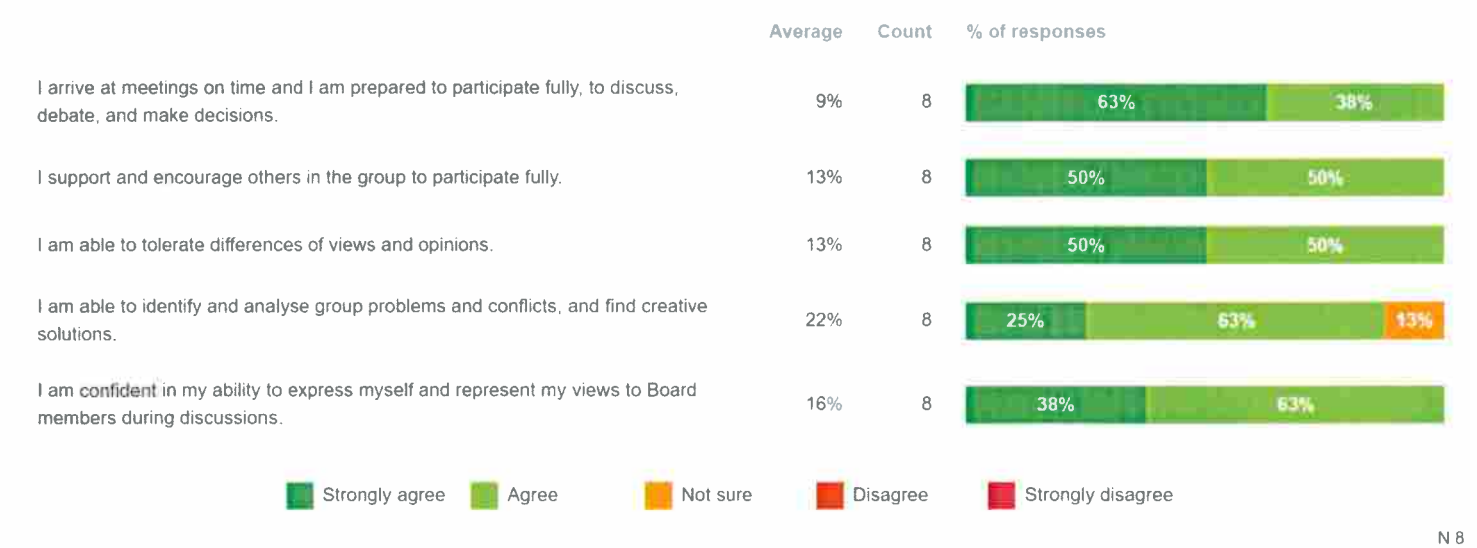
N 4

I enjoy being on the Board of Health, and feel I have had the opportunity and skills to contribute to the success of the organization.

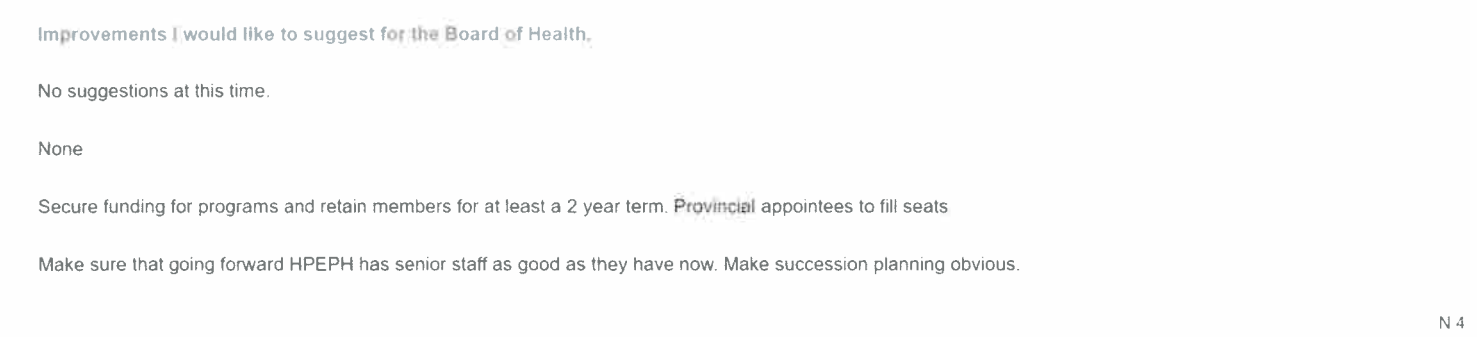


N 8

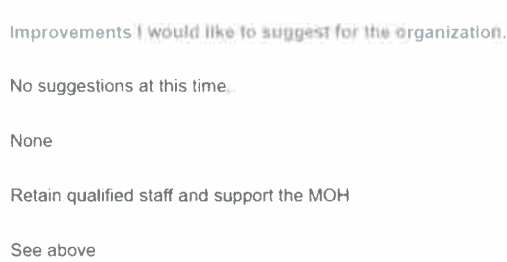
8. LEADERSHIP



Improvements I would like to suggest for the Board of Health.



Improvements I would like to suggest for the organization.





BOH GOVERNANCE TOOLKIT

For Ontario Boards of Health

alPHa

Association of Local
PUBLIC HEALTH
Agencies

Updated: November 28, 2022



BOH GOVERNANCE TOOLKIT

The Association of Local Public Health Agencies (alPHA) represents Ontario's public health units and their boards of health. alPHA is committed to helping those who sit on provincial boards of health better understand their roles and responsibilities as public health officials and keeping them updated on the latest public health initiatives.

This toolkit is an effort to support board of health members and the important work they do. It is intended for use by boards of health in Ontario. However, alPHA recognizes that some of these materials may need to be adapted to meet the needs of specific boards. Boards of health are therefore encouraged to customize the tools to meet their unique needs and circumstances.

It should be further noted that the Toolkit does **not** replace but complements alPHA's current [2022 alPHA Orientation Manual for Boards of Health](#) or the [BOH: Shared Resources](#) area of the alPHA website. Whereas the Manual provides an overview of the public health sector and the board of health's role within it, this toolkit focuses on giving boards of health practical tools and information to help them govern more effectively.

This document is not intended as, nor should it be considered, legal advice. Boards of health are advised to seek legal or professional advice if they are concerned about the applicability of specific governance practices to their circumstances. The contents of this toolkit should not be considered a definitive list of resources and references on governance.

Toolkit Content

- What is Governance?
 - Good Governance
 - Board of Health Effectiveness
 - Governance as Leadership
 - Effective Board of Health Habits
 - Tips for Productive Board Meetings
- Board of Health Orientation
 - alPHa BOH Orientation Manual
 - alPHa BOH: Shared Resources
- Board of Health Legislative Requirements
- Board of Health Bylaws, Policies and Procedures
- Accountability
 - Provincial Accountability Framework
 - Ontario Public Health Standards
- Strategic Oversight and Planning
- Risk Management and Assessment
 - BOH Governance Learnings
 - BOH Liability
- Accreditation and Quality
- Evaluation
 - Evaluation of the Board of Health
 - Individual Board Member Assessment
 - Evaluation of the Medical Officer of Health (MOH)
 - Evaluation of the Chief Executive Officer (CEO)
 - Evaluation of the Evaluations
 - Governance Review and Best Practices
- Evergreen BOH Governance Toolkit
- Potential BOH By-laws and Policies
- Sources

What is Governance?

In general terms, governance can be thought of as the stewardship or oversight of the affairs—particularly the *strategic direction*—of an organization.

Definitions of Governance include:

“While governance includes oversight, it is a broader concept. Governance refers to the structures, systems, and practices an organization has in place to:

- *assign decision-making authorities, define how decisions are to be made, and establish the organization’s strategic direction;*
- *oversee the delivery of its services; the implementation of its policies, plans, programs, and projects; and the monitoring and mitigation of its key risks; and*
- *report on its performance in achieving intended results and use performance information to drive ongoing improvements and corrective actions.”*

Canadian Audit and Accountability Foundation

Governance has been defined to refer to structures and processes that are designed to ensure accountability, transparency, responsiveness, rule of law, stability, equity and inclusiveness, empowerment, and broad-based participation. Governance also represents the norms, values and rules of the game through which public affairs are managed in a manner that is transparent, participatory, inclusive and responsive.

UNESCO International Bureau of Education

The board, acting in its governance role, sets the desired goals for an organization and establishes the systems and processes to support achievement of those goals. A key role of the board is to determine and oversee the governance of the organization. The chart below illustrates some of the key responsibilities for each governance area for boards of health (BOHs).

Governance Area	BOH Key Responsibilities
Strategic	<ul style="list-style-type: none"> • Providing strategic leadership and direction by setting the vision, mission and values. • Assessing and approving the strategic plan. • Determining organizational priorities. • Ensuring compliance with legislation, regulations, provincial policies and directives. • Developing intersectoral alliances and/or partnerships with other stakeholders. • Establishing policies and procedures for the management and operation of the board of health (BOH). • Ensuring the planning and delivery of services and programs. • Ensuring operational plans are executed within the approved budget.
Fiscal Management and Reporting	<ul style="list-style-type: none"> • Reporting on organizational activities to stakeholders and government. • Safeguarding and allocating organization’s resources through sound fiscal policies and internal controls. • Setting and approving the budget.

	<ul style="list-style-type: none"> Commissioning independent financial audit.
Relationships	<ul style="list-style-type: none"> Establishing processes for effective communications with stakeholders. Developing effective working relationship with stakeholders and partners. Developing effective working relationship with the MOH/CEO.
Quality Management	<ul style="list-style-type: none"> Ensuring quality assurance processes are in place. Identifying and assessing risks to the health unit and board of health, and developing risk management policies. Meeting expectations of the Accountability Agreements with the Ministry of Health. Undergoing a business process audit (accreditation) by an accredited agency. Performing a governance review on a regular basis.
Monitoring, Reporting and Evaluation	<ul style="list-style-type: none"> Monitoring, assessing and reporting on progress of the strategic plan. Assessing and reporting on BOH's performance in achieving strategic outcomes. Ensuring processes are in place to monitor, evaluate and improve outcomes. Ensuring health status and health needs of the population are monitored, reported on and assessed regularly. Monitoring, reporting and assessing outcomes with respect to the Ontario Public Health Standards and Organizational Standards requirements.
Management	<ul style="list-style-type: none"> Establishing policies and procedures for BOH affairs. Conducting business with openness and transparency. Ensure ongoing education of BOH members. Establishing sound processes for recruitment and appointment of the MOH/CEO. Hiring the MOH/CEO Evaluating performance of the MOH/CEO on a regular basis. Assessing performance of the BOH and its members. Reviewing BOH bylaws, policies and procedures on a regular basis.

It is important to note that while the board of health (BOH) works closely with the Medical Officer of Health—who is also the Chief Executive Officer (MOH/CEO), or the Medical Officer of Health and the Chief Executive Officer (CEO)—if the BOH has chosen the split management model, it is the MOH/CEO's responsibility to lead the health unit in achieving board-approved directions. *Therefore, the responsibility for the day-to-day management and operations of the health unit lies with the MOH/CEO or the CEO, if using that model.*

Governance also involves trust and confidence. This fiduciary role is another important function for BOHs. By fulfilling its oversight and fiduciary role, the BOH cultivates respect, confidence, support and unity within the health unit while acting in its best interest.

Fiduciary Responsibilities of the BOH

- *Acting in the best interest of the health unit.*
- *Avoiding conflict of interest.*
- *Corporate obedience – BOH solidarity, speaking with one voice, operating within legal requirements.*
- *Maintaining confidentiality*

Good Governance

Good governance occurs when a BOH carries out their trust or fiduciary responsibility to achieve the health unit's goals. Foundations for good governance rest on:

Board Quality - The quality of the people at the BOH table and their collective skills

Board Role - What the BOH does

Board Structure & Processes - How the BOH does its work

A BOH applying good governance exercises its legal authority to conduct the health unit's affairs; shows leadership by reflecting the values and priorities of the health unit and developing positive relationships with stakeholders; manages the health unit's financial resources effectively and efficiently; and is accountable for its actions and responsibilities.

A BOH practicing good governance:

- ☒ is clear on its roles and responsibilities
- ☒ maintains effective communications with external stakeholders
- ☒ has appropriate processes in place for decision-making
- ☒ sets policies for the health unit
- ☒ understands the budgeting process and financial reporting responsibilities
- ☒ develops the health unit's strategic plan and is accountable for outcomes
- ☒ evaluates the performance of the MOH/CEO, individual Board members and the Board itself

Board of Health Effectiveness

In general, there are six elements that are necessary for a BOH to be effective:

1. **Commitment** BOH members should be committed individually and as a group to the health unit's mission, mandate, goals and processes to achieve them. They should have the necessary knowledge, abilities and commitment to fulfil their duties.
2. **Acceptance** BOH members must accept their responsibilities of their governance role. This means reading and making efforts to understand applicable background documents (legislation, policies, etc.), asking informed questions, and knowing the health unit's business and performance.
3. **Planning** The board of health focuses on strategic issues by engaging in the strategic planning process and avoids involvement in operational management affairs of the health unit.



4. **Communication** The board of health has internal and external communications processes that ensure access to relevant timely information, advice and resources.
5. **Outcomes** The board of health evaluates its impact in the community by systematically reviewing its policies, monitoring progress in achieving strategic goals, and undertaking evaluations of the Board itself, its members, and MOH/CEO or the MOH and the CEO.
6. **Reporting** The board of health should report on its activities and outcomes to various stakeholders and in accordance with any legislative requirements.

Governance as Leadership

Boards need to frequently look at how they think about and carry out their governance responsibilities. The Governance as Leadership Model (Chait, Ryan & Taylor, 2004) provides BOHs an enduring framework to understand governance and practice it effectively.

It enables boards to reframe their work under three governance “modes”: **fiduciary**, **strategic**, and **generative**.

Fiduciary

In this mode, boards are concerned mostly with the basic, traditional activities of stewardship and oversight—mission fulfillment, financial oversight, accountability, legal compliance and corporate obedience. Work is focused on conformance to established board policies and procedures to act in the best interest of the public health unit.

Strategic

In the strategic mode, boards establish organizational priorities and develop strategic directions for staff to action. They engage in strategic planning, strategic decision-making, policy making, and problem solving. Work is focused on monitoring performance as reported back to the BOH by staff against the strategic plan.

Generative

The generative mode sees boards framing organizational issues and problems and making sense of ambiguous situations. This involves boards positioning themselves differently; exploring issues from multiple, sometimes conflicting, perspectives; and looking to the past to uncover patterns, new ways to frame old issues, and new sources of ideas. Work is focused on active learning and organizational robustness.

Boards that are able to govern in these three modes are said to be truly governing, according to the Governance as Leadership Model. Using all three modes can lead to greater board engagement, stronger governance, and organizational excellence.

Effective Board of Health Habits

Effective BOHs work together as a team focusing on strategic issues within the context of the health unit's strategic plan. Building effective, collective work habits can be difficult. It requires focused agreement on behavior and a shared will to improve and build team competence. It has been observed that effective boards adopt a recurring pattern of six healthy habits.

Focus on Strategic Oversight

An effective board defines its own work area by focusing on strategic issues, such as the development and monitoring of the health unit's strategic plan, rather than staff management affairs. This is often difficult. Most board members are frequently experts at addressing operational issues in their respective health units and naturally gravitate to that arena. To avoid this, it may be helpful for the board and its MOH/CEO to be clear on the board's responsibilities and duties, i.e. the health unit's strategic agenda and the information required to carry it out.

Know the Business

Effective board members know the health unit's structure, strategy, population being served, programs, services, performance as well as the governing legislation and the *Ontario Public Health Standards*. They also know the sector and are familiar with stakeholders' activities. Boards cannot assume that their members maintain expert knowledge in all subject areas. Effective boards are quick to enlist outside experts to deliver fresh perspectives or new knowledge on topics where they lack experience.

Are Committed

Boards should expect and demand that each member identifies with the health unit's mission, has a well-defined team role, prepares for meetings, avoids conflicts of interest, attends meetings regularly and participates constructively and effectively in those meetings.

Adapt Knowledge to the Health Unit

Board members have a wealth of experience that must be adapted to the unique circumstances of the health unit and evidence-based community needs. They may wish to adopt what has been done elsewhere but should critically evaluate its appropriateness to the current health unit's environment before doing so.

Constructive Participation

Every board member brings valuable experience, expertise and judgment to the board. Without the participation of each member, the effort is substantially diminished. An effective board is one where every voice is encouraged and respected. Interpersonal conflicts among board members should be addressed in a timely fashion and may be addressed through board development programs.

Evaluate Performance

The effective board evaluates its performance periodically. Performance assessment leads to a culture of accountability, which, in turn may lead the board to hold itself, individual members, and the MOH/CEO, or the MOH and the CEO, to higher performance standards and expectations.

Tips for Productive Board Meetings

The Meeting Agenda

Most board work is conducted at regularly scheduled meetings, so careful attention must be paid to preparing the meeting agenda and developing the background and other materials submitted to the board for its pre-meeting review. The board agenda should be accompanied by the reports, memos, plans, and other materials to be discussed at the meeting and should be delivered to the board in advance (e.g., a week before) to allow members adequate time to prepare for an informed discussion of the materials and management's recommendations and proposals.

Board Materials

The board packages prepared by management and sent to board members before the meeting provide important information regarding the health unit's activities to help members evaluate management's proposals and directions to enable the members to make informed judgments. Agenda materials should avoid information overload, be clear about which items need a board decision or are for information purposes, and that the agenda notes the time allocation for each item.

The topics for discussion should relate to the health unit's overall strategic agenda, goals, and objectives. These strategic matters require serious, timely discussion by board members, so appropriate time must be allotted at meetings to cover them adequately and consideration should be given to the timing of their discussion during meetings (the beginning of the meeting is better than the end of the meeting).

Frequency of Board Meetings

The board should meet at least quarterly to review the health unit's activities and performance. The length of the meeting may help determine how many regular meetings are held. Additional special meetings are held as needed, particularly when there is need to discuss important or urgent matters prior to the next regular board meeting. Of course, consideration by the members of major issues affecting the health unit will require more frequent meetings.

Committee meetings should generally be scheduled to coincide with board meetings if in person to minimize travel and allow the committees to report promptly to the board on their deliberations and proposals. The board's procedural bylaw should outline the different types of board meetings available—in person, virtual or hybrid—and when they will be used by the board.

Open and Closed Meetings

A Board of Health must follow the requirements under s. 239 of the [Municipal Act](#) with respect to when a closed meeting can occur. An extract of the Act is noted below as board members need to fully understand these provisions. If a member of the public is concerned that the board has met in a closed meeting inappropriately, they can file a complaint with the Municipal Investigator if there is one named, or with the Ontario Ombudsman.

The Ontario Ombudsman has created a thorough [Open Meetings-Guide for Municipalities](#), which is informative and instructive for municipal councils and municipal boards, such as a Board of Health.

Meetings open to public

239 (1) Except as provided in this section, all meetings shall be open to the public. 2001, c. 25, s. 239 (1).

Exceptions

- (2) A meeting or part of a meeting may be closed to the public if the subject matter being considered is,
- (a) the security of the property of the municipality or local board;
 - (b) personal matters about an identifiable individual, including municipal or local board employees;
 - (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
 - (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
 - (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
 - (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
 - (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.

Other criteria

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

Educational or training sessions

- (3.1) A meeting of a council or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:
- 1. The meeting is held for the purpose of educating or training the members.
 - 2. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee. 2006, c. 32, Sched. A, s. 103 (1).

Depending on the nature of the closed meeting item, senior management staff including the MOH/CEO, may need to be included with the obvious exception being when it is an item that bears on them directly (such as performance appraisal, employment contract negotiations, etc.).

Board of Health Orientation

Every BOH in Ontario is responsible for orienting its new members to their roles and responsibilities following initial appointment. The orientation should be a positive team-building experience that results in new members' understanding of their role and the expectations for them.

A model orientation session will include the following:

- **Appropriate background materials** such as:
 - mission/values statement
 - bylaws and policies
 - relevant legislation
 - past meeting minutes
 - current and past financial statements
 - strategic plan
 - information on the population being served in the health unit's area
 - organizational chart for the health unit
 - list of BOH members and senior staff
 - annual calendar of events and meetings
- **Facilitated session** – An appropriate person should facilitate the orientation session. The best time and place to hold the session should be chosen, i.e. as part of the regular board meeting or as a separate meeting.
- **Review of key topics** such as:
 - BOH manual
 - mission/vision and values of the health unit.
 - history of the health unit
 - roles and responsibilities of the BOH, its individual members, and staff.
 - relevant legislation and provincial standards, including Ontario Public Health Standards: 2021.
 - operational overview of the health unit.
 - review of major events and activities the BOH members will be involved in.
 - identification of current legal matters and their status.
 - review of committees the BOH members may be involved in.
 - processes for BOH meetings and attendance, communications with stakeholders, policy development, budgeting and finance, decision-making, strategic planning, and evaluation of board and MOH/CEO, or MOH and CEO.
 - role of the Association of Local Public Health Agencies (alPHA).
- **Question and answer period** - Time should be set aside for questions from members.
- **Immediate involvement of new board members** - New BOH members may be paired with current members during the orientation process.

alPHA Orientation Manual

Following each municipal election, alPHA updates the [2022 alPHA Orientation Manual for Boards of Health](#). It was developed to assist boards of health in their efforts to educate and orient their new members on their roles and responsibilities as board of health officials.

Boards of Health: Shared Resources

[The Boards of Health: Shared Resources](#) area of alPHA's website was created for alPHA's Boards of Health members to facilitate the sharing of and access to orientation materials, best practices, by-laws, resolutions and other resources to support their work. Boards of health use various approaches to protect and promote health in the communities they serve, informed by their characteristics and prioritized based on ongoing assessments.

If you are a member of an Ontario board of health and have a best practice, by-law or any other resource that you would like to make available to other Ontario boards of health, please send a file or a link with a brief description to gordon@alphaweb.org and it will be posted in the appropriate library.

Please note that links to materials not produced by the Association of Local Public Health Agencies (alPHA) are provided as a convenience and for informational purposes only and do not constitute an endorsement or an approval by alPHA.

Board of Health Legislative Requirements

- [Health Protection and Promotion Act and HPPA Associated Regulations](#)
- [Accessibility for Ontarians with Disabilities Act \(AODA\)](#)
- [French Language Services Act](#)
- [Municipal Act](#)
- [Municipal Conflict of Interest Act](#)
- [Municipal Freedom of Information and Protection of Privacy Act](#)
- [Occupational Health and Safety Act](#)
- [Personal Health Information Protection Act](#)

alPHA's legal counsel, James LeNoury, prepared a paper on the [Obligations of a BOH under the Municipal Act](#) that was revised in November 2021.

Bylaws vs. Policies vs. Procedures

Bylaw	The overall framework for governing affairs of the organization; does not deal with day-to-day operations; once in place, policies and procedures may be developed.
Policy	An expression of the will of the board that is: <ul style="list-style-type: none"> - a governing principle - a framework for carrying out work of the board. - a way for the board to delegate authority. - a definition of what is to be done.
Procedure	Step-by-step instructions that bring a policy to life; details the method for implementing a policy.

Source: [Charity Central's Office in a Box](#) (resource for small and rural Canadian charities), Governing Documents: Policies & Procedures, Section 6.2, Legal Resource Centre, 2010, Edmonton AB

Board of Health Bylaws, Policies and Procedures

The *Ontario Public Health Standards: 2021, Requirements for Programs, Services and Accountability* (OPHS) require that all BOHs in the province have local bylaws and policies on the following (this is not a complete list—see the *Good Governance and Management Practices Domain* section for detailed list):

- rules of order and frequency of meetings.
- selection of officers
- selection of board of health members based on skills, knowledge, competencies, where possible.
- conflict of interest
- confidentiality
- medical officer of health selection process, remuneration and performance review.
- procurement of external advisors to the board (e.g. lawyers, auditors) if applicable.

It is also required that “the board of health shall ensure that by-laws, policies and procedures are reviewed, and revised as necessary, and at least every two years.”

In addition to the above, it is strongly suggested that BOHs have by-laws or policies on other necessary administrative or management matters concerning BOH affairs (e.g. procedural by-law, property management, banking and finances, provision of auditor, Code of Conduct). A list of potential BOH by-laws and policies can be found at the end of this document.

Unlike the previous OPHS, the 2018 (2021) Organizational Requirements, no distinctions have been made between policies and by-laws.

Accountability

Accountability vs. Responsibility vs. Answerability

Responsibility	An obligation to act or decide.
Accountability	A formal relationship that happens when a responsibility is conferred and accepted, and with it, an obligation to report back on the discharge of that responsibility.
Answerability	An obligation to simply provide information or an explanation to another party.

Source: [Guide to Corporate Governance](#), Saskatchewan Ministry of Health.

Accountability is a relationship based on the obligation to demonstrate and take responsibility for performance in light of agreed expectations. It requires that BOHs understand who is responsible for what, what outcomes are to be achieved and what information needs to be shared to ensure appropriate decision-making.

Ontario BOHs are ultimately accountable for the actions of their health units to the provincial Ministry of Health.

Provincial Accountability Framework

Following the first Public Health Accountability Agreements in 2011 with boards of health, the province of Ontario released the Public Health Accountability Framework within the [Ontario Public Health Standards 2021](#). It was first effective as of 2018 and then updated in 2021. The relevant pages are 59-71. The Framework “outlines the parameters and requirements to hold boards of health accountable for the work they do, how they do it, and the results achieved. It articulates the expectations of the ministry of boards of health to promote a transparent and effective accountability relationship.”

The Framework spells out the Organizational Requirements against which boards of health need to demonstrate accountability to the Ministry. The requirements fall into four “domains”:

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

The Organizational Requirements incorporate one or more of the following functions:

- **Monitoring and reporting** (to measure and assess activities).
- **Continuous quality improvement** (to improve efficiency and effectiveness).
- **Performance improvement** (to ensure best results are achieved).
- **Financial management** (to ensure resources are used efficiently).

- **Compliance** (to ensure ministry expectations are met).

The BOH *Public Health Accountability Framework Domains* requirements that are *Common to All* are:

1. The BOH shall submit an Annual Service Plan and Budget Submission to include all programs and services delivered by boards of health and program costing for ministry-funded programs.
2. The BOH shall submit action plans as requested to address any compliance or performance issues.
3. The BOH shall submit all reports as requested by the ministry.
4. The BOH shall have a formal risk management framework in place that identifies, assesses, and addresses risks.
5. The BOH shall produce an annual financial and performance report to the general public.
6. The BOH shall comply with all legal and statutory requirements.

Boards of health are expected to demonstrate accountability through Ministry-Board of Health Accountability Agreements; Board of Health Strategic Plan; Board of Health Annual Service Plan and Budget Submission; performance reports; and an annual report.

Ontario Public Health Standards

The [Ontario Public Health Standards 2021](#) provides the province's minimum expectations for the local planning and delivery of public health programs and services by BOHs. They are published by the Minister of Health under the authority of Section 7 of the *Health Protection and Promotion Act*, which also obliges BOHs to comply with them. Boards of health are accountable for implementing the Standards including the protocols and guidelines that are referenced therein.

The Standards consist of three sections:

- **Defining the work that public health does** (including the Foundational and Program Standards).
- **Strengthened accountability** (including the Public Health Accountability Framework and Organizational Standards) as outlined in the section above; and
- **Transparency and demonstrating impact** (including the Public Health Indicator Framework for Program Outcomes and Contributions to Population Health Outcomes, Transparency Framework: Disclosure and Reporting Requirements).

Strategic Oversight and Planning

The BOH's role is primarily one of strategic oversight. Strategic oversight consists of:

- setting the mission, vision and values of the BOH.
- setting strategic directions in a plan (i.e. future plan + measurable actions over a time period).
- approving major decisions that impact the direction of the health unit.

Mission, Vision, Values

Mission	A concise statement of health unit's purpose, who it serves and why.
Vision	A statement describing the health unit's strategic direction (future plan) over a period of time.
Values	Statements of fundamental principles on which health unit operates.
Source:	Guide to Corporate Governance , Saskatchewan Ministry of Health

In approving major decisions, the BOH must be aware of the big picture and understand how decisions affect the big picture over a long-time horizon. Rather than getting involved in day-to-day decision-making or operational issues, the BOH should have confidence in the MOH/CEO's ability to make sound decisions that serve the health unit's goals and objectives. The BOH is responsible for ensuring that the MOH/CEO understand the strategic direction of the health unit.

Under the OPHS Organizational Requirements (#8), BOHs must have a strategic plan in place:

The board of health shall have a strategic plan that establishes strategic priorities over 3 to 5 years, includes input from staff, clients, and community partners, and is reviewed at least every other year.

Strategic planning is a continuous and systematic process in which a BOH identifies, monitors and measures its future outcomes over a specified timeframe. It includes defining specific goals and success for the health unit, and developing policies, framework and approach for achieving those goals.

This table shows the different roles played by the BOH and MOH/CEO in the strategic planning process:

The Strategic Planning Process	
Board of Health Role & Responsibilities	MOH/CEO Role & Responsibilities
<ul style="list-style-type: none"> Ensures strategic planning process is conducted. 	<ul style="list-style-type: none"> Conducts strategic planning process
<ul style="list-style-type: none"> Approves strategic planning process 	<ul style="list-style-type: none"> Conducts research, develops policies, writes strategic plan.
<ul style="list-style-type: none"> Reviews and approves strategic plan. 	<ul style="list-style-type: none"> Implements strategic plan
<ul style="list-style-type: none"> Monitor plan's implementation, annually review plan & recommend adjustments. 	<ul style="list-style-type: none"> Executes board of health's recommended actions following review of plan.

There are two generally accepted approaches to strategic planning: goals-based and issues-based. According to [Management Help](#), goals-based (or vision-based) planning works from the future to the present. A time in the future is chosen and the strategic plan identifies goals to be achieved by that time. Goals-based planning is therefore usually based on the long-range such as three to five years from the present. Issues-based planning, however, begins at the present and works to the future. Major issues faced by the organization at the moment are identified and actions to address the issues are laid out. Issue based plans are usually for the short-range; one year is typical.

Which approach a BOH uses—goals-based or issues-based—depends on the board’s situation. Issues-based planning is done when a board has very limited funding and human resources or if there are many current issues that need to be dealt with sooner rather than later. This kind of planning is often done for organizations that are new, i.e. one to two years old. Although there are other types of strategic planning—such as Balanced Scorecard, PEST Model (Political, economic, sociocultural + technological) and Needs Assessment—they tend to start with a goals-based approach.

Most of the time, BOHs will undertake a goals-based strategic planning process. This is a cycle comprised of nine steps:

1. Planning the process
2. Conducting an environmental or SWOT (Strengths, Weaknesses, Opportunities + Risks) review.
3. Writing/reviewing the health unit’s vision, values and mission.
4. Identifying and confirming programs and services delivered.
5. Establishing goals
6. Developing operational plan(s) and completing performance measurement (i.e. for staff to manage).
7. Writing a draft strategic plan
8. Reviewing and approving the strategic plan.
9. Implementing, monitoring and reporting

Strategic planning processes can be led by external consultants who can provide additional objective expertise to the board. The links below will lead you to a sample of consultants’ commercial open-data websites that offer free tools and information on strategic planning. These tools and information may be of assistance if opened/used with discretion.

Framework for a Basic Strategic Plan Document (by Authenticity Consulting, LLC)

Strategic Planning Toolkit (by Conscious Governance)

Risk Management and Assessment

Under the provincial *Public Health Accountability Framework* (2018), BOHs are required to have a “formal risk management framework in place that identifies, assesses and addresses risks.” A risk management plan can incorporate the following three components: Preparation, Prevention, Protection.

Preparation	Prevention	Protection
<ul style="list-style-type: none"> Identify risk 	<ul style="list-style-type: none"> Policies and procedures 	<ul style="list-style-type: none"> Insurance
<ul style="list-style-type: none"> Assess risk 	<ul style="list-style-type: none"> Staff competence/training 	<ul style="list-style-type: none"> Contracts
<ul style="list-style-type: none"> Determine response 	<ul style="list-style-type: none"> Organization Culture 	<ul style="list-style-type: none"> Contingency Plans

Preparation involves identifying and assessing potential risks and determining the BOH’s response to each risk. It often includes agreeing on a common definition for understanding risk within the health unit and determining what constitutes a high risk, medium risk, and a low risk. In defining risk, it might be useful to spell out the impact of consequence of each risk level (e.g. financial impact on the health unit is likely to exceed \$X) and the degree/potential of occurrence of each risk level (e.g. likely to occur each year or more than 25% chance of occurrence).

In assessing risk, the health unit may want to further identify the following:

- scope of risk
- nature of risk
- stakeholders/partners, population(s) who could be affected.
- quantification of risk, and
- the BOH’s/health unit’s level of tolerance and appetite for that risk.

Determining the response means analyzing options for managing risk such as avoiding, accepting, reducing, eliminating or sharing a risk. Strategies for preventing loss or risk include establishing policies and procedures, ensuring staff competence, and building an organizational culture that promotes results while identifying and assessing risks. Protection includes reducing risk by having insurance, contracts and contingency plans in place. Understanding the potential liability for the health unit in various situations is also essential.

Given that the risk management perspective has evolved while dealing with COVID-19, the resilience and nimbleness of the health unit also needs to be factored into the board’s discussion and analysis on risk. Without becoming directly involved in managing risk, boards can fulfill their role in risk oversight by developing policies and procedures around risk that are consistent with the organization's strategy and risk tolerance and appetite.

The BOH should monitor and evaluate its risk management strategy on a regular basis. The Ontario Internal Audit Division developed the following *Risk Management Strategy & Process Toolkit* that was

presented to Ontario Boards of Health in 2016 for their use and adaptation.

Risk Management Strategy & Process Toolkit

Source: Ontario Internal Audit Division, Treasury Board Secretariat presentation to aIPHa, Feb. 24, 2016

RISK MANAGEMENT STRATEGY & PROCESS TOOLKIT

14 categories of risk

RISK	Description
Financial	Uncertainty around obtaining, committing, using, losing economic resources; or not meeting overall financial budgets/commitments.
Operational or Service Delivery	Uncertainty regarding the activities performed in carrying out the entity's strategies or how the entity delivers services.
People / Human Resources	Uncertainty as to the capacity of the entity to attract, develop and retain the talent needed to meet the objectives.
Environmental	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.
Information / Knowledge	Uncertainty regarding access to, or use of, inaccurate, incomplete, obsolete, irrelevant or untimely information; unreliable information systems; inaccurate or misleading reporting.
Strategic / Policy	Uncertainty around strategies and policies achieving required results; or that old and/or new policies, directives, guidelines, legislation, processes, systems, and procedures fail to recognize and adapt to changes.
Legal / Compliance	Uncertainty regarding compliance with laws, regulations, standards, policies, directives, contracts, MOUs and the risk of litigation.
Technology	Uncertainty regarding alignment of IT infrastructure with technology and business requirements; availability of technological resources.
Governance / Organizational	Uncertainty about maintenance or development of 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.
Privacy	Uncertainty with regards to exposure of personal information or data, fraud or identity theft; unauthorized data.
Stakeholder / Public Perception	Uncertainty around managing the expectations of the public, other governments, Ministries, or other stakeholders and the media to prevent disruption or criticism of the service and a negative public image.
Security	Uncertainty relating to breaches in physical or logical access to data and locations (offices, warehouses, labs, etc).
Equity	Uncertainty that policies, programs, or services will have a disproportionate impact on the population.
Political	Uncertainty that events may arise from or impact the Minister's Office/Ministry, e.g. a change in government, political priorities or policy direction.

Step 1: Establish objectives

- Risks must be assessed and prioritized in relation to an objective
- Objectives can be at any level; operational, program, initiative, unit, branch, health system
- Each objective can be general or can include specific goals, key milestones, deliverables and commitments

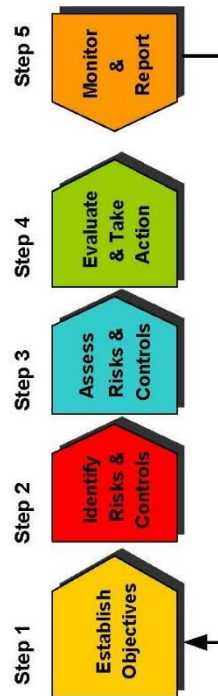
Risk

The future event that may impact the achievement of established objectives. Risks can be positive or negative.

Control / Mitigation Strategy

Controls / mitigation strategies reduce negative risks or increase opportunities.

The risk management process



Consequences

- Identify the specific consequences of each risk
- Consider financial, non-financial, performance, etc.

Vulnerability

- Identify exposure to risk
- Vulnerability may vary with each situation and change over time

Cause/Source of Risk

- Understand the cause/source of each risk
- Use a fish-bone diagram

Step 2: Identify risks & controls

Identify risks - What could go wrong?

- Consider each category of risk
- Obtain available evidence
- Brainstorm with colleagues and/or stakeholders
- Examine trends and consider past risk events
- Obtain information from similar organizations or projects
- Increase awareness of new initiatives/ agendas and regulations

Identify existing controls – What do you already have in place?

- Preventive controls
- Detective controls
- Recovery / Corrective controls

RISK MANAGEMENT STRATEGY & PROCESS TOOLKIT

Step 3: Assess Risks & Controls

Assess inherent risks

- *Inherent likelihood* – Without any mitigation, how likely is this risk?
- *Inherent impact* – Without any mitigation, how big will be the impact of the risk on your objective?

Assess controls

- Evaluate possible preventive, detective, or corrective mitigation strategies.

Reassess residual risks

- Re-assess the impact, likelihood and proximity of the risk with mitigation strategies in place.
- *Residual likelihood* – With mitigation strategies in place, how likely is this risk?
- *Residual impact* – With mitigation strategies in place, how big an impact will this risk have on your objective?

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

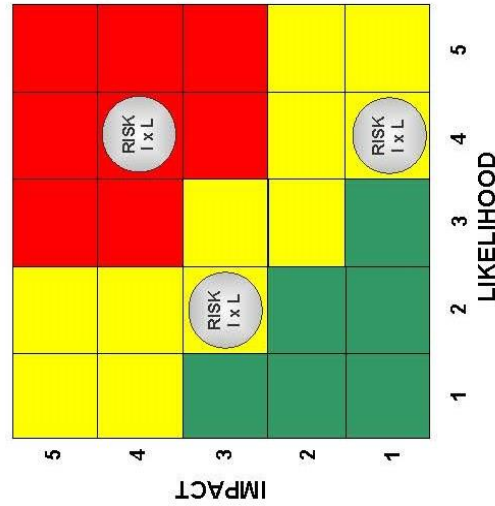
- The amount of risk that the area being assessed can manage

Risk Appetite

- The amount of risk that the area being assessed is willing to manage

The tolerance and risk appetite values may differ e.g. Staff can afford to lose email capabilities for five hours (risk tolerance) but only be willing to lose email capabilities for one hour (risk appetite).

RISK PRIORITIZATION MATRIX



Step 4: Evaluate & Take Action

- Identify risk owners.
- Identify control owners.
- Have mitigation strategies reduced the risk rating (Impact x Likelihood) enough that the risk is below approved risk tolerance levels?
- Do you need to implement further mitigation strategies?
- Develop SMART (Specific, Measurable, Achievable, Realistic, Time-specific) actions that will either reduce the likelihood of the risks or minimise the impact.
- Develop detailed action plans with timelines, responsibilities and outline deliveries.

Step 5: Monitor & Report

- Have processes in place to review risk levels and risk mitigation strategies as appropriate.
- Monitor and update by asking:
 - Have risks changed? How?
 - Are there new risks? Assess them
 - Do you need to report or escalate risks? To whom? When? How?
- Develop and monitor risk indicators

Definitions

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

The 2016 Risk Management Strategy and Process Toolkit stands the test of time for its usability; however, boards will need to apply a 2022/23 lens as they consider any updates of their previous risk management framework.

New, emerging and heightened risks for public health employers include:

- New, mutating or multiple infectious diseases and pandemics.
- IT disruption, cybersecurity including data theft and fraud.
- Professional/human resources shortages.
- Climate change and its impact on vector-borne diseases, water security, etc.
- HR challenges that need updated policies dealing with harassment and sexual harassment in the workplace, toxic workplaces, as well as changing workplace environments (e.g., hybrid).

BOH Governance Learnings (2015 Algoma Assessment)

In February 2015, the Minister of Health and Long-Term Care appointed Mr. Graham Scott as an Assessor under the authority of the HPPA to conduct an assessment of the District of Algoma Health Unit Board of Health. Mr. Scott had conducted previous health unit assessments for Ontario. His [Assessor's Report](#) was completed by June 2015.

He found that there were shortfalls with respect to the governance and oversight provided by the Algoma BOH. Although many of Mr. Scott's recommendations were contentious, there are a number of his observations that are worth noting to highlight the importance of strong, informed board governance and conduct. These included:

- Active (i.e., not passive), informed questions to senior management at board meetings.
- That the board expects clear accountability from senior management in critical areas such as department restructuring, financial matters and overall outcomes of the health unit.
- That there is appropriate public transparency at BOH meetings and that in-camera sessions are used in accordance to legislative provisions and best practices.
- That there is adequate BOH training.
- That there is a strong conflict of interest understanding and practice at the board.

Board of Health Liability

In partnership with its legal counsel, alPha produced a still timely [Board of Health Liability Paper, 2018](#) that reviews BOH members' liabilities as members of a board as well as their specific public health liabilities related to their role on the BOH. Appendix A in this paper includes potential questions for Board self-evaluation.

Accreditation and Quality

While it is not mandatory for a public health unit to be accredited, a good number choose to participate in an accreditation process. Accreditation is an ongoing, voluntary process used by organizations to assess and improve the quality of its services to stakeholders. It helps the public health unit strive for excellence by setting benchmarks of consistent standards for programs and services that should be met by the public health unit.

Accreditation also provides a process for quality assurance by identifying areas for improvements in efficiency and performance related to the leadership, management and delivery of services. Some health units have developed their own internal approaches for continuous quality improvement.

Public health units may choose from a number of different accreditation organizations in the country. The scope of the accreditation standards differs across the various accreditation bodies. The following are a just a few of the Canadian accreditation organizations and their areas of emphasis:

Accreditation Canada	(health quality)
Canadian Centre for Accreditation	(community health and social services)
Canadian Accreditation Council	(broad range of human services)
Excellence Canada	(broad range of corporate and non-profits)

Evaluation

Evaluations are an important component to ensure the maintenance and improvement of the governance process. To assess board effectiveness, evaluation of the BOH as a whole, individual BOH members, and the MOH/CEO, or MOH and CEO if model used, should be undertaken. After deciding what it will do with the results, the board should ensure there is a process to allow the evaluation results to be acted upon.

The evaluation process for BOHs may consider the following questions:

- What is the purpose of the evaluation?
- Who should complete the evaluation?
- What is the process?
- How will results be shared?
- What is the process to ensure the results are acted upon?



Any of these aspects may be subject to evaluation (there may be others not listed below):

- individual BOH member's performance
- collective board performance
- board chair performance
- board meeting evaluation
- board strategic planning evaluation
- committee chair performance
- committee member's performance
- orientation session evaluation

Evaluation of the Board of Health

Evaluating the BOH's effectiveness, it should be noted, is not the same as evaluating the effectiveness of the health unit. This distinction is important because it means the BOH must be clear on its desired outcomes and that it has objective measures to evaluate the board's unique contribution.

When assessing board effectiveness, the review should encompass, but not be limited to:

- whether specific outcomes were achieved, including strategic goals.
- whether legislative requirements have been met and to what degree.
- whether committees of the board are functional and effective.
- fiduciary and budgetary responsibilities were exercised.
- flow and timeliness of information.
- liaisons with stakeholders
- conduct of meetings
- agenda setting process
- decision-making and follow-up processes
- management of sensitive and/or legal matters.

It is expected that board leadership requires openness to self-evaluation and board evaluation. The chair should also be open to evaluation of his or her performance and to acting upon constructive criticism.

A board self-assessment or evaluation is completed by all board members and provides a process to evaluate and improve board performance, board processes and individual member performance. It is important that the questions are relevant to areas of board role and performance.

Questions are usually asked in the following categories:

- Board Role and Responsibility
- Board Composition and Quality
- Board Structures and Processes
- Board Efficiency and Performance
- Member Self-Assessment

The usual format asks a member to rate the board's performance, and the member's own performance, on a sliding scale. It is also common to allow an opportunity for the board member to answer open-ended questions or offer narrative comments.

Evaluation of the Individual Board of Health Member

An evaluation of an individual BOH members' performance can either be a self-assessment evaluation (done as part of the annual board evaluation), or it can be a peer evaluation. The more common approach is the self-evaluation by board members. Peer evaluations would involve every board member evaluating the performance of every other board member, and must be undertaken with care.

Feedback on individual BOH members' performance should be a regular process provided by the chair or through resources that are external to the BOH.

Areas to ask questions on a BOH member's self-evaluation survey may include:

- preparation for board and committee meetings.
- regular attendance at meetings
- participation in discussions at board and committee meetings.
- understanding the board's governance role and responsibilities.
- decision-making based on evidence and research.
- application and contribution of the individual BOH member's expertise.
- behavior both inside and outside the board meeting.
- adherence to board policies, particularly conflict of interest and the Code of Conduct.
- respect for harmonious board relations and principle of board solidarity.

It should be noted that commitment and buy-in from individual BOH members to the evaluation process is crucial.

Evaluation of the Medical Officer of Health (MOH)

An essential part of determining health unit's performance is assessment of the Medical Officer of Health (MOH) whether they are also the CEO or not. The MOH/CEO is accountable to the BOH for leading the health unit and for implementing its decisions. The MOH/CEO leads and manages all aspects of the health unit's operations, including: directing executive staff; preparing, monitoring and complying with the annual budgets; and overseeing the efficient operation of the health unit's programs and services. If the MOH/CEO is to be accountable and to achieve predefined outcomes then he or she must be free to decide who does what, when, why and under what circumstances.

The evaluation will often emphasize how the MOH/CEO has met desired outcomes, but it is important to also emphasize how well they were achieved. In other words, the assessment also needs to emphasize how the MOH's performance reflects the health unit's values, vision, mission, mandate and policies and contributed to the achievement of strategic goals. A component of the MOH/CEO's evaluation may involve interviews and discussions with and/or surveys of feedback from employees and other stakeholders.



A process for the MOH/CEO's or MOH's evaluation should be clearly defined and mutually agreed in advance. The BOH identifies in advance the areas for which the MOH will be held accountable. The evaluation should be completed by the health board as a whole. Alternatively, the MOH evaluation could also be done by a sub-committee chaired by the chair of the board with input from the rest of the board members with the subcommittee then reporting to the full board of the evaluation and the subcommittee's recommendations.

Aspects of the MOH/CEO or MOH's performance that may be reviewed include:

- relations with and reporting to the BOH.
- strategic and operational planning, including implementation of board policies.
- overall administration, including development and implementation of human resource policies.
- fulfilment of statutory requirements (Health Protection and Promotion Act, Ontario Public Health Standards, Ontario Public Health Organizational Standards etc.).
- communications within health unit and external stakeholders.
- relations within health unit and external stakeholders.

It is recommended the evaluation form used to assess the MOH should be customized to the health unit's mission, strategic plan, goals and expectations agreed upon by the MOH and outlined in the MOH's contract and job description.

Evaluation of the Chief Executive Officer (CEO)

There are a number of boards of health in Ontario who have decided to separate the role of MOH and the CEO into two positions.

Aspects of the CEO's performance that may be reviewed include:

- relations with and reporting to the BOH.
- strategic and operational planning, including implementation of board policies.
- overall administration, including development and implementation of human resource policies.
- communications within health unit and external stakeholders.
- relations within health unit and external stakeholders.

It is recommended that the evaluation form used to assess the CEO should be customized to the health unit's mission, strategic plan, goals and expectations agreed upon by the CEO and outlined in the CEO's contract and job description.

Evaluation of the Evaluations

It is recommended that the BOH periodically assess the types of evaluations it performs and the appropriateness of the tools it uses. It should also evaluate its processes for sharing survey results and providing resources to ensure the results may be acted upon.

Governance Review and Best Practices

To ensure the quality of a board of a health, it is advised that a BOH conduct a governance review or audit to evaluate its own performance and practices periodically. Approaches may include forming a governance committee at larger health units or taking a more informal approach at smaller health units. Typically, the governance review process is as follows:

1. **Establish the purpose of the governance review** – The purpose is to ensure the BOH is able to fully discharge its duties in an accountable manner and that it achieves its organizational mission.
2. **Establish the scope of the review** – The scope of the review may be as limited or broad as is necessary. A limited review may only look at only a few processes and practices compared to a full review, which would cover every governance aspect.
3. **Establish the process for the review** – The process would include conducting the review (i.e. examining governance documents, process and practices), evaluating current practices, determining gaps, and assessing areas requiring change.
4. **Develop a workplan for governance improvement** – Using the results of the assessment, the BOH would develop an action plan to address gaps and make improvements.

Evergreen BOH Governance Toolkit

We hope you find this toolkit useful. It is a living document that alPha plans to update periodically. To ensure ongoing relevancy and currency of information, alPha's online [BOH Resource Page](#) houses the most up-to-date versions of this document and other orientation materials.

If you have any comments, suggestions, or tools and examples for possible inclusion in the toolkit, please let us know at info@alphaweb.org.

Potential BOH By-Laws and Policies

Below is a list of potential health unit by-laws and policies. It should be noted that this list is not exhaustive and each health unit needs to have, adapt or update their by-laws and policies given the requirements of the health unit and their circumstances.

As part of the board orientation, BOH members should receive a copy and/or link to all the health unit's by-laws and policies for their review and future board discussion on any revisions, updating, additions or deletions needed.

BOH by-laws – as examples

- Property Management Bylaw
- Banking and Finance Bylaw
- Procedural Bylaw (Meeting Calling, Proceedings and Recording).
 - Virtual Meeting Bylaw if separate from Procedural Bylaw.
 - Open and In-Camera Meetings Bylaw if separate from Procedural Bylaw.
- Auditor Appointment Bylaw
- Chair and Vice Chair Powers, Duties, and Term of Office of the Chairperson and Vice-Chairperson.
- Execution of Documents Bylaw
- Building Code Act – Sewage Systems Bylaw.
- Procurement of Goods and Services Procurement Bylaw.
- Conflict of Interest and Code of Conduct bylaws or policies.

Board of Health Policies - as examples

- Accessibility
- Appointments – Provincial Representatives
- Board Leadership and Committee Membership Selection.
- BOH Orientation
- CEO Appraisal
- Correspondence
- COVID Vaccination Policy for BOH Members.
- Delegation of Authority
- Donor Recognition
- Effective BOH Governance
- Human Rights and Discrimination
- Immunization
- Indigenous Land Acknowledgement
- Medical Officer of Health – Appointment, Absences, Performance Appraisal, Selection.
- Privacy legislation compliance + procedures – MFIPPA, PHIPA.
- Public Complaints
- Remuneration of Board of Health Volunteers.
- Remuneration of Members
- Remuneration Review
- Risk Management
 - Cybersecurity and IT Security policies.
 - Insurance if separate policy
- Sponsorship
- Whistleblowing Reporting Policy
- Workplace Violence and Harassment Prevention.
- Vision, Mission and Values

Sources

Much of the material in this toolkit came from, or was informed by, the following sources. If a direct reference, it was cited. These links connect directly to governance articles or 'governance' can be searched on these websites.

- [alPHa Boards of Health: Shared Resources](#)
- [Canadian Society of Association Executives](#)
- [Canadian Audit and Accountability Foundation](#)
- [Capacity Canada - Resources](#)
- [Canadian Chartered Professional Accountants](#)
- [Excellence in Governance: A Handbook for Health Board Trustees](#)
- [Guide to Good Governance, Governance Centre of Excellence](#)
- [Institute on Governance](#)
- [National Council of Nonprofits](#)
- [Ontario Hospital Association](#)
- [Ontario Municipal Councillors Guide](#)
- [Ontario Not-for-Profit Network](#)
- [Ontario Ombudsman](#)
- [Ontario Public Health Standards: Requirements for Programs, Services and Accountability 2021](#)
- [UNESCO International Bureau of Education](#)

Prepared by: Association of Local Public Agencies (alPHa)
480 University Avenue, Suite 300
Toronto, Ontario M5G 1V2
Tel: (416) 595-0006
E-mail: info@alphaweb.org

LEEDS, GRENVILLE AND LANARK DISTRICT HEALTH UNIT	
BOARD OF HEALTH MANUAL	
Title/Subject: Risk Intelligence	
Policy Number: V-245-0	Original Date: June 22, 2017
Approved by: Board of Health	Revision Date:
Signature:	Reviewed Date:
Reference:	

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 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.
- 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.

Responsibilities:**Board of Health (through the Finance, Property and Risk Management Committee)**

- 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.

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

- 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.

Revision History:

Revision	Date	Description of changes	Requested By

Appendix A Ontario Public Service Risk Management Framework

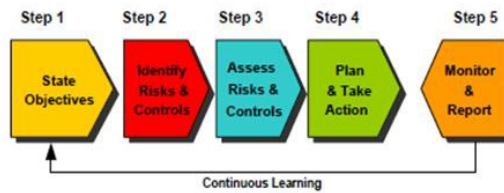
Risk Category	Description
People/ Human resources	Uncertainty as to the ministry's/business unit's ability to attract, develop and retain the talent needed to meet its objectives
Operational Service	Uncertainty regarding the performance of activities designed to carry out any of the functions of the 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. ²¹

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/ Organizational	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.
Environment	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. ²⁰

Appendix B Ontario Public Service Five Step Risk Management Process

INTEGRATED RISK MANAGEMENT QUICK REFERENCE GUIDE

The OPS risk management process



Step 1: State (or establish) objectives

- Define context and confirm objectives
- Risks must be assessed and prioritized in relation to the objective
- The more specific the objectives (specific goals, key milestones, deliverables and commitments) the easier it is to assess potential risks
- Risks can be assessed at any level; operational, program, initiative, unit, branch, health system

Risk (uncertainty)

The chance that a future event will impact the achievement of established objectives. Risks can be positive or negative.

Control / Mitigation Strategy

Controls/mitigation strategies put in place by management to minimize negative risks or maximize opportunities.

Consequences

- Identify the specific consequences of each risk, if the risk in fact occurred
- Consider and quantify consequences in relation to cost, quality, time, etc.

Cause/Source of Risk

- Understand the cause/source of each risk
- Use a cause/effect diagram

Step 2: Identify risks & controls

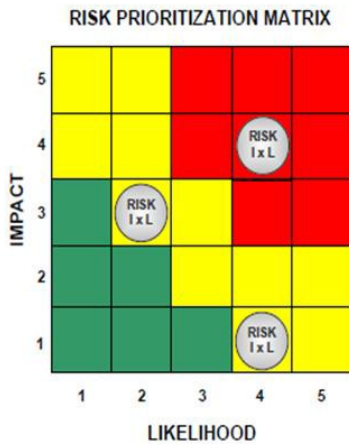
Identify risks - What could go wrong?

- Always use the 13 categories of risk
- Examine trends and consider past risk events
- Obtain information from similar organizations or projects
- Brainstorm with colleagues and/or stakeholders
- Increase awareness of new initiatives/agendas and regulations, consider interdependencies
- Document short-term and long-term consequences for each risk (consider interdependencies)

Identify existing controls - What do you already have in place?

- Preventative controls (address causes and source of risk)
- Corrective / Recovery controls (focuses on reducing impact after risk has occurred)

INTEGRATED RISK MANAGEMENT QUICK REFERENCE GUIDE



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 involved.

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.
- Assess existing mitigation strategies have reduced the risk rating (Impact x Likelihood) so that the risk is below approved risk tolerance levels.
- Evaluate whether further mitigation strategies are needed.
- Develop SMART (Specific, Measurable, Achievable, Realistic, Time-specific) 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
- 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 processes.

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.

LEEDS, GRENVILLE AND LANARK DISTRICT HEALTH UNIT	
BOARD OF HEALTH	
Terms of Reference	
Title: Finance, Audit, Property and Risk Management Committee	Original Date: September 10, 2015
Number: VI-60	Revision Date: May 21, 2020
Approved by: Board of Health	Reviewed Date: May 21, 2020

Purpose: To provide advice to the Board of Health, and the Medical Officer of Health/Chief Executive Officer (MOH/CEO) on the administration and risk management of matters related to the finances and facilities of the organization, including rental sites, in compliance with the Health Protection and Promotion Act, the Ministry of Health and Long-Term Care Ontario Public Health Standards.

Responsibilities: (*Ontario Public Health Standards item)

1. To review the annual general public health program cost-shared budget and the 100% funded program budgets and make recommendations to the Board.
2. To monitor the annual budget by reviewing quarterly financial statements and analyses and identify any concerns to the Board.
3. To review the annual financial statements (*) and auditor's report for approval by the Board and prepare a response to the comments in the Management Letter in collaboration with the MOH/CEO and Business Office Manager.
4. To review annually the types and amounts of insurance carried by the Health Unit and recommend changes as needed.
5. To review annually administrative policies relating to the financial management of the organization, including but not limited to, procurement, investments, and signing authority(*) and recommend changes as needed.
6. To develop a capital funding plan (*), monitor the Health Unit's physical assets and facilities, and identify where improvements are needed.
7. To review annually all rental, service level, and funding agreements (*) and make recommendation as needed.
8. To meet at least annually with the Health Unit Portfolio Manager to review the corporation's investments, and to make recommendations to the Board accordingly.
9. To review the Board stipends annually (*) and make recommendations on any changes.
10. To recommend the method of allocating the municipal portion (*) of the budget to obligated municipalities.
11. To assess the current and future physical property requirements of the Health Unit.

12. To research and cost accommodation alternatives including new properties, capital improvements and construction projects.
13. To review building construction plans including additions and/or major alterations to existing buildings.
14. To review the financial risk management process of the Health Unit.
15. To review the risk management process of the Health Unit. Risk management is expected to include, but is not limited to: HR succession, IT risk, surge capacity planning, operational risks, and legal issues.

Composition:

- ☐ At least three Board members with one being the Board Chair, and at least one of the members being a municipal appointee and at least one being a provincial appointee when possible.
- ☐ The Chair and Vice-Chair of the Committee will be appointed by the Board with one member being a municipal appointee and the other a provincial appointee when possible.
- ☐ The Medical Officer of Health/CEO and the Manager, Business Office will be ex-officio, non-voting members of the committee.
- ☐ From time to time, as deemed necessary by the committee, the committee will retain independent advice regarding financial issues, subject to approval by the Board, and may invite other Board members to attend committee meetings in order to contribute their knowledge/skills to the work of the committee.

Terms of Membership:

- ☐ Members will be appointed for two terms renewable once; however this term can be extended depending on the interest of other Board members participating on the Committee. Where possible staggered terms will be maintained to ensure a balance of new and continuing members.

Structure:

- ☐ The Committee will meet at least two times per year in person or by video or teleconference, or at the call of the Chair of the Finance, Audit, Property and Risk Management Committee, the Board Chair or the Medical Officer of Health/CEO.
- ☐ Quorum requires a majority of the members be in attendance.
- ☐ The Executive Assistant to the Board will provide administrative support.
- ☐ The Chair will identify agenda items in collaboration with members.
- ☐ Information to be discussed at the meeting will be circulated in advance of the meeting.
- ☐ The Terms of Reference will be reviewed biannually.

Accountability and Decision Making: The Finance, Audit, Property and Risk Management Committee reports and makes recommendations to the Board of Health and to the Medical Officer of Health/CEO.

Responsibilities of members:

- ☐ Come prepared to the meetings.

- ☐ Follow the Board of Health Duties and Obligations of Members.

Communication

- ☐ The Chair of the committee will report on the work of the Finance, Audit, Property and Risk Management Committee at the next Board meeting.
- ☐ Briefing notes will be prepared for any recommendations to the Board, and they will be circulated in advance of the Board meeting.

Related References:

Ontario Public Health Organizational Standards

http://www.health.gov.on.ca/en/pro/programs/publichealth/orgstandards/docs/org_std.pdf

Revision History:

Revision	Date	Description of changes	Requested By
	Jan 5/2016	Addition of risk management	Finance & property
	Jan 21/2016	Board of Health approval	
	Nov 23/2017	Name Change – Board of Health approval	Finance, Audit, Property and Risk Management
	Jan 25/2018	Change to composition and membership	Governance Committee
	June 6/2018	Addition of Vice Chair	Governance Committee
	May 21, 2020	Composition Update – one member being municipal and one member being provincial when possible.	Governance Committee

HASTINGS PRINCE EDWARD PUBLIC HEALTH TERMS OF REFERENCE

OFFICIAL COMMITTEE NAME: FINANCE COMMITTEE

PURPOSE:

The purpose of the Finance Committee (Committee) is to assist the Board of Health (Board) in fulfilling its financial oversight responsibilities by reviewing financial reports, investments and financial instruments as well as the financial aspects of human resources oversight and corporate facilities.

The Committee ensures accountability of Hastings Prince Edward Public Health (HPEPH) in accordance with the Public Health Accountability Framework outlined in the Ontario Public Health Standards: Requirements for Programs, Services, and Accountability (OPHS).

RESPONSIBILITIES:

The Finance Committee will comply with the financial requirements of the Health Protection and Promotion Act (HPPA), the Ontario Public Health Standards (OPHS), the Public Health Funding & Accountability Agreement and all other applicable legislation and regulations.

Specific duties and responsibilities will include the following:

- * Review and recommend the annual budget to the Board;
- * Review quarterly year-to-date results of HPEPH, assess financial performance against the approved budget and make recommendations to the Board as required;
- * Review financial updates and year end projections for variances, resource allocation plans and decisions, and make recommendations thereon.
- * 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.
- * Review the draft audited financial statements with external auditors and make recommendations to the Board as required.
- * Monitor the accumulation and utilization of operating and capital reserve funds on an annual basis in conjunction with the auditors.
- * Review the year end financial settlements and reports as required.
- * Ensure that financial risks identified through the risk management program are mitigated to the best of the Board's ability.
- * Review budget funding assumptions and forecasting of municipal contributions.
- * Review HPEPH's insurance program including the scope and limitation of coverage on a bi-annual basis, or as required.
- * Review and recommend a bargaining position and mandate to the Board.

MEMBERSHIP:

- * The Committee is a standing committee of the Board of Health.
- * Committee members are selected during the first Board meeting of the calendar year.
- * Membership consists of up to five Board members; one from each of the obligated municipalities and one provincial appointee.
- * Each member of the Committee designates an alternate from their municipality or provincial appointees and is responsible to notify and arrange for their alternate to attend a scheduled meeting, should they be unable to attend.

**HASTINGS PRINCE EDWARD PUBLIC HEALTH
TERMS OF REFERENCE**

- * The Medical Officer of Health and the Director of Corporate Services are non-voting members and serve as resource persons for the Committee. Other Management Team members may be invited to attend meetings as resource persons based on agenda items.
- * 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.
- * At no time should the total membership of the Committee be more than a quorum of the total Board membership.

CHAIRPERSON, RECORD KEEPING & COMMUNICATIONS:

- * One member of the Committee will be elected as the Chairperson at the first Committee meeting held at the beginning of the year. For consistency, Chairpersons are encouraged to serve a minimum period of two years.
- * Meeting materials will be provided to the Committee in advance of each meeting.
- * Minutes will be recorded by the Executive Assistant to the Medical Officer of Health or designate.

AUTHORITY AND DECISION-MAKING:

- * 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.
- * A quorum of the Committee is required for recommendations to the Board.
- * Recommendations made by the Committee will be presented by the Chair of the Committee for approval by the Board, as required.

FREQUENCY OF MEETINGS:

- * The Finance Committee meets quarterly, or as required.
- * An annual schedule of meetings will be established and distributed to all Committee members.

HASTINGS PRINCE EDWARD PUBLIC HEALTH

TERMS OF REFERENCE

OFFICIAL COMMITTEE NAME: GOVERNANCE COMMITTEE

PURPOSE:

The purpose of the Governance Committee (Committee) is to assist the Board of Health (Board) in fulfilling its oversight responsibilities and to gain reasonable assurance as to the effectiveness of corporate governance and Board and Committee effectiveness.

The Committee ensures accountability of Hastings Prince Edward Public Health (HPEPH) in accordance with the Public Health Accountability Framework outlined in the Ontario Public Health Standards: Requirements for Programs, Services, and Accountability (OPHS).

RESPONSIBILITIES:

The Governance Committee will follow the governance expectations in the OPHS and the Public Health Funding & Accountability Agreement.

Specific duties and responsibilities will include the following:

- * Review the Board policies, by-laws and Committee terms of reference every two years to ensure appropriate structures and procedures are in place for effective functioning of the Board.
- * Ensure Board policies and by-laws are adhered to and revised as required to meet changing expectations or requirements.
- * Monitor the affairs of HPEPH to gain reasonable assurance of compliance with all governance-related statutory requirements, by-laws, and policies. This would include but is not limited to the OPHS, the Public Health Funding and Accountability Agreement and other key funding contracts.
- * Ensure that a risk management program is in place and reviewed on a regular basis.
- * Ensure regular performance appraisals are conducted for the Medical Officer of Health.
- * Review and provide input on relevant legislation, reports, position papers, key program changes or other developments regarding agency governance.

MEMBERSHIP:

- * The Committee is a standing committee of the Board of Health.
- * Committee members are selected during the first Board meeting of the calendar year.
- * Membership consists of up to five Board members; one from each of the obligated municipalities and one provincial appointee.
- * Each member of the Committee designates an alternate from their municipality or provincial appointees and is responsible to notify and arrange for their alternate to attend a scheduled meeting, should they be unable to attend.
- * The Medical Officer of Health and the Director of Corporate Services are non-voting members and serve as resource persons for the Committee. Other Management Team members may be invited to attend meetings as resource persons based on agenda items.
- * Changes to the membership of the Committee may be made at the discretion of the Board in order to accommodate changes in board membership.

**HASTINGS PRINCE EDWARD PUBLIC
HEALTH
TERMS OF REFERENCE**

- * Any Board member is welcome to attend a Governance Committee meeting as an observing, non-voting member.
- * At no time should the total membership of the Committee be more than a quorum of the total Board membership.

CHAIRPERSON, RECORD KEEPING & COMMUNICATIONS:

- * One member of the Committee will be elected as the Chairperson at the first Committee meeting held at the beginning of the year. For consistency, Chairpersons are encouraged to serve a minimum period of two years.
- * Meeting materials will be provided to the Committee in advance of each meeting.
- * Minutes will be recorded by the Executive Assistant to the Medical Officer of Health or designate.

AUTHORITY AND DECISION-MAKING:

- * 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.
- * A quorum of the Committee is required for recommendations to the Board.
- * Recommendations made by the Committee will be presented by the Chair of the Committee for approval by the Board, as required.

FREQUENCY OF MEETINGS:

- * The Governance Committee meets twice a year, or as required.
- * An annual schedule of meetings will be established and distributed to all Committee members.

[Return to Agenda](#)

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

Item 8.1.

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
Secondary	Advocacy	<ul style="list-style-type: none"> BOH Advocacy Guideline <p>Page: 116</p>	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> BOH Policy – Advocacy <p>Page: 43</p>	<p>Combination of both. LGL – prescriptive (Bylaw), HPE for process (Policy/procedure)</p> <p>Include criteria i.e., for external letters of support.</p>	<p>Adopt policy to address this.</p> <p>Sent to Amy Dale for drafting and legal review.</p>
Secondary	Appointment of External Advisors	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> BOH Policy – Appointment of External Advisors <p>Page: 40</p>	<p>Use HPE</p> <p>Link to procurement policy – how to select appointee</p> <p>Replace “as deemed appropriate”, with “use applicable procurement policy”</p>	<p>This should remain a policy. (Go directly to Amy Dale)</p> <p>Sent to Amy Dale for drafting and legal review.</p>
Primary	Attendances at Meetings and Conferences / External Functions	<ul style="list-style-type: none"> BOH Policy V-05 Attendances at Meetings and Conferences 	<ul style="list-style-type: none"> BOH Policy A II-30 Attendance at Conferences Workshops and Courses 	<ul style="list-style-type: none"> BOH Policy – Board Representation at External Functions 	<p>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.</p> <p>For discussion: SETT virtual participation for In-Camera sessions.</p>	<p>Attendance at meetings should be in by-law – see provisions in draft by-law.</p> <p>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.</p>
Primary	Board Code of Conduct / Confidentiality	<ul style="list-style-type: none"> BOH Policy V-215-0 Board Code of Conduct 	<ul style="list-style-type: none"> A I-10 By-Law #1 Proceedings of the Board Section 3 – Rules of Debate BOH Policy II-25 Confidentiality 	<ul style="list-style-type: none"> BOH Confidentiality Policy By-Law 2024-04 Rules governing the proceedings of the BOH 8. Conduct of Members 	<p>LGL section 8.</p> <p>LGL section 3.</p> <p>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.”</p>	<p>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.</p> <p>Policy and form created. Missing element is how breaches are handled along with consequences. Asked Amy Dale to draft policy.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
			Page: 62,	Page: 19		
Secondary	Board Member Remuneration and Expenses	<ul style="list-style-type: none"> BOH Policy V-05 Attendances at Meetings and Conferences Terms of Reference Finance, Audit, Property and Risk Management Committee <p>Page: 130, 106</p>	<ul style="list-style-type: none"> BOH Policy A II-28 Board Members’ Remuneration and Expenses <p>Page: 166</p>	<ul style="list-style-type: none"> BOH Policy Remuneration & Reimbursement of Expenses for the BOH <p>Page: 18, 58</p>	<p>Use HPE</p> <p>Ensure using language from CRA for mileage, etc.</p> <p>1-a-i specificity of \$100</p> <p>Use 49-6. (HPPA piece) Rate of Renumeration “shall be established as the equivalent or highest rate of remuneration</p>	<p>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.</p> <p>Board Member Remuneration and Expenses Policy created.</p>
Primary	Board of Health Responsibilities and Structure	<ul style="list-style-type: none"> By-Law #1 Section 9 <p>Page: 102</p>	<ul style="list-style-type: none"> BOH Policy A II-26 Responsibilities and Structure of the Board of Health 	<ul style="list-style-type: none"> By-Law 2024-04 Rules governing the proceedings of the BOH <p>Page: 19</p>	<p>KFL&A – Section 2 Structure</p> <p>Park item from KFL&A section 1.4.5 for legal.</p> <p>1.4.4 – 1.4.6</p> <p>Flag item 4 & 5 from KFL&A for review.</p> <p>Add specific “performance appraisal”</p> <p>Structure already determined by business case submitted. Some pieces awaiting clarification.</p> <p>Where appointment ends for all board members.</p> <p>Uniformity across region, minimum 2-year term for municipal board members.</p>	<p>This is in the by-law and should remain there.</p> <p>Things like the timing of performance appraisals for the MOH/CEO should be contained in a Board policy.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
					<p>Clarity on trigger for necessity of replacement of representative from municipality.</p> <p>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 municipality. 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).”</p> <p>Flag KFL&A section 2.6 for SETT review</p>	<p>WE should discuss since. I would not recommend different municipalities appoint for different term lengths. This should be harmonized.</p>
Secondary	BOH Self-Evaluation	<ul style="list-style-type: none"> Terms of Reference Governance and Quality Assurance Committee <p>Page: 171</p>	<ul style="list-style-type: none"> BOH Policy A II-26 The Responsibility and Structure of the Board of Health <p>Page: 76</p>	<ul style="list-style-type: none"> BOH Policy – BOH Self-Evaluation Process <p>Page: 47</p>	<p>Use LGL, and include a governance committee tasked with developing a self evaluation.</p> <p>Specify “Two years” vs “at least every other year.</p>	<p>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.</p> <p>For discussion at May 13 meeting.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
						I would also recommend that the Board of Health adopt a policy for annual self-evaluation.
Primary	Communications with media/board/staff/municipalities	<ul style="list-style-type: none">BOH Policy V-95-0 Communications Page: 136	<ul style="list-style-type: none">BOH Policy A II-32 Reporting to the Board of Health	<ul style="list-style-type: none">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	<ul style="list-style-type: none">None found	<ul style="list-style-type: none">BOH Policy A II-31 Complaints Page: 86	<ul style="list-style-type: none">None found	<p>Complaints about agency advocacy, PH work, public health practice may not be able to find investigator.</p> <p>HU services, action/inaction (Strategy to address, i.e., refer to Org policy).</p> <p>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.</p> <p>Complaints about Board member: behaviour-related referred to expectations doc, “Duty & Obligations” document.</p> <p>Specific staff (clearly identify to refer org policy)</p> <p>Administrative policies are very detailed. Anonymous complaints acted on/not.</p>	<p>This should be a policy.</p> <p>Sent to Amy Dale for drafting and legal review.</p>

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

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

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
					<ul style="list-style-type: none"> - 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	<ul style="list-style-type: none"> • BOH MOH Evaluation Guideline and Work Instruction • Terms of Reference Governance and Quality Assurance Committee <p>Page: 124, 171</p>	<ul style="list-style-type: none"> • BOH Policy A II-26 Responsibility and Structure of the Board of Health Item 1.4.2. <p>Page: 76</p>	<ul style="list-style-type: none"> • BOH Policy – Performance Review of the MOH • Terms of Reference Governance Committee <p>Page: 57, 36</p>	<p>Use LGL</p> <p>Governance committee to determine who conducts.</p> <p>Specify ad-hoc group</p> <p>Further documents exist with LGL, could be shared in a future meeting.</p>	<p>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.</p> <p>Sent to Amy Dale for drafting and legal review.</p>
Primary	MOH Recruitment	<ul style="list-style-type: none"> • By-Law #1 Section 12.0 • BOH Policy V-235-0 Executive Officers of the Board • Terms of Reference Governance and Quality Assurance Committee 	<ul style="list-style-type: none"> • BOH Policy A II-26 item 1.4.1. 	<ul style="list-style-type: none"> • BOH Policy – MOH Recruitment and Contractual Agreements 	<ul style="list-style-type: none"> - 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. 	<p>The By-Law speaks to the appointment and Ministry approval of the MOH and the MOH dismissal.</p> <p>Anything beyond that should be in a policy, i.e. recruitment, etc.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
		Page: 102			<p>- Consultation with Ministry important as Province must endorse MOH/AMOH's.</p> <p>- Include:</p> <p>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.</p> <p>- Remove "judiciously".</p>	
Secondary	MOH Remuneration	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> BOH Policy - MOH Remuneration <p>Page: 54</p>	<p>HPE</p> <p>Aligning with the framework released by the province annually. OMA & Province decide on criteria and amounts for top up.</p> <p>Define Deputy role remuneration, minimum base, in addition to MOH, AMOH.</p> <p>Compensation in accordance with the policy framework.</p>	<p>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.</p> <p>Sent to Amy Dale for drafting and legal review.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
					ACTION: MOH's to address wording for this item.	
Primary	Municipal Levy	<ul style="list-style-type: none"> BOH Policy V-195-0 Municipal Levy Terms of Reference Finance, Audit, Property and Risk Management Committee 	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> BOH Policy – Calculation of Municipal Levy Terms of Reference Finance Committee 	<p>- 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.</p> <p>- Census vs MPAC? MPAC uses tax base for municipalities. “Estimates”, delays to receive numbers. Counts of seasonal, students, multi dwelling units.</p> <p>- Agreement is priority, lack of agreement adds complication.</p> <p>- 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.</p> <p>- Recommendation to maintain existing practices, use policy from HPE as baseline (page 48).</p>	<p>This should be discussed.</p> <p>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.</p>
Secondary	Negotiation & Ratification of Collective Agreements	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> BOH Policy A II-33 Negotiation and Ratification of Collective Agreements <p>Page: 88</p>	<ul style="list-style-type: none"> Terms of Reference Finance Committee <p>Page: 34</p>	<p>Use KFL&A</p> <p>Include that Finance committee will take some responsibility, first review & impact on budget to report back to the Board.</p> <p>Capture the union, non-union compensation, and MOH compensation all together into one policy.</p>	<p>This is correctly identified as a Board policy topic OR part of the work plan/TOR of a finance committee.</p> <p>Sent to Amy Dale for drafting and legal review.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
Secondary	Non Union Compensation – Staffing Standard	<ul style="list-style-type: none"> BOH Policy V-85-0 Non Union Compensation <p>Page: 135</p>	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> None found 	<p>Use LGL</p> <p>KFL&A's is org policy. (Pay equity - already in org policies) Board policy is what is being brought to the board for approval.</p> <p>Reflective of collective bargaining, for timing and agreements.</p> <p>Have an approach to non-union compensation that would reflect the approach of Procedure p. 88.</p>	<p>The SETT should question whether this is a Board policy or an operational policy.</p> <p>Sent to Amy Dale for drafting and legal review.</p>
Secondary	Orientation of Board Members	<ul style="list-style-type: none"> BOH Policy V-135-0 Orientation of Board Members Terms of Reference Governance and Quality Assurance Committee <p>Page: 138, 171</p>	<ul style="list-style-type: none"> BOH Policy A II-27 Board Orientation <p>Page: 55</p>	<ul style="list-style-type: none"> BOH Policy Orientation and Education of the Board of Health <p>Page: 80</p>	<p>HPE</p> <p>Propose introducing opportunity for Governance Training to be available every 4 years for entire Board. (Keep recording of training?)</p>	<p>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.</p> <p>Sent to Amy Dale for drafting and legal review.</p>
Secondary	Risk Intelligence	<ul style="list-style-type: none"> BOH Policy V-245-0 Risk Intelligence Terms of Reference Finance, Audit, Property and Risk Management Committee <p>Page: 161, 166</p>	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> Terms of Reference Finance Committee Terms of Reference Governance Committee <p>Page: 34, 36</p>	<p>Remove</p>	<p>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.</p> <p>For discussion at May 13 meeting.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
Secondary	Strategic Plan	<ul style="list-style-type: none"> Terms of Reference Strategic Planning Steering Committee <p>Page: 161, 166</p>	<ul style="list-style-type: none"> None found 	<ul style="list-style-type: none"> BOH Policy – Strategic Plan <p>Page: 34, 36</p>	HPE	<p>This should be a policy.</p> <p>Sent to Amy Dale for drafting and legal review.</p>
Primary	Transparency and Accountability	<ul style="list-style-type: none"> Terms of Reference Governance and Quality Assurance Committee 	<ul style="list-style-type: none"> BOH Policy A II-34 Transparency and Accountability 	<ul style="list-style-type: none"> BOH Policy- Accountability and Transparency 	<ul style="list-style-type: none"> - 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 	<p>I recommend this as a Board policy that also applies to any committee struck by the Board from time to time.</p>

<i>RATING</i>	<i>TOPIC</i>	<i>LGL</i>	<i>KFL&A</i>	<i>HPE</i>	<i>Recommendation</i>	<i>Draft Outcome - ACD</i>
Secondary	Vaccination	<ul style="list-style-type: none">• BOH Vaccination Policy Page: 121	<ul style="list-style-type: none">• None found	<ul style="list-style-type: none">• None found	Discuss at SETT – public perception of Board Members. House under Code of Conduct, Orientation, not necessarily a separate policy.	Agree with recommendation. Members agreed that the policy is no longer required.

**HASTINGS PRINCE EDWARD PUBLIC HEALTH
POLICIES AND PROCEDURES**

Section:	BOARD OPERATIONS
Policy:	Board of Health Self-Evaluation Process
Approved by:	Hastings Prince Edward Board of Health
Date:	May 4, 2022

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.
2. 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. 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.
4. The EA to the MOH will tabulate the results and forward to the Board to inform the future work of the Board no later than November 30 of the evaluation year.
5. The Board shall discuss the results at the next scheduled Board meeting.

AGENCY POLICY AND PROCEDURE MANUAL

Section: A-By-Laws and Board of Health Sub-Section: II Board Policies & Procedures	Policy Title: Responsibility and Structure of the Board of Health Policy Number: A II-26
Original date of policy: 1990-05; 1999-12; 2001-03; 2007-11; 2014-09	Date(s) of review: 2019-06
Approved by: Board of Health	Date(s) of approval: 2019-06

Purpose

To provide Board of Health members with consistent guidelines on their duties and responsibilities as members of the Board of Health and to summarize how the Board of Health is constituted.

Policy

The Board of Health for KFL&A Public Health is governed by the Health Protection and Promotion Act, and its regulations, and the Ontario Public Health Organizational Standards. The Board of Health ensures the mandate of KFL&A Public Health is met as stipulated in legislation, agency policy, and in accordance with Board By-Laws contained in this manual.

1.0 Responsibilities

1.1 General

The Board of Health is responsible for strategic direction setting, promotion of appropriate ethics and values within the organization, effective organizational performance management and accountability, and effective co-ordination of Board of Health activities at all levels of the organization. In carrying out their functions, Board of Health members shall fulfil fiduciary duties of care, loyalty, and good faith.

The Board does not become involved in day-to-day management decisions, which are the responsibility of the Medical Officer of Health and KFL&A Public Health management. The Board shall be aware of current and emerging best practices regarding board operations, including the establishment of by-laws, as well as policies to guide the Medical Officer of Health and other senior management in such decisions.

The Board of Health shall have a self-evaluation process of its governance practices and outcomes that is implemented at least every other year and results in recommendations for improvements in Board effectiveness and engagement. This may be supplemented by evaluation by key partners or stakeholders.

1.2 KFL&A Public Health's Mandate

KFL&A Public Health is directed by Ontario's Health Protection and Promotion Act (HPPA), the Ontario Public Health Standards, and the Ontario Public Health Organizational Standards. The agency develops and implements evidence-informed policies, programs and services to address the public health needs of the residents in the KFL&A region.

The Board shall provide governance direction to the administration and ensure that the Board remains informed about the activities of the organization on the following:

- The delivery of the OPHS and its Protocols,

- Organizational effectiveness through evaluation of the organization and strategic planning,
- Stakeholder relations and partnership building, including collaborations with obligated municipalities,
- Research and evaluations,
- Compliance with all applicable legislation and regulations,
- Workforce issues,
- Financial management, and
- Risk management.

1.3 Finance and Property

The Board is responsible for approving the annual budget and major financial transactions. It ensures the maintenance of financial records and accounts of its financial affairs, and issues a statement of its financial affairs annually.

The Board approves real property matters in accordance with By-law Number 5, a by-law to provide for the management of property.

1.4 Medical Officer of Health

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.

1.4.2 The Board of Health is responsible for conducting regular performance appraisals on the Medical Officer of Health according to policy BPP IV-330 *Performance Appraisal and Development Review*, or as otherwise determined by the Board. One Board member, usually the Board's Vice-Chair will lead this process with one or two other Board members and support from the Director, Corporate Services. The performance appraisal for the Medical Officer of Health should include feedback that has been received from the incumbent, Board of Health members, sources inside KFL&A Public Health, and from agencies and institutions with whom the Medical Officer of Health works, both within and outside of the KFL&A area.

1.4.3 The Medical Officer of Health is entitled to notice of and to attend each meeting of the Board and every committee of the Board, but the Board may require the Medical Officer of Health to withdraw from any part of a meeting at which the Board or a committee of the Board intends to consider a matter related to the remuneration or the performance of the duties of the Medical Officer of Health.

- 1.4.4 A decision by the Board to dismiss a Medical Officer of Health or an Associate Medical Officer of Health from office is not effective unless,
 - (i) The decision is carried by the vote of two-thirds of the members of the Board, and
 - (ii) The Minister consents in writing to the dismissal [HPPA R.S.O. 1990, c. H.7, s.66 (1)].
- 1.4.5 A Board shall not vote on the dismissal of a Medical Officer of Health unless the Board has given to the Medical Officer of Health:
 - Reasonable written notice of the time, place and purpose of the meeting at which the dismissal is being considered,
 - A written statement of the reason for the proposal to dismiss, and
 - An opportunity to attend and to make representations to the Board at the meeting [HPPA R.S.O. 1990, c. H.7, s.66 (2)].
- 1.4.6 The Medical Officer of Health shall engage on issues relating to local health system planning, functioning and service delivery with the chief executive officer of the Local Health Integration Network (LHIN) [2016, c.30, s.39 (1)].
- 1.5 Associate Medical Officer of Health
 The Board may appoint one or more Associate Medical Officer of Health who is qualified for the position and is approved by the Minister of Health.
 - 1.5.1 The Associate Medical Officer of Health, under the direction of the Medical Officer of Health, shall assist in the performance of the duties of the Medical Officer of Health and, for the purpose, has all the powers of the Medical Officer of Health [HPPA R.S.O. 1990, c. H.7, s.68 (2)].

2.0 Structure

- 2.1 The Board of Health comprises municipal and provincial appointees. The number of Board Members and the representation is established by HPPA, regulation 559 and Order-in-Council.

City of Kingston	Three representatives
County of Frontenac	One representative
County of Lennox and Addington	One representative
Community Appointees (appointed by the Lieutenant Governor-in-Council)	Four representatives

Only municipalities which are within the Health Unit area may appoint members to the Board of Health, according to HPPA regulation 553.

Section: A-By-Laws and Board of Health

Sub-Section: II Board Policies & Procedures

Policy Title: Responsibility and Structure of the Board of Health

Policy Number: B II-26

Page 4 of 4

- 2.2 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)). 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).
- 2.3 Vacancies in the Board are filled by appointment by the source represented, that is the municipality represented or Lieutenant Governor-in-Council. The newly appointed Board member will complete the term of office of the person he or she replaces, unless otherwise stated.
- 2.4 The proceedings of the Board are governed by By-Law Number 1. The Board elects annually at the inaugural meeting a Chair and Vice-Chair and operates without standing committees.
- 2.5 The Board normally does not establish standing committees. Should circumstances change, the Board may establish such committees by motion as required.
- 2.6 The Board of Health will appoint annually the Board Chair and one other member of the Board of Health and the Financial Officer, to serve as Trustees for the Charitable Organization Trust Funds Committee, which ensures sound financial and appropriate administrative practices for KFL&A Public Health charitable funds.
- 2.7 The Board of Health may appoint annually the Board Chair and Vice-Chair and a minimum of one other member to the Ad Hoc Cost-Shared Budget Review Committee for review of the annual draft budget.
- 2.8 The Board may establish additional ad hoc committees to address specific needs.

LEEDS, GRENVILLE AND LANARK DISTRICT HEALTH UNIT	
BOARD OF HEALTH	
Terms of Reference	
Title: Board of Health Governance and Quality Assurance Committee	Original Date: April 16, 2015
Number: VI-50	Revision Date: January 27, 2022
Approved by: Board of Health	Reviewed Date: January 27, 2022

Purpose: The purpose of the Governance and Quality Assurance Committee is to support effective and efficient functioning of the Board of Health in compliance with the Health Protection and Promotion Act and the Ministry of Health and Long-Term Care Ontario Public Health Accountability Framework.

Responsibilities:

1. Review the number of members on the Board and recommend changes as needed.
2. Review Board policies and By-law #1, and recommend changes every two years.
3. Recruit and recommend community members for consideration for appointment as provincial appointments to the Board.
4. Recommend measures to ensure the Board operates in a transparent and accountable manner.
5. Organize orientation and continuing education activities for Board members on an on-going basis.
6. Prepare an inventory of Board member knowledge and skills related to Board functions.
7. Conduct a Board self-evaluation and make recommendations for improvement in Board effectiveness and engagement every two years.
8. Recommend Board sub-committees and review their terms of reference every two years.
9. Establish a Nominating Committee to recruit and recommend appointment of the Medical Officer of Health/CEO.
10. Conduct a performance evaluation of the Medical Officer of Health/CEO annually, or as needed. The evaluation will be reviewed in detail with the Medical Officer of Health/CEO by the Board Chair and Chair of the Governance and Quality Assurance Committee. A summary will be prepared for the Governance Committee and the Board.
11. Identify opportunities for the Board to participate in collaborative governance opportunities within the community that will promote and protect the health of the population.
12. Plan generative discussions for Board meetings.
13. Ensure that the Board provides governance direction to the Medical Officer of Health/CEO about the activities of the organization outlined in the Good Governance and Management Practices Section of the MOHLTC Accountability Framework and Organizational Requirements.

Composition:

- ☐ At least three Board members with one being the Board Chair, and at least one being a municipal appointee, and at least one being a provincial appointee when possible.
- ☐ The Chair and Vice-Chair of the committee will be appointed by the Board with one member being a municipal appointee and the other a provincial appointee when possible.
- ☐ The Medical Officer of Health/CEO will be an ex-officio, non-voting member of the committee.
- ☐ From time to time, as deemed necessary by the committee, retain independent advice regarding governance issues, subject to approval by the Board. Additional Board members may be invited to attend committee meetings in order to contribute their knowledge/skills to the work of the committee.

Terms of Membership:

- ☐ Members may be appointed for a two year term renewable once; however this term can be extended depending on the interest of other Board members to participate on the Committee.

Structure:

- ☐ The committee will meet at least two times per year in person or by video or teleconference, or at the call of the Committee Chair.
- ☐ Quorum requires that a majority of the members be in attendance.
- ☐ The Executive Assistant to the Board will provide administrative support.
- ☐ The Committee Chair will identify agenda items in collaboration with members.
- ☐ Information to be discussed at the meeting will be circulated in advance of the meeting.
- ☐ The Terms of Reference will be reviewed biannually.

Accountability and Decision Making: The Governance Committee reports and makes recommendations to the Board of Health.

Responsibilities of Members:

- ☐ Prepare in advance of meetings.
- ☐ Follow the Board of Health Duties and Obligations of Members.

Communication

- ☐ The Chair of the committee will report on the work of the Governance Committee at the next Board meeting.
- ☐ Briefing notes will be prepared for any recommendations to the Board, and they will be circulated in advance of the Board meeting.

Related References:

Ontario Public Health Organizational Standards

http://www.health.gov.on.ca/en/pro/programs/publichealth/orgstandards/docs/org_std.pdf

Revision History:

Revision	Date	Description of changes	Requested By
Responsibilities	July 7, 2016	Added generative governance to responsibilities	Governance Committee
Name change Membership	Dec. 13, 2017	Added Quality Assurance to Title Changed to a minimum of three and possible extension of terms	Governance Committee
Membership and responsibilities of members updated	June 6, 2018	Added appointment of vice chair to committee and MOH evaluation will be conducted by Board Chair and Chair of Governance.	Governance Committee
Composition Update	May 21, 2020	One member being municipal and one member being provincial when possible.	Governance Committee
Responsibilities	Jan 27, 2022	Recruitment of MOH/CEO	Governance Committee

South East Health Unit

formerly



Board of Health Briefing Note – Governance Committee

To:	Governance Committee Members
Prepared by:	Heather Bruce, Executive Assistant
Approved by:	Dr. Piotr Oglaza, Medical Officer of Health and CEO
Date:	Tuesday, May 13, 2025
Subject:	Standardized BOH Policy and Procedure Template
Nature of Board Engagement	<input checked="" type="checkbox"/> For Information <input checked="" type="checkbox"/> Strategic Discussion <input type="checkbox"/> Board approval and motion required <input type="checkbox"/> Compliance with Accountability Framework <input type="checkbox"/> Compliance with Program Standards
Action Required:	Review alPHa Board Governance Training information and determine whether to proceed with training on June 25, 2025 for the SEHU Board.
Background and Current Status:	<p>One of the roles of the Governance Committee is to organize orientation, continuing education and training for Board members to enable the Board to fulfill its mandate effectively.</p> <p>Planning for a Board Retreat is underway with a confirmed date yet to be determined. alPHa provides a training course for Boards of Health that focuses on Governance and the Social Determinants of Health. Attached is an overview of the learning objectives and costing for review. (Appendix #1)</p> <p>Dr. Oglaza has been in contact with Loretta Ryan from alPHa who would be available to provide this training to the Board on June 25, 2025.</p>
Recommendation:	If the Governance Committee approves moving forward with the alPHa training, this will be presented to the Board of Health at its May 28 meeting.



Training Courses for Boards of Health

BOH GOVERNANCE

Enhance your understanding of public health governance and Ontario's Public Health Standards.

What you'll learn:

- ✓ What is Public Health
- ✓ Public Health Legislation in Ontario
- ✓ Ontario Public Health Standards
- ✓ BOH Roles and Responsibilities
- ✓ BOH Structures
- ✓ Ministry of Health
- ✓ Public Health Funding
- ✓ alPHA Leadership and Services

SOCIAL DETERMINANTS OF HEALTH

Discover the significance of Social Determinants of Health (SDOHs) in public health and relating to municipal governments.

What you'll learn:

- ✓ What are SDOHs
- ✓ Public Health Legislation in Ontario
- ✓ Context for SDOHs
- ✓ Different SDOH diagrams
- ✓ Review of each SDOH
- ✓ Bringing it together
- ✓ Why are these important to public health?
- ✓ Why are these important to municipal governments?

Training Costs for Public Health Units (PHUs)

In-Person* or Virtual Sessions (maximum of 30 participants per session).

- Two Sessions- Back-to-Back in One Day- \$3,750 +HST (total for all participants). *This is as little as \$125 per person for a full day of training for 30 people.*
- One Solo Session- Either One- \$2,500 +HST (total for all participants). *This is less than \$85 per person for a half-day of training for 30 people.*

**Note: Members are strongly encouraged, where possible, to hold these sessions in-person. Pricing for in-person training does not include venue or the additional costs related to the instructors' travel-related expenses.*

Contact alPHA for further information at loretta@alphaweb.org.

South East Health Unit

formerly



POLICY/BY-LAW/TERMS OF REFERENCE AMENDMENT LIST FOR THE BOARD OF HEALTH			
Meeting	Document	Amendment	BOH Meeting
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 style="list-style-type: none"> Page 10 – numbering Page 13 – Item 32 changed signed minutes to approved minutes Page 13 – Item 34 changed to reflect agenda items – order of Closed Session moved to after Information Items (Appendix #3) 	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:
 - 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 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.

January 22, 2025 June 25, 2025

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.

RESPONSIBILITIES

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 an 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.O. 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 in 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;
- l) “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;
- o) 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;
- iv. 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-officio 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.

21-20. 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.

22-21. 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.

23-22. 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.

24-23. 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.

25-24. 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.

26-25. 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)]

27-26. 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.

28-27. 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

29-28. 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.

30.29. 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

31.30. 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.

32.31. 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.

33.32. 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.

34.33. 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

35.34. Agenda

The agenda items shall include but not be limited to:

- a) Call to Order;
- ~~b)~~ Land Acknowledgement;
- ~~b)c)~~ Roll Call;
- ~~c)d)~~ Approval of Agenda - amendments or corrections of, adoption of;
- ~~d)e)~~ 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;
- ~~f) 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~~

~~j) 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)]~~

~~j)l) Rising and Reporting of Closed Session; and~~

~~k)m) Adjournment.~~

ORDER OF BUSINESS FOR SPECIAL MEETINGS

~~36-35.~~ Drafting the Agenda

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

~~37-36.~~ 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.

~~38-37.~~ Additional Business

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

~~39-38.~~ 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.

~~40-39.~~ 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

41.40. 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.

42.41. 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.

43.42. 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.

44.43. 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.

45.44. 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 or staff, the offending member shall respectfully apologize and retract their statement.

46.45. 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

47.46. 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.

48.47. 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.

49.48. 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.

50.49. 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.

51.50. 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

52.51. 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

53.52. 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;
- i) 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.

54.53. 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.

55.54. 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)]

56.55. Rules

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

57.56. 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.

58.57. Questions of Order

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

59.58. Agenda

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

60.59. Completion of the Closed Session

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

61.60. 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;
- b) Report from the Chief Executive Officer or Board Standing and/or Ad hoc Committee Chair regarding item(s) on the Closed Session Agenda; and
- c) Business: unfinished, new, or arising for correspondence received listed under one of the categories of subject matter to be discussed under which a meeting may be closed.

62-61. 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.

63-62. 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.

64-63. 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.

65-64. 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

66-65. Chief Executive Officer

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

67-66. 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.

68-67. Vacancy

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

69-68. 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.

70-69. 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]

71-70. Vacancy

If the position of Medical Officer of Health of the Board becomes vacant, the Board and the Minister, acting in concert, shall work expeditiously towards filling the position with a full-time Medical Officer of Health.

72-71. 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.

73-72. 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.

74-73. 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.

75.74. Duties of Officers

- a) The Chair Shall:
 - i. Preside at all meetings of the Board;
 - ii. Preserve order and proper conduct during meetings;
 - iii. Keep a speakers list recognizing members who wish to speak on a matter;
 - iv. Issue a final ruling on any question of order and/or procedure unless challenged by way of a motion or appeal by not less than two members, and thereafter a majority of the members present shall vote in support of such challenge;
 - v. Inform the members when it is the opinion of the Chair that a motion is contrary to the rules and privileges of the Board; and
 - vi. Remind members of their obligations of confidentiality with respect to matters and information arising in Closed Session.
- b) The Vice Chair Shall:
 - i. Preside in the absence of the Chair; and
 - ii. Carry out the duties of the Chair as noted.
- c) The 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

76.75. 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

77.76. 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

78.77. 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 this _____ day of _____, 2025.

Jan O'Neill
Chair, Board of Health

Piotr Oglaza
Medical Officer of Health and CEO

South East Health Unit

formerly



Board of Health Briefing Note – Governance Committee

To:	Governance Committee Members
Prepared by:	Veronica Montgomery, Communications Manager on behalf of the branding and marketing project team
Approved by:	Dr. Piotr Oglaza, Medical Officer of Health and CEO
Date:	May 13, 2025
Subject:	Branding Discussion
Nature of Board Engagement:	<input type="checkbox"/> For Information <input checked="" type="checkbox"/> Strategic Discussion <input type="checkbox"/> Board approval and motion required <input type="checkbox"/> Compliance with Accountability Framework <input type="checkbox"/> Compliance with Program Standards
Action Required:	Recommend the endorsement of the proposed operational names.
Background and Current Status:	<p>In 2024, the Tri Board Merger Committee selected the legal name South East Health Unit (SEHU) for the merged entity comprised of Hastings Prince Edward Public Health; Kingston, Frontenac and Lennox & Addington Public Health; and the Leeds, Grenville and Lanark District Health Unit. It was understood that the work of selecting the operating, public-facing name would include staff as part of a robust rebranding project.</p> <p>As outlined in previous merger updates to the BOH, the project team has been working with the Executive Committee and a branding and marketing consultant to establish a new brand identity for SEHU. In February 2025, a survey to all SEHU staff was distributed to gather input as to how they wanted to be seen and represented by the new brand identity. The response rate was more than 50 percent. Results included:</p> <ul style="list-style-type: none"> • Sixty-four percent of staff who responded preferred a geographical name over a creative name. • Eighty-four percent of staff who responded voted to have “public health” included in the name, as opposed to “health unit”. • “Knowledgeable, reliable, trustworthy” was the highest ranked quality to associate with the brand identity. • “Community” was the most used word to describe SEHU to the public. <p>The phrase “health unit” is derived from a naming convention related to the legal jurisdictions of the Health Protection and Promotion Act. Over time, and especially since the COVID-19 pandemic, the term “public health” has become more recognizable and referenced by members of the public and media. Following the January 2025 voluntary mergers, 18 of 29 (62 percent) public health agencies in</p>

	<p>Ontario use the term “public health” in their operational name. In 2012, the Leeds, Grenville and Lanark District Health Unit Board of Health considered rebranding to incorporate “public health” in their operating name; however, it was not adopted due to associated costs, timing and brand recognition.</p> <p>With this information, as well as the insights shared during engagement sessions with key internal groups, it is recommended that the public-facing name be Southeast Public Health, with the initials SEPH. En Français, nous sommes Santé publique du Sud-Est (SPSE).</p> <p>The proposed operational name is representative of our agency's expanded region. The initials SEPH are a nod to the initials for the southeast direction on a compass and emphasize our commitment to the new geographic area we proudly serve.</p> <p>Confirming the operational, public-facing name will allow staff to finalize the domain name, email address, social media handles, logo and more.</p> <p>The next step in this branding process will be a vote for all staff and BOH members on their preferred logo and tagline.</p>
Recommendation:	<p>That the Governance Committee recommend the endorsement of the public-facing names Southeast Public Health (SEPH) and Santé publique du Sud-Est (SPSE).</p>