



Board of Health: **By-law No. 3**

Pursuant to Section 56(1)(c) of the *Health Protection and Promotion Act*, R.S.O. 1990, c. H.7, the Board of Health for the Middlesex-London Health Unit enacts By-law No.3 to regulate **the proceedings of the Board of Health.**

1. In this by-law:

- (a) "Act" means the *Health Protection and Promotion Act*;
- (b) "Board" means the Board of Health for the Middlesex-London Health Unit;
- (c) "Chair" means the person presiding at the meeting of the Board;
- (d) "Chair of the Board" means the Chairperson elected under Section 57(2) of the Act;
- (e) "City" means the Corporation of the City of London;
- (f) "County" means the Corporation of the County of Middlesex;
- (g) "Committee" means a committee of the Board, but does not include the Committee of the Whole;
- (h) "Committee of the Whole" means all the members present at a meeting of the Board sitting in Committee;
- (i) "Council" means the Council of the City of London and/or the Council of the County of Middlesex;
- (j) "Majority" means a simple majority of members present;
- (k) "Meeting" means a meeting of the Board;
- (l) "Member" means a member of the Board;
- (m) "Quorum" means a majority of the members of the Board;
- (n) "Secretary" and "Treasurer" means the Secretary and/or Treasurer as defined in Policy G-270 as may be amended, from time to time.
- (o) "In-camera" means deliberations of the Board are closed to the public and the media.

1.0 General

- 1.1 In all the proceedings at or taken by this Board the following rules and regulations shall be observed and shall be the rules and regulations for the order and dispatch of business at the Board, and in the Committees thereof.
- 1.2 Except as herein provided, Robert's Rules of Order shall be followed for governing the proceedings of the Board and the conduct of its members.
- 1.3 A person who is not a member of the Board shall not be allowed to address the Board except upon invitation of the Chair or the members.

2.0 Convening Meeting

- 2.1 The regular meetings shall be held at a date and time as determined by the Board at its first regular meeting of the year.
- 2.2 The Board may, by resolution, alter the time, day or place of any meeting.

3.0 Special Meetings

- 3.1 A special meeting may be called by the Chair of the Board of Health.
- 3.2 Any three Board members by written communication to the **Secretary-Treasurer** may initiate a special meeting.
- 3.3 A special meeting shall not be summoned for a time which conflicts with a regular meeting or a meeting previously called of the Council(s) of the City of London and/or the County of Middlesex.
- 3.4 Reasonable notice shall be delivered to each member noting that the five-day prior notice as required for scheduled Board Meetings may be waived for special meetings.

4.0 Notifying Board Members of Meetings

- 4.1 The **Secretary-Treasurer** shall give notice of each regular and special meeting of the Board and of each Committee to the members thereof.
- 4.2 The notice shall be accompanied by the "Agenda" and any other matter, so far as known, to be brought before such meeting.
- 4.3 The notice shall be delivered by electronic mail to each member so as to be received no later than five days prior to the scheduled Board meeting.
- 4.4 Lack of receipt of the notice shall not affect the validity of holding the meeting or any action taken thereat.
- 4.5 The notice calling a special meeting of the Board shall state the business to be considered at the special meeting and no business other than that stated in the

notice shall be considered at such meeting except with the unanimous consent of the members present and voting.

5.0 Notifying the Public of Board Meetings

- 5.1 The Board shall give reasonable notice to the public of every of its meetings by posting in a publicly accessible location and by publishing on its website or any other print or electronic medium of mass communication:
- (a) the date, time and location of the meeting;
 - (b) a clear, comprehensive agenda of the items to be discussed at the meeting.

6.0 Meetings Open to the Public

- 6.1 The Board shall ensure that its meetings are open to the public except where a closed meeting is permitted by law. See Item 7.0 re Convening In-Camera (Closed) Meeting(s).
- 6.2 In accordance with Section 238(3.1) of the *Municipal Act*, R.S.O., the Board shall ensure that members can participate electronically in a meeting which is open to the public. Any such member shall not be counted in determining whether or not a quorum of members is present at any point in time. Board members shall not be permitted to participate electronically in a meeting which is closed to the public. See Item 7.0 re Convening In-Camera (Closed) Meeting(s).
- 6.3 A member who is participating electronically in a meeting shall be able to vote on any matter that is before the Board, subject to restrictions contained elsewhere in this policy, and otherwise at law.
- 6.4 Despite Section 6.2, during any period where an emergency has been declared to exist in all or part of the municipality under section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, RSO 1990 c.E9,
- (a) a member participating electronically in a meeting may be counted in determining whether or not a quorum of members is present at any point in time;
 - (b) a member may participate electronically in a meeting that is closed to the public; and
 - (c) the Board may hold a special meeting to amend the by-law and despite Section 6.2, a member participating electronically in such a special meeting may be counted in determining whether or not a quorum of members is present at any time during the meeting.

7.0 Convening In-Camera (Closed) Meeting(s)

- 7.1 Pre-requirements for in-camera sessions

Before holding a meeting or part of a meeting that is closed to the public, the Board shall state by resolution,

- (a) the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- (b) in the case of a meeting for education or training, the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection.

7.2 Criteria for in-camera meetings

In accordance with Section 239(2) of the *Municipal Act*, R.S.O, as amended, 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 held by the Middlesex-London Board of Health;
- (b) personal matters about an identifiable individual, including Board employees;
- (c) a proposed or pending acquisition of land by the Middlesex-London Board of Health;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Middlesex-London Health Unit;
- (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 Middlesex-London Health Unit 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 Middlesex-London Health Unit, 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 Middlesex-London Health Unit 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 or by or on behalf of the Middlesex-London Health Unit.

7.3 Criteria for in-camera voting

A meeting shall not be closed to the public during the taking of a vote, except:

- (a) When item 7.2 permits or requires the meeting to be closed to the public; and/or
- (b) The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents or persons retained under contract of/with the Board.

7.4 In-camera record keeping requirements

The Board shall record without note or comment all resolutions, decisions and other proceedings at a meeting, whether it is closed to the public or not.

8.0 Preparation of the "Agenda"

8.1 The ~~Secretary-Treasurer~~ shall prepare for the use of members at the regular meetings the "Agenda" as follows:

- (a) Call to Order and Declarations of Interest;
- (b) Minutes of Previous Meeting;
- (c) List of Items to be dealt with in open session including delegations;
- (d) List of Items to be dealt with in-camera;
- (e) Other Business from the Floor;
- (f) Date of Next Meeting;
- (g) Adjournment

8.2 For special meetings, the "Agenda" shall be prepared when and as the Chair may direct or, in default of such direction, as provided in the last preceding section so far as applicable.

8.3 The business of each meeting shall be taken up in the order in which it stands on the "Agenda", unless otherwise described by the Board.

9.0 Commencement of Meetings

- 9.1 As soon as there is a quorum after the hour fixed for the meeting, the Chair or Vice-Chair, or person appointed to act in their place and stead, shall take the chair and call the members to order. A majority of the Board is required for quorum (i.e. more than half of the voting members).
- 9.2 If the person who ought to preside at any meeting does not attend by the time a quorum is present, the ~~Secretary-Treasurer~~ shall call the members to order and a presiding officer shall be appointed by the members present, to preside during the meeting or until the arrival of the person who ought to preside.
- 9.3 If there is no quorum within thirty minutes after the time appointed for the meeting, the meeting shall then adjourn until the next day of meeting unless the Board otherwise decides.
- 9.4 Upon any member directing the attention of the Chair to the fact that a quorum is not present, the ~~Secretary-Treasurer~~, at the request of the Chair, shall record the names of those members present and advise the Chair if a quorum is, or is not, present.

10.0 Rules of Debate and Conduct of Members of the Board

- 10.1 The Chair shall preside over the conduct of the meeting, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meetings, subject to an appeal by any member to the Board from any ruling of the Chair.
- 10.2 Each delegation will be allowed a maximum of 10 minutes, but a member of the Board may introduce a delegation in addition to the speaker or speakers. Normally, a delegation will not be heard on an item unless there is a report from staff on the item.
- 10.3 When a member finds it impossible to attend any meeting, the onus is upon the member to advise the ~~Secretary-Treasurer~~ prior to the holding of such meeting, and to advise of their wishes with respect to having an agenda item tabled.
- 10.4 If the Chair desires to leave the chair for the purpose of taking part in the debate or otherwise, the Chair shall call on the Vice-Chair or another member in their absence, or refusal to fill their place until they resume the chair.
- 10.5 Every member, previous to speaking to any question or motion, shall respectfully address the Chair.
- 10.6 When two or more members ask to speak, the Chair shall name the member who, in their opinion, first asked to speak.
- 10.7 A member may speak more than once on a question, but after speaking shall be placed at the foot of the list of members wishing to speak.

- 10.8 No member shall speak to the same question at any one time for longer than five minutes except upon motion that the Board therefore may grant an extensions of time for speaking of up to five minutes for each time extended.
- 10.9 Any member may request the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.
- 10.10 When a member desires to address the Board upon a matter that concerns the rights or privileges of the Board collectively or of themselves as a member thereof, they shall be permitted to raise such matter of privilege, and a matter of privilege shall take precedence over other matters.
- 10.11 When a member desires to call attention to a violation of the rules of procedure, they shall ask leave of the Chair to raise a point of order and after leave is granted, they shall state the point of order with a concise explanation and then not speak until the Chair has decided the point of order.
- 10.12 Unless a member immediately appeals to the Board the decision of the Chair shall be final.
- 10.13 If the decision is appealed, the Board shall decide the question without debate and its decision shall be final.
- 10.14 When the Chair calls a member to order, they shall immediately cease speaking until the point of order is dealt with and they shall not speak again without the permission of the Chair unless to appeal the ruling of the Chair.

11.0 Motions and Order of Putting Questions

- 11.1 Every motion shall be deemed to be in possession of the Board for debate after it is presented by the Chair, and seconded, but may, with permission of the Board, be withdrawn at any time before amendment or decision.
- 11.2 When a matter is under debate, no motion shall be received other than a motion:
 - (a) to accept;
 - (b) to recommend for approval;
 - (c) to approve in principle;
 - (d) to approve;
 - (e) to ratify;
 - (f) to adopt;
 - (g) to amend;
 - (h) * to table;
 - (i) to refer;

- (j) to receive;
- (k) * to adjourn the meeting; or
- (l) * that the vote be now taken.

* these items are to be voted on without debate.

- 11.3 A motion to refer or table shall take precedence over any other amendment.
- 11.4 When a motion that the vote be now taken is presented, it shall be put to a vote without debate, and, if carried by a majority vote of the members present, the motion and any amendments thereto under discussion shall be submitted to a vote forthwith without further debate.
- 11.5 A motion relating to a matter not within the jurisdiction of the Board shall not be in order.

12.0 Voting

- 12.1 Only one amendment at a time can be presented to the main motion and only one amendment can be presented to an amendment, but when the amendment to the amendment has been disposed of, another may be introduced, and when an amendment has been decided, another may be introduced.
- 12.2 The amendment to the amendment, if any, shall be voted on first, then if no other amendment to the amendment is presented, the amendment shall be voted on next, then if no other amendment is introduced, the main motion, or if any amendment has carried, the main motion as amended, shall be put to a vote.
- 12.3 Nothing in this section shall prevent other proposed amendments being read for the information of the members.
- 12.4 When the question under consideration contains distinct propositions, upon the request of any member, the vote upon each proposition shall be taken separately.
- 12.5 After the Chair commences to take a vote, no member shall speak to or present another motion until the vote has been taken on such motion, amendment or subamendment.
- 12.6 Every member present at a meeting of the Board when a vote is taken on a matter shall vote thereon unless prohibited by statute; and, if any member present persists in refusing to vote, they shall be deemed as voting in the negative.
- 12.7 If a member disagrees with the announcement by the Chair of the result of any vote, they may object immediately to the Chair's declaration and require that the vote be retaken.

- 12.8 After any matter has been decided, any member may move for a reconsideration at the same meeting or may give notice of a motion for reconsideration of the matter for a subsequent meeting in the same year, but no discussion of the question that has been decided shall be allowed until the motion for reconsideration has carried, and no matter shall be reconsidered more than once in the same calendar year.

13.0 Minutes

- 13.1 Minutes shall be taken at all regular and special meetings by the **Secretary-Treasurer** or Designate.
- 13.2 The names of all Board members and Health Unit employees who attend the meeting shall be recorded.
- 13.3 All Board motions shall become effective immediately upon approval, unless otherwise stated. All approved and defeated motions shall be recorded.
- 13.4 There shall be a motion to approve the minutes or amended minutes of each Board meeting.
- 13.5 All Board of Health minutes shall be ratified by signature of the Board Chair and **Secretary-Treasurer**.

14.0 Adjournment

- 14.1 A motion to adjourn the Board Meeting or adjourn the debate shall be in order, except:
- (a) when a member is in possession of the floor;
 - (b) when it has been decided that the vote be now taken;
 - (c) during the taking of the vote; no second motion to the same effect shall be made until after some intermediate proceedings shall have taken place.

15.0 Communications

- 15.1 Every communication intended to be presented to the Board must be written, dated and signed.
- 15.2 Every such communication shall be delivered to the **Secretary-Treasurer** before the commencement of the meeting of the Board.

16.0 Proceedings on By-laws

- 16.1 Every by-law shall be introduced by a member upon motion for leave specifying the title of the by-law, and a by-law shall not be in form blank or incomplete.

- 16.2 Every by-law shall receive three readings at the Board of Health before being passed. The Board may by a majority vote provide for two or more readings at one meeting.
- 16.3 The procedure for approving a by-law or amendments to the by-laws is as follows:
- (a) The motion "this by-law be now read for a first time" shall be decided without amendment or debate;
 - (b) The motion "this by-law be now read for a second time" with debate and decision that the adoption of the by-law follow thereafter;
 - (d) The motion "the by-law be now read for a third time" with resolution that the adoption of the by-law follow thereafter.
- 16.4 All amendments made at the Board of Health shall be reported by the Chair thereof to the Board which shall receive the same forthwith without debate.
- 16.5 The ~~Secretary-Treasurer~~ shall endorse on all by-laws read at the Board the dates of the several readings and of the passing thereof and shall be responsible for the correctness of such bills should they be amended.
- 16.6 Every by-law which has been passed by the Board shall be sealed with the seal of the Board, signed by the Chair of the Board or by the Chair of the meeting at which the by-law was passed and by the ~~Secretary-Treasurer~~ and deposited with the ~~Secretary-Treasurer~~ for custody.
- 16.7 All by-laws adopted by the Board shall be kept in a separate volume.

17.0 ~~Secretary-Treasurer~~

- 17.1 It shall be the duty of the ~~Secretary-Treasurer~~:
- (a) to attend or cause an assistant to attend all meetings of the Board;
 - (b) to keep or cause to be kept full and accurate minutes of the meetings of all the Board meetings, text of By-laws and Resolutions passed by it;
 - (c) to forward a copy of all resolutions, enactments and orders of the Board to those concerned in order to give effect to the same; and
 - (d) to forward all reports of the Board requiring City/County Council approval to the appropriate official so that the same may be considered by the Council at the next regular meeting.

18.0 Elections and Appointment of Committees

- 18.1 At the first meeting of each calendar year the Board shall elect by a majority vote a Chair, Vice-Chair, ~~Secretary, and Treasurer~~ for that year.

- 18.2 The Chair of the Board shall be selected by the voting members to serve for a term of one year. The Chair may be nominated to serve for a consecutive term. ~~The Chair shall rotate among the City, County and Provincial appointees.~~
- 18.3 The Vice-Chair, Secretary, and Treasurer shall be elected for a one-year term.
- 18.4 ~~The Secretary-Treasurer function is customarily performed by the Medical Officer of Health / Chief Executive Officer.~~
The Secretary and Treasurer are separate roles that may be performed by any member (appointed and/or ex-officio) of the Board of Health with the requisite skill set. This will be determined on an annual basis in accordance with the appropriate by-law procedure.
- 18.5 At the first meeting of each calendar year, the Board shall appoint the representative or representatives required to be appointed annually at the first meeting by the Board to other Boards, bodies, or commissions where appropriate.
- 18.6 The Board may appoint committees from time to time to consider such matters as specified by the Board (e.g., Finance and Facilities, Governance, Medical Officer of Health and Chief Executive Officer Performance Review etc.).

19.0 Conduct of Business in Committees

- 19.1 The rules governing the proceedings of the Board shall be observed in the Committees insofar as applicable.
- 19.2 It shall be the duty of the Committee:
- (a) to report to the Board on all matters referred to them and to recommend such action as they deem necessary;
 - (b) to forward to the Board the minutes of meetings;
 - (c) to forward to the incoming Committee for the following year any matter indisposed of.

20.0 Corporate Seal

- 20.1 The corporate seal of the Board shall be in the form impressed hereon and shall be kept by ~~Medical Officer of Health / Chief Executive Officer~~ the Secretary and Treasurer of the Board.

21.0 Execution of Documents **Signing Authority**

- 21.1 ~~The Board may at any time and from time to time direct the manner in which and the person or persons who~~
The Chair of the Board of Health, Vice-Chair, Secretary, and Treasurer may sign on behalf of the Board and affix the corporate seal to any particular contract, arrangements, conveyance, mortgage, obligation, or other document or any class

of contracts, arrangements, by-law, conveyances, mortgages, obligations or documents.

22.0 Duties of Officers

22.1 The Chair of the Board shall:

- (a) preside at all meetings of the Board;
- (b) represent the Board at public or official functions or designate another Board member to do so;
- (c) be ex-officio a member of all Committees to which they have not been named a member;
- (d) perform such other duties as may from time to time be determined by the Board.

22.2 The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such powers and duties, if any, as may be from time to time assigned by the Board.

23.0 Remuneration

23.1 Board of Health members shall receive equal, daily remuneration, as well as payment for any reasonable and actual expense incurred as a Member of the Board. However, the rate of the remuneration paid shall not exceed the highest rate of remuneration of a member of a standing committee of a municipality within the health unit. Where no remuneration is paid to members of such standing committees, the rate shall not exceed the rate fixed by the Minister and the Minister has power to fix the rate.

23.2 However, Board of Health members, other than the Chair, who are a member of the council of a municipality and are paid annual remuneration or expenses, by the municipality will not receive any remuneration of expenses.

24.0 Board of Health Performance Assessment

24.1 Board of Health members shall conduct self-evaluations of the Board's governance practices and outcomes at least biannually.

24.2 The results of the self-evaluations shall be summarized by Health Unit staff and will translate into recommendations for improvements in the Board's effectiveness and engagement. This may be supplemented by evaluation(s) from key partners and/or stakeholders.

24.3 The self-evaluation process shall include a record of Board member attendance and consideration of whether:

- (a) Decision-making is based on access to appropriate information with sufficient time for deliberations;

- (b) Compliance with all federal and provincial regulatory requirements is achieved;
- (c) Any material notice of wrongdoing or irregularities is responded to in a timely manner;
- (d) Reporting systems provide the Board with information that is timely and complete;
- (e) Members remain abreast of major developments in governance and public health best practices, including emerging practices among peers; and
- (f) The Board as a governing body is achieving its strategic outcomes.

25.0 Amendments

25.1 Any provision contained therein may be repealed, amended or varied, and additions may be made to this by-law by a majority vote.

First Reading – February 27, 2020
 Second Reading – February 27, 2020
 Third Reading – February 27, 2020

This By-law is to be in force and effect and to remain in force and effect until otherwise amended by enactment by the Board.

Executed in London, in the Province of Ontario, on this December 8, 2016.

Reviewed by:	Governance Committee
Approved by:	Board of Health
Date:	July 16, 2020
Signature:	<div style="display: flex; justify-content: space-between; border-top: 1px solid black; padding-top: 5px;"> <div style="width: 45%;"> <p>Ms. Maureen Cassidy Chair, Board of Health</p> </div> <div style="width: 45%;"> <p>Dr. Christopher Mackie Secretary-Treasurer</p> </div> </div>