



ROLES AND RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

PURPOSE

The following is a statement of responsibilities for individual Board of Health Members, which should also be understood as the Code of Conduct for members of the Board of Health. This Policy is subject to all legislation and By-laws governing the Board of Health.

POLICY

Guiding Principles

1. Fiduciary Duty and Duty of Care

As a fiduciary of Middlesex-London Health Unit (MLHU) Board of Health a Board Member acts ethically, honestly, and in good faith with a view to the best interests of the Board of Health and in so doing, supports the Board of Health in fulfilling its mission and discharging its accountabilities. A Board Member exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Board Members are committed to the roles and responsibilities of the Board of Health contained in this policy and in Policy G-260 Governance Principles and Board Accountability.

Board Members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

A Board Member does not represent the specific interests of any constituency or group. A Board Member acts and makes decisions that are in the best interest of the Board of Health as a whole. A Board Member commits to the vision, mission and core values of the Board of Health and complies with the *Health Protection and Promotion Act*, in addition to other applicable laws and regulations, the Board of Health's by-laws, and Governance policies.

2. Exercise of Authority

A Board Member carries out the powers of office only when acting as a member during a duly constituted meeting of the Board of Health or one of its committees. A Board Member respects the responsibilities delegated by the Board of Health to the Medical Officer of Health (MOH) and Chief Executive Officer (CEO), avoiding interference with delegated responsibilities but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

3. Conflict of Interest

A Board Member does not place themselves in a position where their personal interests conflict with those of the Board of Health. A Board Member complies with the Conflict of Interest provisions in Section 5.1 of the *Municipal Conflict of Interest Act*, the Board of Health By-laws and this policy.

4. Team Work

A Board Member maintains effective relationships with other Board Members, management and its communities by working positively, cooperatively and respectfully with others in the performance of their duties while exercising independence in decision-making.

5. Participation

A Board Member expects to receive relevant information in advance of the meetings and reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Board Member fully participates in Board performance appraisals, evaluations and self-evaluation in accordance with the requirements of the Board Policy Manual. A Board Member considers the need for independent advice to the Board on major Board of Health actions.

6. Formal Dissent

A Board Member reviews the minutes of the previous meeting on receipt and insists that they record any Board Member's disclosure, abstinence or dissent. A Board Member who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in their absence unless they formally records a dissenting view with the Board secretary. While an absent Board Member may formally record a dissenting view at the next meeting at which the Board Member is in attendance, this does not change the decision reached by the Board.

7. Board Solidarity

The official spokesperson for the Board is the Chair or the Chair's designate. A Board Member supports the decisions and policies of the Board in discussions with external parties, even if the Board Member holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Board Member refers media and other requests for statements on Board of Health-related topics to the Board Chair or the Board Chair's designate.

8. Interactions with Staff

Any contact with the staff of the Health Unit shall be made through the MOH and CEO. All interactions and communications should be respectful and constructive and not interfere in any way with the operations of the Health Unit.

9. Confidentiality

Every Board Member shall respect the confidentiality of the information of the Board of Health, including matters brought before the Board and all committees, keeping in mind that unauthorized disclosure of information could adversely affect the interests of the Board of Health.

10. Time and Commitment

A Board Member is generally expected to commit the necessary time required to fulfill Board and committee responsibilities including preparation for and attendance at Board meetings, assigned committee meetings and events.

A Board Member is expected to attend a minimum of 80% of the meetings of the Board of Health and 80% of committee meetings of which they are a member in person. Board Members who fail to meet the attendance requirements are subject to review by the Chair and may be asked to step down from the Board. All Board Members are expected to serve on at least one Board committee and to represent the Board and the Board of Health in the community when requested by the Chair.

11. Skills, Expertise and Essential Competencies

A Board Member actively contributes specific skills and expertise and possesses the following essential competencies and qualities which are necessary for all Board Members to fulfill their responsibilities:

- personal and professional integrity, wisdom and judgment;
- a commitment to ethical standards and behaviour;
- experience in and understanding of governance including the roles and responsibilities of the Board and individual Board Members and the difference between governance and management;
- ability to participate assertively and communicate effectively as a member of the team with other members of the Board and senior management; and
- ability to think critically and ask relevant questions at a strategic level.

12. Education

A Board Member seeks opportunities to be educated and informed about the Board and the key issues in the Board of Health and broader health care system through the Board Orientation Manual, participation in Board orientation and ongoing Board education as outlined in Policy G-370 Board of Health Orientation and Development.

13. Evaluation and Continuous Improvement

A Board Member is committed to a process of continuous self-improvement as a Board Member. All Board Members participate in evaluation of the Board and act upon results in a positive and constructive manner.

14. Accountability

While the Board of Health is legally accountable to the Minister of Health and Long-Term Care and the people of Ontario through the *Health Protection and Promotion Act*, the Board also recognizes an implicit accountability to the communities of London and Middlesex.

Duties of Board of Health Members

Board of Health Member:	The Board of Health for the Middlesex-London Health Unit is comprised of five Provincial Representatives, three Middlesex County Representatives and three City of London Representatives. Provincial Representatives are appointed for a term decided by the Lieutenant Governor in Council and Municipal Representatives are general appointed for the duration of the municipal term. (see Appendix A – Board Member Role Description)
Chair:	As per By-law No. 3 Section 18, the Chair is elected for one year. The

	Chair may be nominated to serve for a consecutive term. and rotates among the three representative bodies. (See Appendix B – Chair and Vice-Chair Position Description).
Vice-Chair:	By-law No. 3 Section 18 stipulates that the Vice-Chair is elected for a one-year term. (See Appendix B – Chair and Vice-Chair Position Description).
Secretary-Treasurer:	Traditionally, the Secretary-Treasurer functions have been performed by the Medical Officer of Health and Chief Executive Officer. (See Appendix C – Secretary-Treasurer position description). By-law No. 3 Section 18 stipulates that the Secretary is elected for a one-year term. (See Appendix C – Secretary and Treasurer Position Descriptions).
Treasurer	By-law No. 3 Section 18 stipulates that the Treasurer is elected for a one-year term. (See Appendix C – Secretary and Treasurer Position Descriptions).

15. Recognition and Access to Collective Agreements

The Board of Health recognizes a) Canadian Union of Public Employees (CUPE) is the exclusive bargaining agent for all union staff who are not represented by ONA, and b) the Ontario Nurses' Association (ONA) is the exclusive bargaining agent for unionized staff registered nurses and public health nurses.

Appropriate current collective agreements are provided to employees by their union, and to management by the Director, Healthy Organization. Original collective agreements are maintained in the Human Resources Offices. Copies of all current collective agreements are maintained in the Health Unit library and posted on the Health Unit intranet.

16. Ratification of Collective Agreements

The Board of Health shall ensure that the collective bargaining process with CUPE and ONA are completed in a legal and binding manner by following the subsequent process:

- Collective bargaining is successfully undertaken with both parties agreeing and signing a Memorandum of Settlement.
- The Memorandum of Settlement is presented in the form of a confidential Board report to the Board of Health at the next scheduled meeting or specially called meeting at which time the Board, by vote, will agree or disagree with the Memorandum of Settlement.
- If the Board agrees, the union is then notified of the Board's ratification of the Memorandum of Settlement, both by telephone and in writing, by the Director, Healthy Organization.
- If the Board does not agree, the union is then notified of the Board's non-ratification of the Memorandum of Settlement, both by telephone and in writing, by the Director, Healthy Organization.
- Each union will be responsible for following its ratification procedure and notifying the Director, Healthy Organization of the outcome.

The Board of Health and the union must ratify a negotiated contract in order for it to be legally

binding and enforceable.

17. Provision of Services on Indigenous Reserves

The Board of Health may enter into a one, two or three-year written agreement with the council of the band on an Indigenous reserve within the geographic area of the Health Unit where:

- The Board agrees to provide health programs and services to the members of the band; and
- The council of the band agrees to accept the responsibilities of the council of a municipality within the Health Unit.

APPENDICES

Appendix A – Board Member Role Description

Appendix B – Chair and Vice-Chair Role Description

Appendix C – **Secretary and Treasurer Role Descriptions**

APPLICABLE LEGISLATION AND STANDARDS

Health Protection and Promotion Act, R.S.O. 1990, c. H.7

Municipal Act, 2001, S.O. 2001, c. 25

RELATED POLICIES

G-260 Governance Principles and Board Accountability

G-360 Removal and Resignation of Board Members

G-370 Board of Health Orientation and Development

G-380 Conflicts of Interest and Declaration