

AGENDA
MIDDLESEX-LONDON BOARD OF HEALTH
Governance Committee

399 Ridout Street, London
Middlesex-London Board of Health Boardroom
Thursday, January 21, 2016 6:00 p.m.

1. DISCLOSURE OF CONFLICTS OF INTEREST

2. APPROVAL OF AGENDA

3. APPROVAL OF MINUTES

- [September 17, 2015 Governance Committee Meeting](#)

4. BUSINESS ARISING FROM THE MINUTES

5. NEW BUSINESS

- 5.1 2016 Governance Committee Reporting Calendar ([Report No. 01-16GC](#))
- 5.2 2016 Medical Officer of Health and CEO Performance Appraisal ([Report No. 02-16GC](#))
- 5.3 Critical Elements of Board Governance - Review ([Report No. 03-16GC](#))
- 5.4 Governance Committee Terms of Reference - Review ([Report No. 04-16GC](#))
- 5.5 Board of Health Nomination and Appointment Process ([Report No. 05-16GC](#))
- 5.6 2016 Board of Health Self-Assessment ([Report No. 06-16GC](#))

6. OTHER BUSINESS

- 6.1. Next meeting

7. ADJOURNMENT

PUBLIC SESSION MINUTES
MIDDLESEX-LONDON BOARD OF HEALTH
Governance Committee

399 Ridout Street, London
Middlesex-London Board of Health Boardroom
Thursday, September 17, 2015 6:00 p.m.

Committee Members Present: Mr. Ian Peer (Acting Chair)
Mr. Kurtis Smith
Mr. Stephen Turner

Regrets: Ms. Viola Poletes Montgomery
Mr. Mark Studenny

Others Present: Dr. Christopher Mackie, Medical Officer of Health & CEO
Ms. Sherri Sanders, Executive Assistant to the Board of Health
(Recorder)
Mr. Jordan Barringa, Manager, Strategic Projects
Ms. Laura Di Cesare, Director, Human Resources and Corporate
Strategy
Dr. Trevor Hunter, Board Member
Ms. Joanne Vanderheyden, Board Member

Acting Committee Chair, Mr. Ian Peer, called the Committee meeting to order at 6:00 p.m.

1. DISCLOSURES OF CONFLICT(S) OF INTEREST

Mr. Peer inquired if there were any disclosures of conflict of interest to be declared. None were declared.

2. APPROVAL OF AGENDA

It was moved by Mr. Smith, seconded by Mr. Turner *that the AGENDA for the September 17, 2015 Governance Committee meeting be approved.*

Carried

3. APPROVAL OF MINUTES

It was moved by Mr. Turner, seconded by Mr. Smith *that the MINUTES from the June 18, 2015 Governance Committee meeting be approved.*

Carried

4. BUSINESS ARISING FROM THE MINUTES - none

5. NEW BUSINESS

5.1. November Board Of Health Development Session ([Report 13-15GC](#))

Discussion ensued about the timing of the session. It was agreed that the session should be held around the same time as a regular Board of Health meeting would be best. (e.g., 4:30 p.m. with dinner). To prepare for the session, the presenter would interview the Board Chair, Vice Chair and Past Chair to ensure that City, County and Province perspectives are represented.

It was moved by Mr. Smith, seconded by Mr. Turner *that the Governance Committee:*

- 1) *Receive Report No. 13-15GC re November Board of Health Development Session for information; and further,*
- 2) *Approve the Board of Health Development Session for November 19th in place of the November Board of Health Meeting; and further,*
- 3) *Invite the Chairs and Vice-Chairs of other Southwest Ontario Boards of Health to attend.*

Carried

5.2. The Middlesex-London Health Unit 2015-2020 Strategic Plan ([Report 14-15GC](#))

It was moved by Mr. Turner, seconded by Mr. Smith *that the Governance Committee recommend that the Board of Health:*

- 1) *Receive Report No. 14-15GC re 2015-2020 Middlesex-London Strategic Plan for information, and further;*
- 2) *Approve the Middlesex-London Health Unit 2015-2020 Strategic Plan.*

Carried

5.3. Policy Review and Development ([Report 15-15GC](#))

Ms. Di Cesare explained that not all of the Health Unit policies will come to this Committee. However, all policies will be reviewed by Health Unit staff as necessary.

It was moved by Mr. Turner, seconded by Mr. Smith *that the Governance Committee:*

- 1) *Receive Report No. 15-15GC re Policy Review and Development for information, and*
- 2) *Approve the (a) Workplace Violence, (b) Harassment and Discrimination, (c) Accessibility for Ontarians with Disabilities Act – Customer Service Standard and (d) Accessibility for Ontarians with Disabilities Act – Integrated Service Standard administrative policies as attached.*

Carried

6. CONFIDENTIAL - none

7. OTHER BUSINESS

It was moved by Mr. Turner, seconded by Mr. Smith *that the next meeting of the Governance Committee be scheduled for January 21, 2016, at 6:00 p.m..*

8. ADJOURNMENT

At 6:30 p.m., it was moved by Mr. Smith, seconded by Mr. Turner *that the meeting be adjourned.*

Carried

IAN PEER
Acting Chair

CHRISTOPHER MACKIE
Secretary-Treasurer



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 January 21

2016 GOVERNANCE COMMITTEE REPORTING CALENDAR

Recommendation

It is recommended that the Governance Committee receive Report 01-16GC for discussion and review of the proposed 2016 Governance Committee Reporting Calendar.

Key Points

- The 2016 Governance Committee Reporting Calendar defines the annual activities to be undertaken.
- Additions to the 2016 Calendar include a review of the Governance Committee Terms of Reference.
- The Governance Committee is currently scheduled to meet quarterly in January, April, July and October.

Background

The Governance Committee reviewed and approved a reporting calendar at the April 16, 2015 meeting which provides a clear articulation of the reporting requirements of this Committee. The calendar helps to ensure that the Board of Health is in compliance with relevant statutes and provides a proactive approach to Board of Health accountability and performance management.

Continuing with this practice in 2016, the Governance Committee Reporting Calendar ([Appendix A](#)) highlights the regular activities required of the Committee for this calendar year. These reporting activities were identified through the review of the Ontario Public Health Organizational Standards, the alpha Governance Toolkit and the Governance Committee Terms of Reference.

Revisions to the 2016 Reporting Calendar

Upon further review of the Governance Committee Terms of Reference, it was determined that a semi-annual review should be added to the reporting calendar for 2016. Recommendations from the Critical Elements for Effective Governance session held by Mr. Graham Scott on November 19, 2015 as well as changes to the organizational structure of the Middlesex-London Health Unit also necessitate a review of the terms of reference.

Next Steps

The proposed meeting dates for 2016 align with the terms of reference which calls for the committee to meet quarterly or at the call of the Chair of the Committee. Staff will use the 2016 Reporting Calendar to support the work of the Committee for the calendar year.

This report was prepared by Mr. Jordan Banninga, Manager of Strategic Projects.

A handwritten signature in black ink, appearing to read 'C. Mackie'.

Christopher Mackie, MD, MHSc, CCFP, FRCPC
Medical Officer of Health

2016 Governance Committee Reporting Calendar

<p>Q1 (Jan 1 to Mar 31) – January Meeting</p> <ul style="list-style-type: none"> • Review and Approve Reporting Calendar. • Initiate Board of Health Orientation and Development. • Initiate Medical Officer of Health Performance Appraisal. • Initiate Board of Health Self-Assessment and Member Evaluations. • Initiate Terms of Reference Review (biannually) 	<p>Q2 (Apr 1 to Jun 30) – April Meeting</p> <ul style="list-style-type: none"> • Complete Board of Health Orientation and Development. • Complete Medical Officer of Health Performance Evaluation. • Report on Board of Health Self-Assessment and Member Evaluations. • Strategic Plan Update Report.
<p>Q3 (Jul 1 to Sep 30) – July Meeting</p> <ul style="list-style-type: none"> • Initiate Board of Health Risk Management & Assessment. • Review Governance Policies. 	<p>Q4 – (Oct 1 to Dec 31) – October Meeting</p> <ul style="list-style-type: none"> • Report on Board of Health Risk Management & Assessment. • Report on Accountability (OPHOS, OPHS, PHFAA) and Compliance (HPPA) status. • Report on Accreditation Status/Options. • Strategic Plan Update Report.

Board of Health Orientation and Development

Every Board of Health is must ensure that all new members receive an orientation to the role and ongoing development and education. A comprehensive orientation can support a positive board culture and enrich the members’ understanding of their role and the expectations of the Board of Health.

When the board has all members appointed, board retreats may provide opportunities for improvement and identify recommendations, resulting in board goals and future education topics.

Performance Evaluations

Medical Officer of Health & Chief Executive Officer Performance Appraisal

The Medical Officer of Health & Chief Executive Officer Performance Review will be conducted annually during the first quarter of the calendar year with a report coming to the Governance Committee on the results in the April Governance Committee meeting.

Board of Health Self-Assessment

In accordance with the Ontario Public Health Organizational Standards, the Board of Health should complete a self-assessment at least every other year and provide recommendations for improvements in board effectiveness and engagement.

Terms of Reference Review

The Governance Committee Terms of Reference sets out the parameters of how authority is delegated to the committee and how the committee is accountable to the Board of Health.

It is incumbent upon the Governance Committee to review the terms of reference at least biannually to ensure that components (purpose, reporting relationship, membership, chair, term of office, duties, frequency of meetings, agenda and minutes, bylaws and review) are still relevant to the needs of the committee.

Board of Health Bylaws, Policies and Procedures Review and Development

These bylaws and policies represent the general principles that set the direction, limitations and accountability frameworks for MLHU. Governance Policies relate to bylaws, organizational structure and finances.

The Ontario Public Health Organizational Standards address bylaws that must be in place for board operation as well as suggestions for additional policies

The Board of Health Governance Committee should ensure that these policies are revised or reviewed biannually.

The Senior Leadership Team may make recommendation for additional bylaws, policies or procedures or revising to existing ones should the need arise.

Accountability

Compliance with Ontario Public Health Standards

The Ontario Public Health Standards communicate the provincial expectations in the local planning and delivery of public health programs and services by the Board of Health. They provide the minimum requirements in the assessment, planning, delivery, management and evaluation of programs and services targeting disease prevention, health protection and promotion and community health surveillance. The standards are published by the Ministry of Health and Long-Term Care under the authority of Section 7 of the Health Protection and Promotion Act.

Compliance with the Ontario Public Health Organizational Standards

The Ontario Public Health Organizational Standards are a set of organizational and governance standards that apply to all Boards of Health. They provide the basis for assessing the governance and administrative functioning of boards and Public Health Units.

Provincial Accountability Framework (PHFAA)

The Public Health Financial and Accountability Agreements provide a framework for setting specific performance expectations, and establishing data requirements to support monitoring of these performance expectations.

Public Health Unit Audits

In 2012-2013, the Ministry of Health and Long-Term Care began an auditing process for health units under Article 8.3 of the Accountability Agreement and an assessment of the board of health under section 82 of the Health Protection and Promotion Act. Its goal is to audit at least two public health units per year as efforts to ensure compliance with three main areas: the Ontario Public Health Organizational Standards, Public Health Accountability Agreement, and the Smoke-Free Ontario Agreement.

With respect to the Organizational Standards, the province will audit the BOH's structure, operations, leadership, trusteeship, community engagement and responsiveness, and management operations.

Strategic Planning

In approving major decisions, the Board of Health must be aware of the big picture and understand how their decisions will shape an organization over the long-term. Board members do not generally participate in the creation and formulation of strategy. This is the responsibility of the MOH/CEO and the Senior Leadership Team. However, Board Members must understand and approve the strategy proposed by the leadership team for long-term value creation. Once approved, Board Members should continually monitor the execution and results of the strategic plan. For these purposes, directors must know the key value and risk drivers of the organization.

A strategic plan is required by each health unit in accordance the Ontario Public Health Organizational Standards.

Accreditation and Quality

While it is not mandatory for Public Health Units to be accredited, slightly more than half choose to participate in the accreditation process. Accreditation is an ongoing, voluntary process used to assess and improve the quality of programs and services to stakeholders.

Accreditation also provides a process for quality assurance by identifying areas for improvements in efficiency and performance related to leadership, management and delivery of services.

Risk Management and Assessment

Risk Management Planning

The Board of Health should have a risk management strategy that is monitored and evaluated on a regular basis. This means have to identify and assess potential risks, determining appropriate health unit responses. A risk management strategy would also necessitate a common understanding of risk, the impact or consequences that each risk may have on the organization and the probability of occurrence that the risk may have.

Board of Health Liability

A report commissioned by alPHa and its legal counsel that outlines the legal obligations that the Board of Health members have to the Public Health Unit and the community. It is recommended that if the board of health has not already done so that a standing item on the board's reporting calendar be the receipt of a

report from the Medical Officer of Health on the status of compliance with required obligations under the HPPA. This links with accountability role that the Board of Health is responsible for.



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 January 21

2016 MEDICAL OFFICER OF HEALTH AND CHIEF EXECUTIVE OFFICER PERFORMANCE APPRAISAL

Recommendations

It is recommended that:

- 1) The Governance Committee receive Report 02-16GC; and*
- 2) The Governance Committee form a sub-committee to initiate the performance appraisal process for the Medical Officer of Health and Chief Executive Officer.*

Key Points

- The 2015 performance appraisal was initiated in January with the appraisal being completed in April.
- The Governance Committee Terms of Reference and the draft 2016 reporting calendar highlights that the MOH & CEO performance appraisal be initiated in the first quarter of the calendar year and results reported to the Board of Health at the second quarter (April) meeting.
- A sub-committee is necessary for the administration of the 2016 performance appraisal.

Background

According to data collected for the Initial Report on Public Health that was published in 2009, 21 of 32 boards of health in Ontario reported that Medical Officer of Health performance appraisals are done annually. Of those boards of health who responded, 23 reported that they use a committee of board members to conduct the performance appraisal.

The Governance Committee is responsible for initiating the annual performance appraisal process for Medical Officer of Health and Chief Executive Officer (MOH/CEO). The most recent performance appraisal of the MOH & CEO was conducted in the second quarter of 2015 by a sub-committee consisting of Ms. Poletes-Montgomery, Mr. Studenny, Mr. Meyer and Mr. Turner.

A Performance Appraisal Tool for the Middlesex-London Health Unit's MOH/CEO was developed during last year's process following review of the Ontario Public Health Organizational Standards, templates provided by the Association of Local Public Health Agencies, best practices for performance appraisals and input from the Governance Committee.

2016 Performance Appraisal Process

1. The Governance Committee Report informs the Board of Health that this process is being initiated.
2. The Governance Committee strikes a performance appraisal sub-committee.
3. The sub-committee reviews and approves the performance appraisal tool ([Appendix A](#)) and timeline ([Appendix B](#)).
4. The sub-committee informs the Board of Health of the start of the process and invites Board members to provide comments to the sub-committee.
5. The MOH/CEO is requested to complete the same performance appraisal tool and given a date to submit appraisal tool to the subcommittee.
6. The sub-committee gathers supporting documentation covering the appraisal timeframe including position description, MOH/CEO Monthly Activity Reports and listings of Board of Health Report Titles both public and in-camera.
7. The sub-committee meets with the Board to complete the Board of Health portion of the performance appraisal.
8. The sub-committee can then meet with the MOH/CEO to discuss any questions or concerns that they may have with the performance appraisal.
9. Once the sub-committee has concluded their review of the material, a summary document is drafted by the sub-committee and presented in-camera to the entire Board for their review and approval.
10. The Board Members reach agreement on all contents of the performance appraisal.
11. The Board Chair and a representative of the sub-committee then meet with the MOH/CEO to discuss the results of the appraisal and the goals for the next year.
12. The performance appraisal is signed and filed in a sealed envelope with Human Resources.

This report was prepared by Ms. Laura Di Cesare Director, Corporate Services.



Christopher Mackie, MD, MHSc, CCFP, FRCPC
Medical Officer of Health

MLHU MOH/CEO PERFORMANCE APPRAISAL

Name:	
Title:	Medical Officer of Health and Chief Executive Officer

<i>This performance appraisal is due on:</i>	
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It reviews the performance for the period:	
From:	To:

And sets objectives for the period:	
From:	To:

The following <u>RATING SCALE</u> is used in this performance appraisal:	
Exceeds expectations	Performance consistently exceeds all expectations/standards. Accomplishments are clearly obvious.
Meets Expectations	Solid reliable performance that substantially meets expectations. In some instances, expectations are exceeded. In some instances, expectations are still being developed.
Partially Meets Expectations	Performance does not meet expectations in certain areas. Improvement in these areas is required. The rationale needs to be explored, goals re-negotiated and/or an action plan established.
Additional Growth Required	Performance associated with the job requires additional resources. An action plan is needed which may include, but not limited to, training, coaching or other support.
Not applicable (n/a)	The Board of Health is not able to rate this area at this time.

Append additional sheets / documentation where required/appropriate.

Once completed, discussed and all signatures obtained, the original of this form is to be retained in the Employee's personnel file in a sealed envelope, accessible only to the employee and the Chair of the Board of Health.

MLHU MOH/CEO PERFORMANCE APPRAISAL

<p>Program Excellence – This area reflects on how the MOH/CEO has influenced the impact the HU has on: population health measures; the use of health status data; evidence-informed program decision making; delivery of mandated and locally needed public health services as measured by the accountability indicators</p>	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required	n/a
<ul style="list-style-type: none"> • Responds effectively to health hazards and provides effective control of communicable diseases under the Health Protection and Promotion Act (HPPA) 					
<ul style="list-style-type: none"> • Champions coordinated approaches and engagement of clients and community partners in planning and evaluation of programs and services 					
<ul style="list-style-type: none"> • Maintains statutory obligations through the delivery of mandated and locally needed public health services (OPHS) 					
<ul style="list-style-type: none"> • Anticipates and plans for major trends in needs and services 					
<ul style="list-style-type: none"> • Uses evidence-informed decision making in developing programs and services to meet community needs 					
<ul style="list-style-type: none"> • Considers Health Equity in all program work 					
<ul style="list-style-type: none"> • Ensures processes in place to regularly evaluate public health programs and services, seeking ways to improve efficiency and effectiveness 					
<p>Comments: (include major strengths in this area of focus and any areas that may need future development)</p>					

MLHU MOH/CEO PERFORMANCE APPRAISAL

Client and Community Impact – This area reflects on the MOH/CEO’s representation of the HU in the community	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required	n/a
<ul style="list-style-type: none"> Contributes to increasing community awareness about public health 					
<ul style="list-style-type: none"> Promotes productive relationships with the media and acts as a resource to the media regarding public health issues. 					
<ul style="list-style-type: none"> Promotes productive relationships, maintains regular communication and strong working partnerships with external stakeholders including Boards of Education, business, labour, government and media, health care providers, community organizations, citizen groups and the Ministry of Health 					
<ul style="list-style-type: none"> Seeks new and innovative ways to work with partners to advance mutual goals in the community. 					
<ul style="list-style-type: none"> Promotes excellence in customer service within the health unit. Responds quickly and efficiently to enquiries/complaints/issues from citizens/community groups. Exhibits tact and diplomacy in dealing with citizen/group complaints. Resolves complaints to citizen/groups’ satisfaction whenever feasible. Provides helpful explanation where legislatively or otherwise constrained. Researches/facilitates appropriate contact when referral is necessary. 					
<p>Comments: (include major strengths in this area of focus and any areas that may need future development)</p>					

MLHU MOH/CEO PERFORMANCE APPRAISAL

<p>Employee Engagement and Learning – <i>This area reflects on how the MOH/CEO has influenced the HU’s organizational capacity, climate and culture and the contribution made to enabling engaged and empowered staff; thoughtful and responsive leadership and organizational structures that support decision-making, innovation and learning</i></p>	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required	n/a
<ul style="list-style-type: none"> Promotes a positive working environment. Advocates integrity, empowerment, collaboration and striving for excellence among staff. Sets a professional example for staff. 					
<ul style="list-style-type: none"> Allocates resources to maximize departmental and program effectiveness. Proposes revision to staff structure and numbers as necessary. Collaborates with the Management team on opportunities for sharing/reallocating existing staff/resources wherever possible. Explores alternatives such as cost-sharing/joint services with other agencies and/or contract services. 					
<ul style="list-style-type: none"> Provides adequate supervision and direction of direct-reporting staff. Includes working with them to identify and prioritize short and longer-term goals. Conducts meaningful performance reviews in a timely manner, and identifies their strengths and areas for development. Identifies and takes actions necessary to obtain improved performance where necessary. Recognizes and commends staff for outstanding work. Identifies and deals with performance concerns quickly and effectively by dealing with performance / communication / disciplinary issues in an appropriate manner. 					
<ul style="list-style-type: none"> Maintains effective communication with staff. Fosters a workplace climate conducive to open communication. Holds regular Management meetings. Institutes feedback mechanisms to gauge leadership effectiveness. 					

MLHU MOH/CEO PERFORMANCE APPRAISAL

<p>Employee Engagement and Learning – <i>This area reflects on how the MOH/CEO has influenced the HU’s organizational capacity, climate and culture and the contribution made to enabling engaged and empowered staff; thoughtful and responsive leadership and organizational structures that support decision-making, innovation and learning</i></p>	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required	n/a
<ul style="list-style-type: none"> Identifies areas where staff training and development would be of benefit to the team and/or agency as a whole. Encourages staff commitment and ownership to upgrading and maintaining job related effectiveness. Promotes the view of training as a shared responsibility between staff and the health unit. Supports planning of short and long term departmental training and development initiatives. 					
<ul style="list-style-type: none"> Regularly evaluates corporate services, seeking ways to improve efficiency and effectiveness. 					
<ul style="list-style-type: none"> Exhibits excellent time management skills. Systematically organizes own time. Commits to and meets deadlines. Respects others’ time. Is punctual for meetings. 					
<ul style="list-style-type: none"> Sets and achieves personal and professional development objectives. 					
<p>Comments: (include major strengths in this area of focus and any areas that may need future development)</p>					

MLHU MOH/CEO PERFORMANCE APPRAISAL

<p>Governance – <i>This area reflects on how the MOH/CEO has influenced the alignment of management methods and systems to ensure appropriate structures and resources are in place to achieve the HU’s mission and vision. This area also reflects on the MOH/CEO’s responsibility for actions, decision and policies that impact the HUs ability to achieve the requirements as set out under the strategic plan, the Ontario Public Health Organizational Standards (OPHOS), other funder requirements and direction provided by the Board of Health</i></p>	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required	n/a
<ul style="list-style-type: none"> Monitors overall HU financial situation demonstrating effective management of financial resources. Ensures transparency and understanding of financial processes and procedures. 					
<ul style="list-style-type: none"> Develops innovative approaches to financing and revenue generation. Devises strategies to protect HU assets. 					
<ul style="list-style-type: none"> Ensures agency compliance with the Ontario Public Health Organizational Standards. 					
<ul style="list-style-type: none"> Abides by employment and other relevant legislation including Employment Standards Act, Labour Relations Act, Occupational Health and Safety Act, Accessibility for Ontarians with Disabilities Act and the Human Rights Code. Adheres to terms of union and other contracts. 					
<ul style="list-style-type: none"> Develops and maintains HU by-laws, policies and procedures and ensures adherence within the health unit. Advises and consults with the BOH on significant matters. 					
<ul style="list-style-type: none"> Communicates regularly with the Chair of the Board and provides support in identifying agenda items for the BOH and Committee meetings. 					
<ul style="list-style-type: none"> Ensures adequate orientation and on-going education of BOH members. 					

MLHU MOH/CEO PERFORMANCE APPRAISAL

<p>Governance – <i>This area reflects on how the MOH/CEO has influenced the alignment of management methods and systems to ensure appropriate structures and resources are in place to achieve the HU’s mission and vision. This area also reflects on the MOH/CEO’s responsibility for actions, decision and policies that impact the HUs ability to achieve the requirements as set out under the strategic plan, the Ontario Public Health Organizational Standards (OPHOS), other funder requirements and direction provided by the Board of Health</i></p>	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required	n/a
<ul style="list-style-type: none"> • Informs BOH of important developments affecting Public Health and the HU (e.g. legislative changes, public health emergencies, organizational problems, system development, environmental trends.) Makes recommendations as appropriate and includes financial analysis for recommendations. 					
<ul style="list-style-type: none"> • Provides appropriate and timely written and verbal reports to the BOH. Writes and speaks clearly. Reports are easily understood by the BOH members. 					
<p>Comments: (include major strengths in this area of focus and any areas that may need future development)</p>					

MLHU MOH/CEO PERFORMANCE APPRAISAL

SUMMARY OF OVERALL PERFORMANCE

AREA OF FOCUS	Exceeds Expectations	Meets Expectations	Partially Meets Expectations	Additional Growth Required
Program Excellence				
Community and Client Impact				
Employee Engagement and Learning				
Governance				
Comments – (Including comments with respect to the major strengths of the MOH/CEO and areas for future development.)				

MLHU MOH/CEO PERFORMANCE APPRAISAL

GOALS FOR THE NEXT PERIOD – BY AREA OF FOCUS

Program Excellence	Key Performance Indicator

Client and Community Impact	Key Performance Indicator

Employee Engagement and Learning	Key Performance Indicator

Governance	Key Performance Indicator

Personal Development	Key Performance Indicator

Other	Key Performance Indicator

MLHU MOH/CEO PERFORMANCE APPRAISAL

SIGNATURES

Medical Officer of Health

I discussed this performance appraisal with the Chair of the Board of Health.

I have participated in the setting of goals and targets for the next performance period, have reviewed my job responsibilities with the Chair of the Board of Health, and agree to the goals, targets and measurement standards noted above for the next performance period.

Comments

Medical Officer of Health and Chief Executive Officer

Date

For the Board of Health

We have discussed the performance appraisal with the Medical Officer of Health and Chief Executive Officer. We have reviewed the past period's work performance and goals and objectives, and have discussed goals and objectives for the coming performance period. We have also discussed professional development and training needs. The goals and objectives for the coming year have been established, including job responsibilities and measurement methods.

Chair, Board of Health

Date

Board of Health

Date

Middlesex-London Health Unit

Medical Officer of Health and Chief Executive Officer Performance Appraisal Process Timeline 2016

Date	Activities
January 21, 2016	<ul style="list-style-type: none"> • Governance Report initiates the appraisal process • Governance Committee strikes a performance appraisal sub-committee
Prior to next meeting	<ul style="list-style-type: none"> • Sub-committee reviews performance appraisal tool and confirms timeline
February 18, 2016	<ul style="list-style-type: none"> • Update to the Board of Health on the process and provide opportunity for Board feedback
Prior to next meeting	<ul style="list-style-type: none"> • Request the Medical Officer of Health and Chief Executive Officer complete the appraisal tool and return to sub-committee before March Board of Health meeting. • Collect supporting documentation required for performance appraisal • Invite stakeholder feedback
March 17, 2016	<ul style="list-style-type: none"> • Status update to the Board of Health
Prior to next meeting	<ul style="list-style-type: none"> • Review and consolidate all feedback into one document • Sub-committee and Medical Officer of Health and Chief Executive Officer may meet if there are any questions regarding the submission • Sub-committee prepared recommendations for the Board of Health regarding the performance appraisal and goals for next performance appraisal period
April 21, 2016	<ul style="list-style-type: none"> • Governance Committee convenes an in-camera session of the Board of Health to discuss and reach agreement on final appraisal results and goals identified for the next performance appraisal period.
Follow-up	<ul style="list-style-type: none"> • The Board of Health Chair and a representative of the sub-committee meet with the Medical Officer of Health and Chief Executive Officer to discuss the final appraisal results and the goals identified for the next performance appraisal period



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 January 21

CRITICAL ELEMENTS OF BOARD GOVERNANCE - REVIEW

Recommendation

It is recommended that the Governance Committee receive Report No. 03-16GC for information and discussion.

Key Points

- A board development session “Critical Elements for Effective Governance” was held to further the Board of Health’s governance and engagement.
- Mr. Graham Scott provided the Middlesex-London Health Unit with a review of the organization’s current governance practices and potential gaps.
- This report highlights potential next steps for the Governance Committee to consider in regards to governance practice at the Middlesex-London Health Unit.

Background

Mr. Graham Scott and Ms. Maureen Quigley provided a session to the Middlesex-London Health Unit Board of Health and board members of neighboring Boards of Health on “Critical Elements for Effective Governance” on November 19, 2015. This session was arranged as part of ongoing Board of Health development activities to enhance board governance and engagement.

During the session, Mr. Scott and Ms. Quigley provided an overview of:

- The context of public health and governance structures;
- The changing expectations of governance and accountability;
- The importance of a governance model;
- Responsibilities of individual board directors; and
- Board dynamics and cultures.

In addition to the session provided to the members of Boards of Health, Mr. Scott also examined several key Middlesex-London Health Unit governance documents, including:

- Structure and Responsibility of the Board of Health;
- Code of Conduct; and
- Board of Health Position Descriptions.

Mr. Scott's findings were integrated into the board development session and are highlighted in red in the presentation attached as [Appendix A](#).

Findings from the Review of Key MLHU Documents

Mr. Scott's findings were also reviewed by staff to determine potential governance gaps that may exist. Any identified gaps were cross-referenced with items on the Governance Committee Reporting Calendar (Report 01-16GC) to determine potential areas of focus for 2016.

A summary of findings from the review as well as potential next steps can be found attached as [Appendix B](#).

Next Steps

Middlesex-London Health Unit staff will proceed with work on potential next steps identified in Mr. Scott's Governance Review at the direction of the Governance Committee.

This report was prepared by Mr. Jordan Banninga, Manager of Strategic Projects.



Christopher Mackie, MD, MHSc, CCFP, FRCPC
Medical Officer of Health

Boards of Health Critical Elements for Effective Governance

Presentation to London-Middlesex Health Unit
Board of Health

November 19, 2015

Maureen A. Quigley and Graham Scott

Overview

- ◆ The Context
- ◆ Changing Expectations of Governance and Accountability
- ◆ The importance of a Governance Model
 - Accountabilities, roles and responsibilities
 - Structures
 - Processes
- ◆ Break
- ◆ Responsibilities as an Individual Director
- ◆ Board Dynamics/ Culture: How do we work together?

The Context

◆ Unique Aspects of Public Health Boards

- Exclusion from Corporations Act
- Ontario Public Health Organizational Standards
- Eventual inclusion in Not-For-Profit Corporations Act
- Appointment by others – municipality or province
- No common nominations process or qualifications among appointing bodies
- Limited ability to do succession planning as term is established by appointing body
- Common provincial legislation/regulations sometimes supplemented by Board policies but not always

Context cont'd

- Dual role of Council member directors has inherent challenges of fiduciary duty and conflict of interest
- Limited acknowledgement by PHBs of governance evolution
- Emerging recognition of the importance of specific skill sets and expertise
- Potential new framework and tools for nominations across province arising from Algoma Assessors report

Governance

- ◆ The exercise of authority, direction and control
- ◆ The fulfillment of responsible ownership on behalf of the community
- ◆ A function which can only be exercised by the Board
- ◆ Increasingly recognized as involving distinct roles and responsibilities
- ◆ A “learned” art or skill
- ◆ Requires priority in the Board’s time and focus if the Board is to be effective

Evolution of Board Governance: Changing Expectations of Board Governance and Accountability

The Expectations for the Quality of Board Governance Have Changed Significantly

- From selection for community stature and philanthropy to selection for skills and expertise
- From different expectations of governance capacity among HSPs to consistent expectations arising from performance agreements
- From inconsistent governance practices to focus on systematic approach to governance and best practices
- From internal focus on the organization to positioning the organization in the context of the broader health system
- From arms-length relationship with patient care and quality issues to proactive oversight and monitoring all aspects of organizational performance based on Board approved performance metrics

There are Extensive Resources to Support “Governance Best Practice”

- 2011 Ontario Public Health Organizational Standards Governance Guidelines for Public Health Units – More to come
- 2015 : OHA Guide to Good Governance, 3rd Edition
- OHA Governance Centre of Excellence Courses
- Other ‘influencers’
 - Numerous Business school programs for corporate directors
 - Institute for Corporate Directors/ Rotman Governance Essentials Program for Not for Profit Boards

'New' Skill Sets Are Required For Effective Governance

- Systems thinking
- Strategy
- Relationship building
- Negotiations
- Communications
- Quality Improvement
- Risk Management

Recurring Themes

- ◆ Governance does matter
- ◆ Governance is becoming more difficult
- ◆ Growing body of knowledge on what constitutes “best practice”
- ◆ Good governance doesn’t just happen – essential establish systematic framework of governance policies regarding responsibilities, structures and processes for effectively conducting Board business
- ◆ The Board and individual Directors must understand their roles and responsibilities

Recurring Themes cont'd

- ◆ Directors require specific personal attributes and relevant skills and expertise
- ◆ Evolving understanding of differentiation between governance and management
- ◆ Boards must understand to whom they are accountable and for what
- ◆ Essential to monitor performance of the Board and individual Directors as well as the organization
- ◆ Expectation of “accreditation” of Governance as well as operations across all health sector organizations

Current Issues in Health Sector Governance

- ◆ Governance Renewal aligned with best practice
- ◆ Understanding of Board's accountability
- ◆ Board's role in oversight of quality of programs and service
- ◆ Board's role in oversight of organizational performance
- ◆ Risk Management
- ◆ Compliance and reporting requirements arising from provincial accountability requirements and legislation
- ◆ Governance role in integration and ensuring continuum of client/patient-focused care

QUESTIONS AND DISCUSSION

GOVERNANCE MODEL

Governance Model Defined

*“a distinctive set or cluster of governance structures, responsibilities (functions) and processes (practices) that are logically consistent with one another. **Structure** refers to the parameters for selection and operation of the board established by legislation, regulations, by-laws and policies. **Responsibilities** (specific tasks or functions) refer to the what of governance. **Processes** (practices) refer to how governance functions are exercised...Governance models vary according to how a board is structured, how responsibilities are distributed between board, management and staff, and in the processes used for board development, management and decision-making.”*

Mel Gill, *Governance Dos and Don'ts: Lessons from Case Studies on Twenty Canadian Non-Profits*, the Institute on Governance, 2001.

Critical Elements for Effective Governance: Accountabilities and Responsibilities

- ◆ MLHU has policies on
 - Roles and responsibilities of the Board of Director
 - Responsibilities as an Individual Director (Draft Code of Conduct)
 - Process for selection of Officers
- ◆ Consider election of Officers and Committee Chairs based on expressions of interest by individual Directors
- ◆ Consider rotation of Chair every two years for greater continuity of leadership

Critical Elements for Effective Governance: Accountabilities and Responsibilities Cont'd

◆ Additional Elements for consideration

- Explicit statement of Board accountabilities: to whom? and for what?
- Position descriptions of Board Officers
- Annual Director's Declaration of Accountabilities, Responsibilities and Conflicts of Interest
- Position description for Committee Chairs

Principles of Governance and Board Accountability

- ◆ Sets out the Board's overall philosophy and approach to its governance responsibilities
- ◆ Includes:
 - Guiding principles as foundation for fulfilling legal and governance roles and responsibilities
 - a statement of the Board's understanding of its external accountabilities to
 - individuals and communities served for...
 - The Ministry of Health and Long Term Care for...
 - Municipalities for
 - Other? for....
 - Commitment to access to information

Board Roles & Responsibilities*- Conceptual Framework

Board Responsibilities	Policy Formulation Role	Decision Making Role	Oversight Role
Strategic Direction			
Excellent Leadership and Management			
Program Quality and Effectiveness			
Financial and Organizational Viability and Risk Management			
Board Effectiveness			
External Relationships			

* Adapted from Pointer, D.D., Orlikoff, J.E.: Board Work: Governing Health Care Organizations, San Francisco: Jossey-Bass Inc., 1999

Modified Pointer and Orlikoff Framework*

- ◆ Clarity on the respective roles of Board and Management while recognizing interdependencies
- ◆ Board focused on providing strategic leadership and direction and monitoring organizational performance
- ◆ Small number of Board Committees tied to key governance responsibilities
- ◆ Board Roles and Responsibilities are the foundation for the work of the Board, its committees and tools to support them
 - Board policy manual
 - Board agenda
 - annual Board goals
 - Board and Committee work plans
 - Board evaluation tool

* Adapted from Pointer, D.D., Orlikoff, J.E.: Board Work: Governing Health Care Organizations, San Francisco: Jossey-Bass Inc., 1999

Board Roles *

- ◆ **Policy formulation** – establish policies to provide guidance to those empowered with the responsibility to manage the organization's operations
- ◆ **Decision-making** – choose from alternatives which are consistent with Board policies and that advance the goals of the organization
- ◆ **Oversight** – monitor and assess organizational processes and outcomes

* Pointer, D.D., Orlikoff, J.E. Board Work: Governing Health Care Organizations. Jossey Bass, 1999.

e.g. Establish Strategic Direction

◆ Policy

- consider the needs of MLHU stakeholders and engage the stakeholders when developing plans and setting priorities for the delivery of MLHU programs and services
- establish and periodically review the MLHU vision, mission and core values
- contribute to the development of the strategic plan,

◆ Decision-making

- approve the vision, mission and core values
- approve the strategic plan

e.g. Establish Strategic Direction

◆ Oversight

- monitor organizational performance regularly against the strategic plan and Board-approved performance targets and metrics
- conduct a review of the strategic plan as part of a regular annual planning cycle
- monitor progress on the key goals formulated in the annual operating plans

Critical Elements for Effective Governance: Structure - By Laws and Manual

- ◆ Suggest revision of By-laws and coordination with policy manual
- ◆ By-law should include mandatory and enabling provisions re Board structure
 - *Board size, Composition*
 - *Term of office of directors and officers*
 - *Provide for the creation of Standing committees but no need to delineate them;*

Structure - By Laws and Manual

- ◆ Board policies should address details of Board Structure and Board process matters e.g.
 - Terms of Reference for Standing Committees
 - Preparation of Board agenda - **Current MLHU By Law S8 has the Secretary-Treasurer prepare the Agenda but Policy1-010 has it set by MOH**
 - Board meeting process e.g. Rules of Debate and Conduct of Members of the Board, Motions and Order of Putting Questions, Minutes etc.
 - Remuneration
 - Board Performance Assessment

Board of Directors Policies

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Board Standing Committee Principles

- ◆ The number and type of committees should support the Board in fulfilling its defined responsibilities and maximizing the participation of individual Directors
- ◆ The Board as a whole has “ownership” of the work that is done on its behalf by committees, task groups, etc.
- ◆ Board Standing Committees should establish annual goals, work plans and deliverables for Board approval
- ◆ The Board has confidence that the Committee is raising key issues for Board discussion/decision
- ◆ Adequate time is allotted at Board meetings for consideration of major Committee recommendations
- ◆ The Board, through the Governance Committee, should conduct a periodic review of Board Standing Committees to ensure the continuing relevance of their mandate and membership

Critical Elements for Effective Governance: Process

- ◆ Orientation program and continuing education
- ◆ Semi-annual Performance Evaluation of Individual Directors
 - Consider one evaluation annually and a clear process for confidential summary and discussion of results and opportunities for improvement by the Board
- ◆ Other leading Board process practices for consideration
 - Annual Board goals and work plan
 - Agendas and decision-support documents aligned with Board roles and responsibilities
 - Board meeting process should include informal sessions (With MOH without staff and without MOH)
 - Nominations process which is systematic, clear and transparent in accordance with the forthcoming Guidelines
 - Accountabilities, performance goals and performance evaluation of MOH
 - Performance Indicators for oversight and monitoring organizational performance
 - Board policies tied to each area of Board's responsibilities

Guidelines for Nominations Process

◆ Balance within the Board

- The Board as a whole should be seen by the community it serves as capable, experienced and well able to govern the organization
- The membership of the Board and its Committees should be drawn widely to achieve a balance of skills and expertise needed for the Board to fulfill its governance accountabilities, roles and responsibilities

◆ Board Skills and Expertise e.g.

- Financial literacy with specific experience/qualifications in audit, accounting and finance;
- Municipal and Provincial context for Public Health
- Human resource management and compensation
- Information technology/management

Guidelines for Nominations Process

Cont'd

- Communications, negotiations, relationship building
- Quality and performance measurement/ performance planning and measurement
- Risk management
- Strategic Planning
- Understanding of the current health care environment including system or service integration and planning

Guidelines for Nomination of Directors

◆ Director Qualities and Competencies

- experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- personal and professional integrity, wisdom and judgment;
- a commitment to ethical standards and behavior;
- a commitment and ability to co-operate and work collaboratively, cohesively and constructively as a member of the team with other members of the Board and senior management;
- ability to communicate effectively
- an open mind and ability to think critically and ask relevant questions at a strategic level
- policy orientation
- flexibility to travel to attend meetings and ability to commit the time to fulfill responsibilities
- willingness to serve as ambassador for the PHU within the community

QUESTIONS AND DISCUSSION

BREAK

RESPONSIBILITIES AS AN INDIVIDUAL DIRECTOR

Responsibilities as an Individual Director

- ◆ MLHU Draft Code of Conduct has defined the following individual director responsibilities
 - ✓ Fiduciary duty and duty of care (Acting in the Best Interests of the Board of Health and Health Unit)
 - ✓ Confidentiality
 - ✓ Conflict of interest
 - ✓ Conduct at meetings
 - ✓ Media Interactions and Public Discussion
 - ✓ Interaction with Staff members
 - ✓ Election Campaigns
 - ✓ Post Board of Health membership
 - ✓ Legal Advice
 - ✓ Compliance

Responsibilities as an Individual Director

- ◆ Consider adding:
 - Exercise of Authority
 - Board solidarity
 - Participating in Orientation, Continuing Education and Evaluation
 - Team work
 - Threshold for attendance at Board and Committee meetings

Fiduciary Duty

- ◆ Directors must act honestly and in good faith with a view to the best interests of the Corporation
 - Good Faith: Directors must act in an impartial manner without regard to their own personal interests and their actions must be taken to further the stated purposes of the PHU
 - Directors do not represent interests of any particular constituency regardless of who appoints them (i.e. municipality or province)
- ◆ Directors must comply with relevant legislation, regulations, articles, by-laws and Board policies

Best Interests of the Corporation

- ◆ Directors must consider the members' interests as a group, not the special interests of a particular member or group of members
- ◆ *“Directors must be scrupulous in identifying what they regard as the best interests of the corporation or of shareholders generally, whether this interest conflicts with or coincides with the best interests of a particular shareholder. A Board of Directors is not a parliament where elected members represent the best interests of their constituency. Directors have only one constituency and that is the corporation and its shareholders generally”.*

TSE REPORT: Where were the Directors?, May 1994

Duty of Care

- ◆ Directors are required to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- ◆ There is no fixed set of rules. A Director who follows these principles should conform to the required standard of care:
 - Directors should keep themselves informed as to the policies, business and affairs of the corporation
 - have a general understanding of how business is conducted, and resources are employed
 - be aware of the functions and acts of its officers

Duty of Care

- use common sense; act carefully and deliberately
- ensure they fully understand the issues and require accurate, timely and comprehensive information
- may generally rely upon senior management for necessary information, such as financial reports
- when making more significant business decisions, Directors may need to verify information or acts taken by senior management through independent Directors' committees, or review or audit by outside experts
- when using outside experts, Directors must ensure the experts' qualifications are adequate and appropriate

Diligence

- ◆ Directors do not have the luxury of being consistently absent, failing to prepare for meetings, or being inactive at those meetings
- ◆ Non-attendees must stay informed of all events
- ◆ Non-attendees are considered to have actively consented to all decisions taken in their absence unless they formally dissent
- ◆ Directors should make the same inquiries they would when managing their own affairs
- ◆ Rubber stamping the decisions of others is not sufficient
- ◆ A disagreement with a decision made at a meeting, should be noted in the minutes

Conflict of Interest

- ◆ MLHU Code of Conduct (Conflicts-By-Laws)
- ◆ Most Conflict provisions address Contract issues but...
- ◆ Conflicts of interest have been held to exist for regular corporations
 - when a Director takes advantage of situations that have come to his/her notice through serving as a Director
 - when a Director obtains a personal benefit, or benefits for friends or associates, through his/her position
 - when a Director makes a decision motivated by considerations other than those of the “best interests of the corporation”
 - when a Director uses his/her position to enter into advantageous contracts with the corporation

Conflict of Interest

- ◆ Directors must not bring their personal interest and their duty to the organization into conflict
- ◆ Declare at first opportunity
 - Declare interest in Annual Director's Declaration
 - Declare interest to other directors at beginning of every Board meeting
 - Do not participate in discussion or vote on the matter

Other Directorships

- ◆ Directors of non-profit entities often hold Directorships in more than one non-profit organization
- ◆ If a Director holds dual Directorships and those organizations contract with each other, this puts the Director in conflict because he/she must act in the best interests of each organization

Participation

- ◆ Background preparation for meetings
- ◆ Attendance at defined minimum number of meetings
 - Consider establishing attendance threshold for Board and Committees
 - Consider posting of attendance as part of the Annual Report arising from the Board Accountability commitment
- ◆ Active participation in Board/Committee meetings including constructive questioning and dissent
- ◆ Contribute specific expertise and skills
- ◆ In initial Board orientation and ongoing education
- ◆ Participation in Board and individual Director evaluation

Exercise of Authority

- ◆ Rests with the Board as a whole not individual members
- ◆ Only when Director is participating as voting member of duly-constituted Board or Committee meeting
- ◆ Directors may be personally liable if they act beyond the scope of their authority or direct the corporation to carry out activities not permitted by Objects
- ◆ Only spokesperson is individual(s) delegated by the Board
- ◆ Refer complaints to the MOH or Board Chair – don't assume responsibility for resolving them

Team Work

- ◆ Work positively and co-operatively with Board colleagues and the Management Team
- ◆ Share Board responsibilities evenly
- ◆ Be prepared to own the responsibility for the Board's decisions
- ◆ Be a positive voice for the Board and organization externally
- ◆ Represent the Board at community events

Prudent Director's Checklist

- ✓ Attend all Board meetings
- ✓ Speak your mind
- ✓ Insist on receiving information concerning matters requiring Board approval in advance
- ✓ Read circulated materials carefully and in advance
- ✓ Make independent decisions (avoid being a rubber stamp)
- ✓ Review minutes of meetings when received
- ✓ Obtain professional opinions when appropriate
- ✓ Insist on good audits and an effective Audit Committee
- ✓ Insist on D&O insurance and indemnification
- ✓ Insist the minutes record any Director's disclosure, abstention or dissent
- ✓ Be alert and responsive to changing circumstances

Board Solidarity and Confidentiality

- ◆ Within the Board discussion, debate and dissent is appropriate, healthy and constructive in reaching decisions
- ◆ Once the Board decides, Directors must support decisions and policies of the Board in discussions with outsiders even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting
- ◆ The Director respects the confidentiality of *in-camera* Board discussions and decisions

Director's Liability

- ◆ Understand scope of coverage in Director's and Operator's insurance
- ◆ Obtain briefing on Statutory Liability of Directors related to:
 - payment of wages
 - remittance of taxes
 - compliance with Environmental Standards
 - compliance with Occupational Health and Safety legislation
- ◆ Receive compliance reports from MOH on Statutory requirements

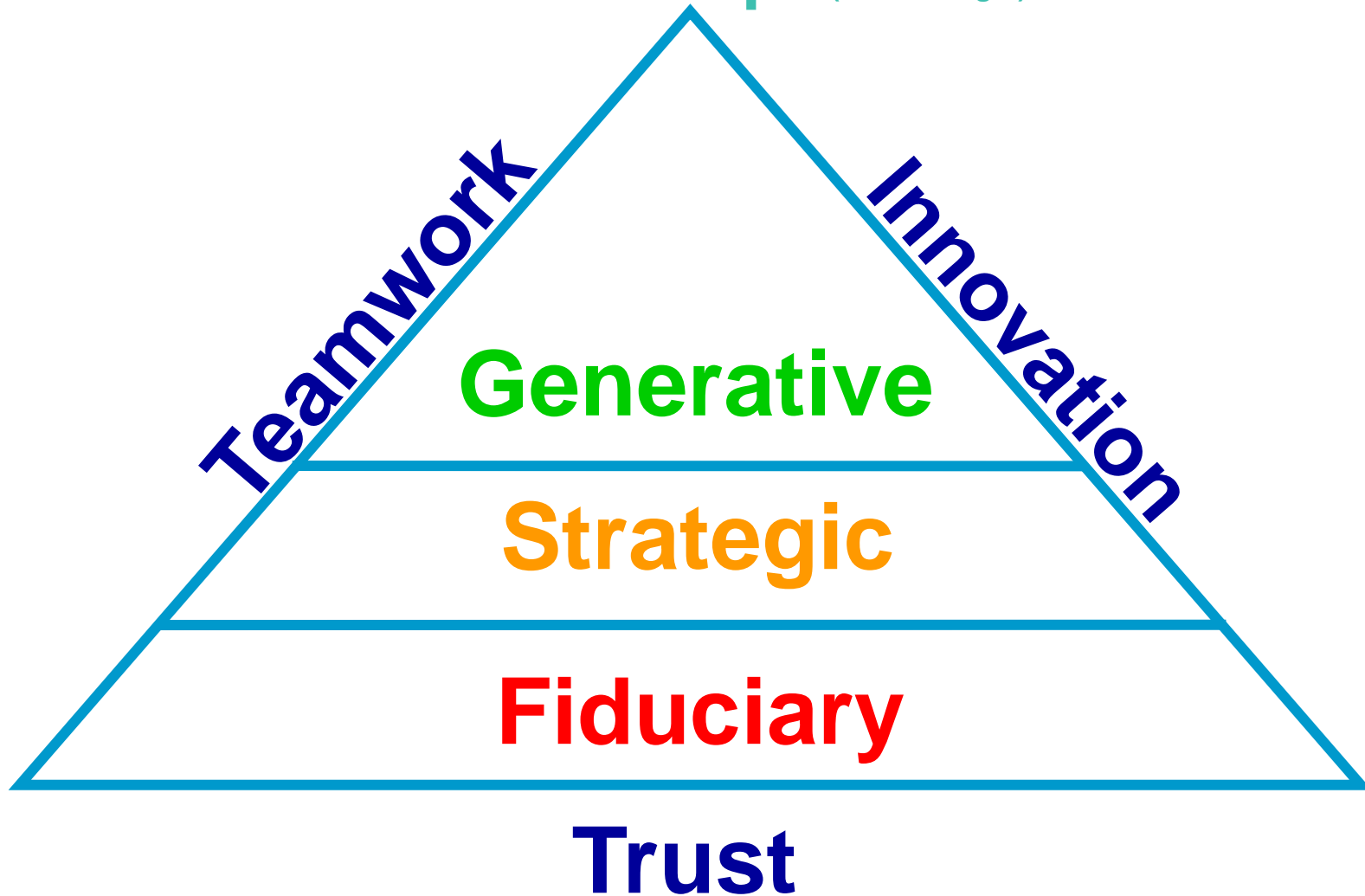
QUESTIONS AND DISCUSSION

BOARD DYNAMICS/ CULTURE: HOW DO WE WORK TOGETHER?

The Culture of the Board

- ◆ Post-Enron focus has been on structure, rules and regulations
- ◆ Influential 2002 HBR article by Sonnefeld: 'What Makes Great Boards Great?'
- ◆ Main message: 'Boards need to be robust effective social systems'
- ◆ 'A climate of trust and candor' and 'a culture of open dissent'
- ◆ 'Members trust and challenge each other and engage directly with senior managers on critical issues facing their organization'

Modified Chait – Governance as Leadership* (*Jim Nininger)



“Generative Thinking”

- ◆ “The board generates:
 - Insight and understanding about a question, problem, challenge, opportunity, or the environment; and,
 - A sense of the organization’s identity – ‘our way’ of responding to the problem or environment, or seizing the opportunity.”*
- ◆ Early stages of implementation due to perceived complexity and uncertainty of how to use.
- ◆ It is not a Governance “model” . Rather it is a way of thinking and working together as part of the Board’s governance process
- ◆ Generative opportunities typically occur:
 - Within the annual Board retreat
 - In a scheduled session for “deep dive” discussion within the Board meeting

* Cathy Trower, Presentation to OHA December 5, 2011

“Generative Thinking” Challenges

- ◆ The primary requirements are time, appropriate topics for Board to add value and critical thinking
- ◆ What is the latitude for “generative thinking” in an environment of increasing regulation and increasing external accountability requirements?
- ◆ Time available in regular Board agenda
- ◆ Framing the question appropriately with supporting discussion paper to facilitate appropriate level of engagement
- ◆ Confidence and trust among Directors and management to actively engage in non-traditional way – learned experience

Potential Generative Topics

- ◆ How can the Board add value in Quality and Safety?
- ◆ How would we measure a high performing public health system?
- ◆ What would it be like if all parts of the system were operating in an integrated manner?
- ◆ What are the three things we are trying to change in the quality of the.....

Characteristics of Best Boards*

- ◆ Are a strategic asset and provide a comparative advantage
- ◆ Macro-govern rather than micro-manage
- ◆ Ponder what the MOH suggests
- ◆ Suggest what the MOH should ponder
- ◆ Elevate system interests above organizational interest
- ◆ Think independently and govern collectively
- ◆ Model for emulation the values and behaviours expected in the organization
- ◆ Accept with the MOH joint ownership of problems and decisions

*Cathy Trower, Generative Governance and Higher Board Performance, OHA November 5, 2012

Moving Forward as a Governance Team

- ◆ Get to know each other
- ◆ Recognize different levels of knowledge and experience among Directors
- ◆ Recognize and utilize the different skills and expertise among the directors
- ◆ Develop guidelines for working together as a team
- ◆ Commit to “governing not micromanaging”
- ◆ Build trust and confidence
- ◆ Utilize the opportunities in orientation and Board meetings to ensure a level playing field and common understanding for all Directors

Governing vs. Micromanaging

- ◆ *“ Asking questions at the right altitude, with the right tone and about the right things refocuses management’s attention while respecting the MOH’s decision-making authority”**
 - It is appropriate to ask questions about operations in order to inform oversight role
 - How does our performance compare with others?
 - What processes do we have in place to....?
 - What steps has management taken to remedy...?
 - What are the key indicators that our performance is improving in...?
 - What are the longer term implications of...?
 - How does this new initiative align with our strategic priorities?
 - Did you follow all the policies required in making this recommendation?
 - It is not appropriate to ask questions about operations to second-guess the MOH’s decision-making or demonstrate your particular skills and expertise at the expense of management
 - Why did you do it that way? If I were you I would have done it this way
 - Why did you hire...?

* Ram Charan, *Owning Up*, 2009

Governing vs. Micromanaging*

- ◆ *“Micromanaging drains energy and makes the Board and Management less effective.*
- ◆ *Why a Director is drilling for details and how the questions are asked make a difference.*
- ◆ *The Chair plays a pivotal role in shaping dialogue when micromanaging begins to creep in. But other Directors should help keep their peers from micromanaging.*
- ◆ *Use evaluations to pinpoint whether micromanaging is becoming a problem and to align the Board on how to minimize it.*
- ◆ *Management reduces micromanaging when presentations are well structured and at the right level.”*

* Ram Charan, *Owning Up*, 2009

Chair and Board Authority

- ◆ The Chair is first among equals
- ◆ A well understood and effective working relationship between the Board and Chair is essential to success
- ◆ Essential to develop an understanding of mutual expectations between Board and Chair as to:
 - involvement of the Board in the Chair's working relationship with the MOH
 - the reporting relationship between the MOH and the Board
 - understanding the division of responsibility between the Chair and the MOH

The Future of Directorship*

- ◆ *“Many times more complex to be a Director today*
- ◆ *Real test of effective governance is the quality of decision-making*
- ◆ *We need to listen to the regulators and demonstrate compliance. Our decisions will determine how much regulation increases.*
- ◆ *We will spend much more time in future on risk management*
- ◆ *Boards need to understand much broader set of external factors in the macro environment and organizational complexity*
- ◆ *Directors will be recruited for both excellence and diversity*
- ◆ *Enable new Directors to get right into the organization to get to know the leadership and understand the business*
- ◆ *There is a comparable increase in intensity of workload for both Not-for-Profit and Corporate Directors”*

* Institute of Corporate Directors Webinar, March 21, 2013

Key Messages

- ◆ Regardless of category, all Directors share equally in the accountabilities, responsibilities and liabilities of the Board and individual Directors
- ◆ *How* the Board works together is as important as *what* the Board does
- ◆ The discipline of Governance is constantly evolving and requires ongoing nurturing and renewal

QUESTIONS AND DISCUSSION

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Middlesex-London Health Unit Governance Review

Item & Description	Potential Next Steps:
<p><i>Performance Assessment – Board of Health</i></p> <p>The Board of Health Self-Assessment is initiated in the first quarter of each year by the Board of Health. This assessment provides an opportunity for the board to assess whether they are following good governance practices and meeting outcomes as outlined in Requirement 4.3 of the Ontario Public Health Standards.</p> <p>Graham Scott noted several items for consideration during his review of MLHU governance:</p> <ul style="list-style-type: none"> • Essential to monitor performance of the Board and individual members as well as the organization. • Consider one evaluation annually and a clear process for confidential summary and discussion or results and opportunities for improvement by the board. • Posting of attendance as part of the Annual Report arising from the Board Accountability commitment. 	<p>The Governance Committee could provide direction regarding the 2016 Board of Health Self-Assessment and potential inclusion of aggregate or disaggregate attendance figures of the Board in 2015.</p>
<p><i>Performance Assessment – Board of Health Members</i></p> <p>We have not done evaluations of individual Board Members in the past – this would be something new to the agency and our Board of Health.</p> <p>This aspect of performance management has not been done in the past by the MLHU Board of Health</p> <ul style="list-style-type: none"> • Essential to monitor performance of the Board and individual members as well as the organization. • Consider one evaluation annually and a clear process for confidential summary and discussion or results and opportunities for improvement by the board. • Posting of attendance as part of the Annual Report arising from the Board Accountability commitment. 	<p>The option of incorporating an individual board member assessment could be brought forward for Governance Committee discussion.</p>

<p><i>Performance Monitoring – Organization</i></p> <p>There are a number of different ways that the Board of Health can monitor the performance of the Health Unit. One method, which is consistent with the philosophy of MOH/CEO as the one employee of the Board of Health, is the MOH/CEO Performance Appraisal.</p> <p>Other methods of organizational performance monitoring include:</p> <ul style="list-style-type: none"> • Reporting on the progress of the 2015 – 2020 Strategic Plan using the Balanced Scorecard • Reporting on achievement of accountability agreement indicators • Compliance with the Ontario Public Health Standards • Compliance with the Ontario Public Health Organizational Standards • Financial Reporting (Factual Certificate) 	<p>The Governance Committee has previously identified all of the methods of organizational performance monitoring in the Reporting Calendar.</p>
<p><i>Accreditation – Board of Health Governance</i></p> <p>Recurring themes in the governance landscape include the expectation of “accreditation” of governance as well as operations across all health sector organizations.</p> <p>MLHU was accredited by the Ontario Council on Community Health Accreditation (OCCHA) until this organization’s dissolution in March 2013. Accreditation was, and continues to be voluntary, but required considerable investment of human and financial resources.</p> <p>The value of accreditation has been studied, and as a strategy, it can improve agency administration and service delivery when agencies engage in its process. The Ministry of Health and Long-Term Care has encourages health units to pursue accreditation with Accreditation Canada and Excellence Canada.</p> <p>Ontario Public Health Units additionally have the Public Health Organizational Standards to provide an administrative framework for public health. It has been cautioned however, that there are no process experts to advise on the Organizational Standards, nor have there been audits of compliance with these standards.</p>	<p>The Governance Committee could provide direction on whether MLHU should or should not explore accreditation for Governance, or the larger accreditation process that is available for public health units.</p>

<p><i>Bylaw Review – Board of Health</i></p> <p>Bylaws provide for the management of property, banking and finance; Board of Health proceedings; duties of the Auditor, and power designation related to the Municipal Freedom of Information and Protection of Privacy Act.</p> <p>The bylaws are to be reviewed every four years – specifically in the calendar year following a municipal election (last election, October 2014).</p> <p>Graham Scott noted several items for consideration during his review of MLHU governance:</p> <ul style="list-style-type: none"> • Election of Officers and Committee Chairs should be based on expressions of interest by individual Directors. • Chair of the Board of Health be rotated every two years compared to every year. • Explicit statement of Board accountabilities. • Position descriptions for Board Officers. • Annual Declaration of Accountabilities, Responsibilities and Conflicts of Interest. • Position Description for Committee Chairs. • Include mandatory and enabling provisions regarding structure: <ul style="list-style-type: none"> ○ Board size, composition ○ Term of office of Directors and Officers ○ Provide for the creation of standing committees but not need to delineate • Amend Bylaw and Policy so Secretary-Treasurer corresponds with MOH. • Attendance Thresholds for Board and Committee. 	<p>The Governance Committee could provide direction on a review of the Bylaws of the Middlesex-London Health Unit Board of Health which incorporates the feedback provided by Graham Scott.</p>
<p><i>Code of Conduct – Board of Health</i></p> <p>Upon review of our Board of Health Code of Conduct, Graham Scott noted several items for consideration and addition:</p> <ul style="list-style-type: none"> • Exercise of Authority • Board Solidarity • Participating in Orientation, Continuing Education and Evaluation • Teamwork • Threshold for attendance at Board and Committee meetings 	<p>The Governance Committee could provide direction on the review of the Board of Health Code of Conduct.</p>

<p><i>Governance and Accountability Conceptual Framework – Board of Health</i></p> <p>A conceptual framework articulates the Board responsibilities for policy direction, decision-making and oversight activities. It should also set out the Board’s overall philosophy and approach to its governance responsibilities by including:</p> <ul style="list-style-type: none"> • Guiding principles as foundation for fulfilling legal and governance roles and responsibilities • A statement of the Board’s understanding of its external accountabilities to <ul style="list-style-type: none"> ○ Individuals and communities served for... ○ The Ministry of Health and Long Term Care for... ○ Municipalities for ○ Other? for.... • Commitment to access to information 	<p>The Governance Committee could develop a conceptual framework for the Board of Health.</p> <p>The Governance Committee could provide direction on where to incorporate the conceptual framework into Board of Health operations.</p>
<p><i>Nomination and Appointments</i></p> <p>The Board of Health does not nominate or appoint board members; these members are instead appointed by the City of London, Middlesex County and the Province of Ontario. However, the Board of Health can make requests of these bodies during the nomination and appointment process, and such requests in the past have been respectfully received.</p> <p>The nominations process for the Middlesex-London Board of Health should be systematic, clear and transparent and in accordance with any guidelines imposed by the appointing bodies. At this juncture, the Middlesex-London Health Unit does not have a common nomination or appointment processes that are considered by these appointing bodies.</p> <p>Potential processes would articulate the need for:</p> <ol style="list-style-type: none"> 1) Balance within the Board, which as a whole should be seen by the community it governs as capable, experienced and able to govern the organization; 2) Board skills and expertise relating to a number of dimensions that an organization must be prepared to handle; and 3) Director qualities and competencies that will enable them to effectively govern the Middlesex-London Health Unit. 	<p>The Governance Committee could provide direction on the development of a nomination and appointment process.</p>
<p><i>Orientation and Continuing Education</i></p> <p>Orientation is intended familiarize Board of Health Members with the Middlesex-London Health Unit, priority reading for public health, applicable legislation and key provincial reports relating to public</p>	<p>The Governance Committee could provide direction on Board of Health orientation based</p>

<p>health. It also outlines the roles and responsibilities of Board Members to ensure effective governance of the Middlesex-London Health Unit.</p> <p>Continuing Education, along with Orientation are intended to level the playing field among Board of Health members to ensure that there is an accurate understanding of Board of Health roles and responsibilities and a shared understanding of public health.</p>	<p>on the turnover of Board of Health members.</p>
<p><i>Board of Health Risk Management & Assessment</i></p> <p>Risk is inherent aspect of all business activity. It exists as a consequence of uncertainty and is present in all activities whatever the size, complexity or sector.</p> <p>Risk management is the process of making and carrying out decisions that will minimize the adverse effects of accidental losses upon the organization, at reasonable cost. It ensures that an organization identifies and understands the risks to which it is exposed, and that it creates and implements an effective plan to prevent losses or reduce the impact if a loss occurs.</p>	<p>The governance committee could provide direction regarding the need for an overall risk management strategy and assessment.</p>



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 January 21

GOVERNANCE COMMITTEE TERMS OF REFERENCE – REVIEW

Recommendation

It is recommended that:

- 1) *Report No. 04-16GC be received for discussion; and further,*
- 2) *That staff integrate feedback from the Governance Committee, Mr. Graham Scott and changes to the Middlesex-London Health Unit Organizational Structure into a draft Terms of Reference for Governance Committee review.*

Key Points

- The Terms of Reference for the Governance Committee is to be reviewed biannually.
- Feedback from Mr. Graham Scott's board development session suggests potential revisions are necessary to the current Terms of Reference.
- Additional organizational changes at the Middlesex-London Health Unit need to be reflected in the Governance Committee Terms of Reference.

Background

The Governance Committee last reviewed the Terms of Reference ([Appendix A](#)) at the March 20, 2014 meeting. Since that time other factors have contributed to the need to review the Terms of Reference – these being Mr. Graham Scott's session regarding "Board of Health Critical Elements for Effective Governance" and the approved changes to the Middlesex-London Health Unit's organizational structure.

Critical Elements for Effective Governance Session

Mr. Scott provided an overview to the Board of Health regarding changing expectations of governance and accountability as well as aspects that are unique to public health boards. Relevant to the Governance Committee Terms of Reference were the items relating to:

- Importance of appropriate skill and expertise mix on the board and committees;
- Attendance minimums;
- Position description for the committee chair;
- Election of officers and committee members based on expressions of interest by board members;
- Rotation of committee chairs every two years for greater continuity of leadership; and
- Review of committee nomination, membership and terms of reference by the governance committee.

Changes to the Middlesex-London Health Unit Organizational Structure

Recommended changes to the Middlesex-London Health Unit organizational structure were approved by the Board of Health at the December 10, 2015 meeting. It is necessary to update the Governance Committee Terms of Reference to reflect the changes to staff that support the committee. These changes include:

- Amendment of Director, Human Resources & Corporate Strategy to Director, Corporate Services; and
- Amendment of Executive Assistant to the Board of Health to Executive Assistant to the Board of Health and Communications.

Next Steps

Keeping in mind the feedback provided during Governance Committee discussions, Mr. Scott at the board development session, as well as changes to the Middlesex-London Health Unit organizational structure, the Governance Committee could direct staff to integrating this content into a revised Terms of Reference.

This report was prepared by Mr. Jordan Banninga, Manager of Strategic Projects.



Christopher Mackie, MD, MHSc, CCFP, FRCPC
Medical Officer of Health

GOVERNANCE COMMITTEE

PURPOSE

The committee serves to provide an advisory and monitoring role. The committee's role is to assist and advise the Board of Health, the Medical Officer of Health /Chief Executive Officer (MOH/CEO), and the Director of Human Resources & Corporate Strategy in the administration and risk management of matters related to board membership and recruitment, board self-evaluation and governance policy.

REPORTING RELATIONSHIP

The Governance Committee is a committee reporting to the Board of Health of the Middlesex-London Health Unit. The Chair of the Governance Committee, with the assistance of the Director, Human Resources & Corporate Strategy and the MOH/CEO, will make reports to the Board of Health as a whole following each of the meetings of the Governance Committee.

MEMBERSHIP

The membership of the Committee will consist of a total of five (5) voting members. The members will include the Chair and Vice-Chair of the Board of Health and in total, the membership will contain at least one Middlesex County Board Member, one City of London Board Member and two provincial Board Members.

The Secretary-Treasurer will be an ex-officio member

Staff support: - Director, Human Resources & Corporate Strategy
- Executive Assistant to the Board of Health or the Executive Assistant to the Medical Officer of Health, depending on availability

Other Board of Health members are able to attend the Governance Committee but are not able to vote.

CHAIR

The Committee will elect a Chair at the first meeting of the year to serve at least one year, and optimally two years.

TERM OF OFFICE

At the first Board of Health meeting of the year the Board will review the committee membership. At this time, if any new appointments are required, the position(s) will be filled by majority vote. The appointment will be for at least one year, and where possible, staggered terms will be maintained to ensure a balance of new and continuing members. A member may serve on the committee as long as he or she remains a Board of Health member.

DUTIES

The Committee will seek the assistance of and consult with the MOH/CEO and the Director of Human Resources & Corporate Strategy for the purposes of making recommendations to the Board of Health on the following matters:

1. Recruitment and nomination of suitable Board members.
2. Orientation and training of Board members.
3. Performance evaluation of individual members, the Board as a whole, and committees of the Board.
4. Compliance with the Board of Health Code of Conduct.
5. Performance evaluation of the MOH/CEO.
6. Governance policy and bylaw review and development.
7. Compliance with the Organizational Standards.
8. Strategic Planning.

FREQUENCY OF MEETINGS

The Committee will meet quarterly or at the call of the Chair of the Committee.

AGENDA & MINUTES

1. The Chair of the committee, with input from the Director of Human Resources & Corporate Strategy and the MOH/CEO, will prepare agendas for regular meetings of the committee.
2. Additional items may be added at the meeting if necessary.
3. The recorder is the Executive Assistant to the Board of Health.
4. Agenda & minutes will be made available at least 5 days prior to meetings.
5. Agenda & meeting minutes are provided to all Board of Health members.

BYLAWS:

As per Section 19.1 of Board of Health By-Law No. 3, the rules governing the proceedings of the Board shall be observed in the Committees insofar as applicable. This will include rules related to conducting of meetings; decision making; quorum and self-evaluation.

REVIEW

The terms of reference will be reviewed every 2 (two) years.

Implementation Date: January 16th, 2013

Revision Dates:



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 January 21

NOMINATION AND APPOINTMENT PROCESS

Recommendation

It is recommended that:

- 1) The Governance Committee receive Report No. 05-16GC for information; and*
- 2) Direct staff to draft a nomination and appointment process for the Board of Health and Standing Committees.*

Key Points

- As part of the Board-requested expert overview of governance, MLHU identified the opportunity to improve governance processes by establishing a nomination and appointments process which is systematic, clear and transparent for Board of Health and Standing Committee members.
- Current Board of Health Governance Policies do not fully articulate nomination and appointment processes that help to ensure a high performing Board of Health.

Background

Nomination and appointment processes help to ensure a high performing Board of Health and Standing Committees by articulating the need for balance within the Board, board member skills, expertise, qualities and competencies that are required and a clear process for nomination and appointments that should be followed.

Currently, there is no common nomination or appointment processes or qualifications that are considered by the City, County and Provincial appointing bodies.

The Middlesex-London Health Unit has been proactive in establishing some of the components of a nomination and appointment process with the Board of Health Member – Role Description which articulates the role, responsibilities and expectations when considering appointing bodies are considering appointments ([Report No. 065-14](#)). However, the role description and content contained within the bylaws may not fully articulate the Middlesex-London Health Units desired processes and needs.

The nomination and appointments processes for the Board of Health and the Standing Committees is within the purview of the Governance Committee, and as such, there are opportunities to consider enhancements to current practices

Nominations Processes – Critical Elements of Board Governance

Mr. Graham Scott and Ms. Maureen Quigley provided a session to the Middlesex-London Health Unit Board of Health and board members of neighboring Boards of Health on “Critical Elements for Effective Governance” on November 19, 2015. This session was arranged as part of ongoing Board of Health development activities to enhance board governance and engagement.

During this session, it was suggested that the Middlesex-London Health Unit consider a nominations process which is systematic, clear and transparent in accordance with forthcoming guidelines that may result from the Algoma assessment.

Next Steps

Utilizing feedback from Mr. Scott and additional best practices on Board of Health nomination and appointment processes it is recommended that the Governance Committee direct staff to draft for review and discussion, a nomination and appointment process that is applicable to the Board of Health, as well as the Standing Committees of the Board of Health.

This report was prepared by Mr. Jordan Banninga, Manager of Strategic Projects.



Christopher Mackie, MD, MHSc, CCFP, FRCPC
Medical Officer of Health



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 January 21

2016 BOARD OF HEALTH SELF-ASSESSMENT

Recommendation

It is recommended that:

- 1) The Governance Committee receive Report 06-16GC for discussion; and*
- 2) Initiate the Board of Health Self-Evaluation Process for 2016.*

Key Points

- The Board of Health Self-Assessment is a requirement of the Ontario Public Health Organizational Standards section 4.3.
- The results of the Self-Assessment are important for understanding board effectiveness and engagement and developing recommendations to improve both of these components of board functioning.

Background

In accordance with Ontario Public Health Organizational Standards section 4.3, the Board of Health is required to complete a self-evaluation at least once every two years. The Governance Committee is responsible for the initiation of the Board of Health Self-Assessment and to assist and advise Health Unit staff in its administration.

The Board of Health Self-Assessment survey and process (including making the process annual) was revised and approved by the Board of Health in October 2013 ([Report No. 110-13](#)). The survey tool used in 2015 has been updated and is attached as the Draft 2016 Board of Health Self-Assessment Tool ([Appendix A](#)).

Self-Assessment Process

1. Governance Committee reviews and approves the Board of Health Self-Assessment Tool.
2. The Governance Committee Report informs the Board of Health that this process is being initiated.
3. The survey will be distributed via email following the February 18th Board of Health meeting for completion prior to the March 17th Board of Health meeting.
4. Completed hard copies can be submitted in a sealed envelope to the Executive Assistant to the Board of Health and Communications, Ms. Elizabeth Milne at the March 17th meeting or mailed directly to: Ms. Milne at 50 King St. London, ON, N6A 5L7.

Next Steps

Members of the Governance Committee, with the assistance of Health Unit staff, will review the de-identified findings of the survey and propose "recommendations for improvements in board effectiveness and engagement" as stated in Requirement 4.3 of the Ontario Public Health Organizational Standards at the April 21st Governance Committee meeting.

The findings of the survey and recommendations developed by the Governance Committee will be brought forward to the following Board of Health meeting.

This report was prepared by Mr. Jordan Banninga, Manager of Strategic Projects.

A handwritten signature in black ink, appearing to read 'C. Mackie'.

Christopher Mackie, MD, MHSc, CCFP, FRCPC
Medical Officer of Health

2016 Board of Health Self-Assessment

This survey is expected to take approximately 10-15 minutes. Please complete by March 17, 2016.

As part of the Board's commitment to good governance and continuous quality improvement, all Board members are invited to complete this self-assessment survey. High-level results of the survey will be reported to the Governance Committee of the Board in an anonymous form without any identifying information. They will be used to inform recommendations for improvements in Board effectiveness and engagement.

Your participation is voluntary and you may choose not to participate or not to respond to any question. The questionnaires will be kept confidential in our records for seven years to comply with our Middlesex-London Health Unit Retention Schedule.

You can complete the survey online or on paper. If you complete the paper version please return it in a sealed envelope to Elizabeth Milne, Executive Assistant to the Board of Health and Communications.

If you have any questions please contact Elizabeth Milne, 519-663-5317, Ext. 2448, elizabeth.milne@mlhu.on.ca.

Please check Yes, No or Don't know for each question. If your response is No, please provide an explanation in the comment box that appears. This information is key to identifying areas for improvement.

1. Is the Board of Health structured properly (i.e membership, size, terms of office, reporting relationships)?

- Yes
- No
- Don't know

If no, please describe

2. Am I getting sufficient information to make informed decisions at Board of Health meetings?

- Yes
- No
- Don't know

If no, please describe

3. Am I learning enough, both at Board of Health meetings and elsewhere, about current best practices in public health and governance in order to be an effective Board member?

- Yes
- No
- Don't know

If no, please describe

4. Does the Board of Health take all relevant information into consideration when making decisions?

- Yes
- No
- Don't know

If no, please describe

5. Is MLHU accomplishing our strategic outcomes as outlined in our strategic plan?

- Yes
- No
- Don't know

If no, please describe

6. In the past year, has the Board of Health adequately responded to serious complaints of wrongdoing or irregularities?

- Yes
- No
- Don't know

If no, please describe

7. Does the current relationship between the Board of Health and senior staff result in effective and efficient management of the public health unit?

- Yes
- No
- Don't know

If no, please describe

8. Are you satisfied with the reports to the Board of Health made by MLHU staff?

For instance, do you think the reports are relevant and provide the correct information?

- Yes
- No
- Don't know

If no, please describe

9. Are you satisfied with the presentations made to the Board of Health by MLHU staff?

For instance, do you think the time taken for presentations and question and answer sessions is appropriate?

- Yes
- No
- Don't know

If no, please describe

10. What is the most important thing that you could recommend for discussion or action in order to improve the Board's performance?

Thank you for taking the time to complete this survey.

DRAFT