

**AGENDA**  
**MIDDLESEX-LONDON BOARD OF HEALTH**  
**Governance Committee**

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

**1. DISCLOSURE OF CONFLICTS OF INTEREST**

**2. ELECTION OF 2016 GOVERNANCE COMMITTEE CHAIR**

**3. APPROVAL OF AGENDA**

**4. APPROVAL OF MINUTES**

- January 21, 2016 Governance Committee Meeting

**5. NEW BUSINESS**

- 5.1 Board of Health Self-Assessment Results (**Report 07-16GC**)
- 5.2 Board of Health Orientation & Development (**Report 08-16GC**)
- 5.3 Strategic Plan Update (**Report 09-16GC**)
- 5.4 Terms of Reference Revisions & Governance Policy Review (**Report 010-16GC**)
- 5.5 Nomination and Appointment Process (**Report 011-16GC**)

**6. CONFIDENTIAL**

- 6.1. The Governance Committee will move in camera to discuss a matter regarding to an identifiable individual.

**7. OTHER BUSINESS**

- 7.1. Next meeting Thursday, July 21, 2016 @ 6:00 p.m.

**8. ADJOURNMENT**

**MINUTES**  
**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.

**Committee Members Present:** Mr. Marcel Meyer  
Mr. Ian Peer  
Ms. Viola Poletes-Montgomery  
Mr. Mark Studenny (Chair)

**Others Present:** Mr. Kurtis Smith, Board Member  
Ms. Joanne Vanderheyden, Board Member  
Dr. Christopher Mackie, Medical Officer of Health & CEO  
Ms. Elizabeth Milne, Executive Assistant to the Board of Health & Communications (Recorder)  
Mr. Jordan Banninga, Manager, Strategic Projects  
Ms. Laura Di Cesare, Director, Corporate Services

Mr. Mark Studenny, Chair of the Governance Committee, called the Committee meeting to order at 6:02 p.m.

**1. DISCLOSURES OF CONFLICT(S) OF INTEREST**

Chair Studenny 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. Peer, seconded by Mr. Smith *that the [AGENDA](#) for the January 21, 2016 Governance Committee meeting be approved.*

Carried

**3. APPROVAL OF [MINUTES](#)**

It was moved by Mr. Smith, seconded by Mr. Peer *that the [MINUTES](#) from the September 17, 2015 Governance Committee meeting be approved.*

Carried

**4. BUSINESS ARISING FROM THE MINUTES - none**

**5. NEW BUSINESS**

**5.1 [2016 Governance Committee Reporting Calendar \(Report No. 01-16GC\)](#)**

Ms. Laura Di Cesare, Director, Corporate Services, outlined the calendar and explained that some minor amendments have been made.

It was moved by Mr. Peer, seconded by Mr. Smith *that the the Governance Committee receive Report 01-16GC for discussion and approval of the proposed 2016 Governance Committee Reporting Calendar.*

Carried

**5.2 2016 Medical Officer of Health and CEO Performance Appraisal (Report No. 02-16GC)**

Ms. Di Cesare outlined the performance appraisal process and advised that forming the sub-committee for 2016 would initiate the process. A draft report will be completed and brought to the Board of Health in April.

Discussion ensued about the structure and membership of the sub-committee. Mr. Ian Peer, Mr. Marcel Meyer, Mr. Kurtis Smith and Mr. Mark Studenny brought their names forward to sit on the sub-committee to initiate the 2016 performance appraisal for the Medical Officer of Health and CEO, Dr. Christopher Mackie.

It was moved by Mr. Peer seconded by Ms. Poletes Montgomery that the *Governance Committee*

- 1) *receive Report 02-16GC; and*
- 2) *form a sub-committee consisting of Mr. Ian Peer, Mr. Marcel Meyer, Mr. Kurtis Smith and Mr. Mark Studenny to initiate the performance appraisal process for the Medical Officer of Health and Chief Executive Officer.*

Carried

**5.3 Critical Elements of Board Governance - Review (Report No. 03-16GC)**

Ms. Di Cesare outlined some of the areas identified by Mr. Graham Scott that the Governance Committee could consider and provide direction on.

Discussion ensued about the Board of Health Self-Assessment and how to provide support to individual Board members to enhance their contribution to Board work. Dr. Mackie advised that staff would look into at what a self-assessment individual Board members could look like.

It was moved by Ms. Poletes-Montgomery, seconded by Mr. Peer *that the the Governance Committee receive Report No. 03-16GC for information and discussion.*

Carried

**5.4 Governance Committee Terms of Reference - Review (Report No. 04-16GC)**

Ms. Di Cesare reviewed the Draft Terms of Reference and outlined the items that the Health Unit is looking to the Committee for direction on.

Discussion ensued about the Terms of Reference, including how to ensure attendance and the process for revising them for Board of Health committees.

It was moved by Ms. Poletes Montgomery seconded by Mr. Peer *that the the Governance Committee*

- 1) *receive Report No. 04-16GC 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.*

Carried

**5.5 Board of Health Nomination and Appointment Process (Report No. 05-16GC)**

Ms. Di Cesare reviewed the steps required to draft a nomination and appointment process to ensure that tools are aligned with work currently being done by the Board of Health.

Discussion ensued about the process to assess the Board's overall skill set when recruiting new members to the Board of Health.

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

- 1) *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.*

Carried

**5.6 2016 Board of Health Self-Assessment (Report No. 06-16GC)**

Ms. Di Cesare outlined the draft assessment tool and recommended that the Board initiate the process for 2016.

Discussion ensued about the structure of the assessment, the possibility of adding a Likert scale, and adding a question to prioritize areas for development.

It was moved by Mr. Smith seconded by Mr. Peer *that the the Governance Committee*

- 1) *receive Report 06-16GC for discussion; and*
- 2) *Initiate the Board of Health Self-Evaluation Process for 2016, with amendments, the tool will be revised as per the Committee's input.*

Carried

**6. OTHER BUSINESS**

The next Governance Committee meeting is scheduled for Thursday, April 21, 2016 at 6:00 p.m.

At 7:03 p.m. it was moved by Mr. Smith, seconded by Mr. Studenny *that the meeting be adjourned.*

Carried

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MARK STUDENNY  
Chair

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CHRISTOPHER MACKIE  
Secretary-Treasurer



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 April 21

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## 2016 BOARD OF HEALTH SELF-ASSESSMENT RESULTS

### ***Recommendation***

*It is recommended that:*

- 1) The Governance Committee receive the findings of the 2016 Board Self-Assessment as outlined in Report No. 009-15GC re: 2016 Board of Health Self-Assessment Results, and further that;*
- 2) The Governance Committee direct staff to incorporate the survey results into Board development activity planning for 2016.*

### **Key Points**

- The findings of the self-assessment indicate that for most areas of the Ontario Public Health Organizational Standards, a strong majority of members strongly agree or agree that the Board is achieving its intended outcomes.
- This year's self-assessment asked members to prioritize areas that they felt were most important for the board to focus on.

### **Background**

The Board of Health Self-Assessment Survey provides an opportunity for the members of the Board of Health to assess whether they are following good governance practices and meeting outcomes as outlined in Requirement 4.3 of the Ontario Public Health Organizational Standards.

Distribution of the tool was discussed at the January 28<sup>th</sup>, 2016 Governance Committee meeting with amendments being made to the scoring scale. The survey was distributed to the Board of Health in February for completion before March 17<sup>th</sup>.

### **Self-Assessment Results**

The survey was completed by 10 out of 11 Board members. Detailed results are attached in [Appendix A](#). Generally, findings of the 2016 survey are consistent with findings from 2015. In all areas of the Ontario Public Health Organizational Standards, Board Members agreed or strongly agreed to all questions with the exception of the following ratings and comments:

Regarding Question 1 - "Is the Board of Health structured properly".

- One Board member disagreed and commented that "There should always be one more public appointee than municipal."

Regarding Question 6 - "In the past year, has the Board of Health adequately responded to serious complaints of wrongdoing or irregularities".

- One member commented “I don’t know.”

Other comments on overall Board effectiveness included:

- One Board member felt they were receiving detailed information on the budget and process.
- One Board member commented that the Medical Officer of Health / Chief Executive Officer is instrumental in stick-handling issues and getting ahead of an issue by presenting to the Board the issue with a solution.

Comments regarding the most important things for Board discussion and action included:

- Having the annual Board retreat is mandatory.
- Engaging in more generative discussions.

### **Priorities for 2016**

An addition to the 2016 Board of Health Self-Assessment included a priority question that asked Board members to rank the most important things that the Board should focus on to improve performance. The top three areas were:

- Learning opportunities for current best practices in public health and governance.
- Ensuring all relevant information is taken into consideration when making decisions.
- Accomplishing our strategic outcomes in our strategic plan.

### **Next Steps**

Members of the Governance Committee have the opportunity to review the 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 and present these recommendations to the Board as a whole.

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



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

## 2016 Board of Health Self-Assessment

### [Q1] 1. Is the Board of Health structured properly (i.e membership, size, terms of office, reporting relationships)?

Response	Chart	Percentage	Count
Strongly Agree		50.0%	5
Agree		40.0%	4
Disagree		10.0%	1
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

#### [Q1comment] If no, please describe

There should always be one more public appointee than municipal

### [Q2] 2. Am I getting sufficient information to make informed decisions at Board of Health meetings?

Response	Chart	Percentage	Count
Strongly Agree		60.0%	6
Agree		40.0%	4
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

#### [Q2comment] If no, please describe

Detailed info on the budget and process

**[Q3] 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?**

Response	Chart	Percentage	Count
Strongly Agree		55.6%	5
Agree		44.4%	4
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>9</b>

**[Q3comment] If no, please describe**

There are no responses to this question.

**[Q4] 4. Does the Board of Health take all relevant information into consideration when making decisions?**

Response	Chart	Percentage	Count
Strongly Agree		30.0%	3
Agree		70.0%	7
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

**[Q4comment] If no, please describe**

There are no responses to this question.



**[Q5] 5. Is MLHU accomplishing our strategic outcomes as outlined in our strategic plan?**

Response	Chart	Percentage	Count
Strongly Agree		30.0%	3
Agree		70.0%	7
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

**[Q5comment] If no, please describe**

There are no responses to this question.



**[Q6] 6. In the past year, has the Board of Health adequately responded to serious complaints of wrongdoing or irregularities?**

Response	Chart	Percentage	Count
Strongly Agree		40.0%	4
Agree		50.0%	5
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		10.0%	1
		<b>Total Responses</b>	<b>10</b>

**[Q6comment] If no, please describe**

There are no responses to this question.



**[Q7] 7. Does the current relationship between the Board of Health and senior staff result in effective and efficient management of the public health unit?**

Response	Chart	Percentage	Count
Strongly Agree		70.0%	7
Agree		30.0%	3
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

**[Q7comment] If no, please describe**

MOH / COA is instrumental in stick-handling issues and getting ahead of an issue by presenting to the Board the issue with a solution.



**[Q8] 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?**

Response	Chart	Percentage	Count
Strongly Agree		50.0%	5
Agree		50.0%	5
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

**[Q8comment] If no, please describe**

There are no responses to this question.

**[Q9] 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?**

Response	Chart	Percentage	Count
Strongly Agree		60.0%	6
Agree		40.0%	4
Disagree		0.0%	0
Strongly Disagree		0.0%	0
Don't Know		0.0%	0
		<b>Total Responses</b>	<b>10</b>

**[Q9comment] If no, please describe**

There are no responses to this question.

**10. Please rank the most important things that the Board should focus on to improve performance:**

	Total Responses	1	2	3	4	5	6	7
Board Structure (i.e. membership, size, terms of office, reporting relationships)	9	0 (0.0%)	0 (0.0%)	0 (0.0%)	0 (0.0%)	4 (44.4%)	2 (22.2%)	3 (33.3%)
Getting sufficient information to make informed decisions	9	0 (0.0%)	2 (22.2%)	3 (33.3%)	3 (33.3%)	0 (0.0%)	1 (11.1%)	0 (0.0%)
Learning opportunities for current best practices in public health and governance	10	5 (50.0%)	0 (0.0%)	2 (20.0%)	2 (20.0%)	1 (10.0%)	0 (0.0%)	0 (0.0%)
Ensuring all relevant information is taken into consideration when making decisions	9	2 (22.2%)	6 (66.7%)	0 (0.0%)	1 (11.1%)	0 (0.0%)	0 (0.0%)	0 (0.0%)
Accomplishing our strategic outcomes in our strategic plan	10	3 (30.0%)	2 (20.0%)	2 (20.0%)	0 (0.0%)	2 (20.0%)	1 (10.0%)	0 (0.0%)
Responding to complaints of wrongdoing or irregularities	9	0 (0.0%)	0 (0.0%)	1 (11.1%)	1 (11.1%)	0 (0.0%)	3 (33.3%)	4 (44.4%)
The relationship between the Board of Health and senior staff	9	0 (0.0%)	0 (0.0%)	2 (22.2%)	2 (22.2%)	2 (22.2%)	2 (22.2%)	1 (11.1%)

**[Q10] 10. What is the most important thing that you could recommend for discussion or action in order to improve the Board's performance?**

#	Response
1.	Having the annual Board retreat be mandatory.
2.	No.
3.	More generative discussions.



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 April 21

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## BOARD OF HEALTH ORIENTATION AND DEVELOPMENT

### ***Recommendation***

*It is recommended that Board of Health orientation practices be enhanced with opportunistic exposure to Health Unit programs in operation.*

### **Key Points**

- The 2015 Board of Health-approved Board orientation practices are proposed to be enhanced with opportunistic exposure to Health Unit programs in operation.
- There is a need to discuss Board of Health development plans in light of the results from the 2016 Board of Health Self-Assessment.

### **Background**

At the April 16, 2015 Governance Committee meeting, members reviewed the orientation plan for new Board of Health members which consists of required training components (AODA), an online self-paced module and an on-site orientation. Additionally, the Governance Committee is responsible for setting parameters on Board of Health development activities, which may be informed by the Board of Health Self-Assessment results. Last year's development activities consisted of a "Crucial Elements of Board Governance" session delivered by Mr. Graham Scott.

### **Board of Health Orientation**

New Board of Health members are to be appointed by the province in the coming months. It is incumbent upon the Governance Committee to ensure that these new members have sufficient orientation to assume their position on the Board of Health.

Health Unit staff will continue with orientation practices established in 2015, and propose to enhance this process with opportunistic exposure to programs in operation over the course of their first year on the Board of Health. The opportunity to experience Health Unit programs while in operation is intended to provide a more meaningful understanding of their impact.

Orientation, while recommended for new Board of Health members, is also open to all Board of Health members should they choose to attend. For further details on the Board of Health orientation, refer to [Report No. 07-15GC](#).

### **Board of Health Development**

The Board of Health Self-Assessment asked members to prioritize the most important things that the Board should focus on to improve performance. The top three areas were:

- Learning opportunities for current best practices in public health and governance.
- Ensuring all relevant information is taken into consideration when making decisions.
- Accomplishing the strategic outcomes outlined in our strategic plan.

These areas could be of interest to the Governance Committee to focus on for development activities. Options available include workshops, speakers and discussion sessions. Full results of the 2016 Board of Health Self-Assessment can be found in [Report No. 07-16GC](#).

The report was prepared by Mr. Jordan Banninga, Manager, 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: 2019 April 21

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## 2015-2020 STRATEGIC PLAN UPDATE

### ***Recommendation***

*It is recommended that the Governance Committee receive Report No.09-16GC Strategic Plan Update and [Appendix A](#), the draft 2016 Balanced Scorecard, for information.*

### **Key Points**

- This strategic plan update report outlines the Draft Middlesex-London Health Unit Balanced Scorecard for 2016 with key activities and tasks identified.
- Measures are still in development and will be presented along with the finalized 2016 MLHU Balanced Scorecard to the Board of Health in May.
- Once the Balanced Scorecard is confirmed Divisions will also develop Balanced Scorecards to align with organizational activities and identified strategic priorities.
- Progress on 2016 activities will be reported at the next strategic plan update.

### **Background**

The Middlesex-London Health Unit 2015-2020 Strategic Plan articulates our vision, mission and values and outlines the strategic priorities for our organization. The plan was approved by the Board of Health at the September 17, 2015 Board of Health Meeting and staff began working on many of the strategic priorities soon after its approval. To operationalize the strategic priorities identified during our strategic process, and track those already underway, MLHU has utilized the balanced scorecard as a strategic management tool to ensure accountability and to communicate our progress and successes.

### **Scorecard Prioritization Process**

The first step of the Balanced Scorecard process is to assign specific activities, accountabilities, measures and targets for each strategic priority. The Senior Leadership Team of MLHU was responsible for the development of the organization-level balanced scorecard that articulates these priorities for 2016. The Senior Leadership Team drafted action planning templates for each strategic priority and selected those activities to be implemented in 2016 and which would be deferred to subsequent years.

### **2016 Balanced Scorecard**

The Senior Leadership Team planning resulted in the draft 2016 Balanced Scorecard attached as [Appendix A](#). This scorecard highlights the activities and tasks with expected completion dates in 2016 that are intended to meet the strategic priorities and objectives identified in the strategic plan. The need to prioritize certain activities, the five-year time horizon of the strategic plan and resources implications did result in some activities being deferred to subsequent years to ensure success of current activities.



## **Balanced Scorecard Cascading**

The 2016 Balanced Scorecard represents the organization's deliverables for 2016. It is the full intention that scorecards will also be adopted in a similar manner at the division, team, and individual level as a performance and strategic management tool. For 2016, divisions will begin the cascading process to highlight the activities, tasks, measures and completion dates that they will be accountable for. In subsequent years, these scorecards will continue to be rolled out to the team and individual level.

## **Next Steps**

The Senior Leadership Team will proceed with the implementation of the activities on the Draft Balanced Scorecard to meet the strategic priorities of the Middlesex-London Health Unit. The Board of Health will continue to receive the finalized scorecard at their meeting in May and will then receive updates on the strategic plan progress and the development of the cascading Balanced Scorecards.

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



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

## 2016 MLHU Balanced Scorecard – DRAFT FOR DISCUSSION PURPOSES ONLY

### Program Excellence

<b>Activities:</b> <ul style="list-style-type: none"> <li>✓ Planning and Evaluation Framework (PEF)</li> <li>✓ Organizational Structure and Location (OSL) Project</li> <li>✓ Address the social determinants of health through education, policy, leadership and advocacy</li> </ul>	
<b>Tasks:</b> <ul style="list-style-type: none"> <li>➤ Support pre-implementation and implementation of the framework</li> <li>➤ Embed HEIA, priority populations and health equity lens into PPE framework</li> <li>➤ Develop plan and begin implementation of knowledge exchange/skill building opportunities related to SDOH and Health Equity</li> <li>➤ Introduce MLHU advocacy framework</li> <li>➤ Develop program review schedule</li> <li>➤ Review MLHU intake lines</li> </ul>	<b>To be completed:</b>
<b>How do we measure this:</b> <ul style="list-style-type: none"> <li>❖ Development of Planning and Evaluation Framework</li> <li>❖ % of NLT participating in PEF training sessions</li> <li>❖ # of Programs reviewed and establishment of review schedule</li> <li>❖ # of SDOH activities with SLT involvement</li> <li>❖ Employee Engagement Survey</li> <li>❖ KAP SDOH survey</li> </ul>	

### Client and Community Confidence

<b>Activities:</b> <ul style="list-style-type: none"> <li>✓ Integrate community and client input and feedback mechanisms into strategic projects and program planning</li> <li>✓ Pilot shared work spaces</li> </ul>	
<b>Tasks:</b> <ul style="list-style-type: none"> <li>➤ Ensure consideration of community and client input and feedback is incorporated into the Planning and Evaluation Framework</li> <li>➤ Gather community and client input for OSL</li> <li>➤ Ensure appropriate outreach services are incorporated into the Planning and Evaluation Framework</li> </ul>	<b>To be completed:</b>
<b>How do we measure this:</b> <ul style="list-style-type: none"> <li>❖ Number of community engagement sessions</li> <li>❖ RRFSS – awareness of health unit module</li> </ul>	

### Employee Engagement and Learning

<b>Activities:</b> <ul style="list-style-type: none"> <li>✓ Leading MLHU – Management and Leadership Development Program</li> <li>✓ Build and Champion the Well-being Program</li> <li>✓ Enhance transparent and inclusive decision-making</li> </ul>	
<b>Tasks:</b> <ul style="list-style-type: none"> <li>➤ Support Leading MLHU management training and development opportunities and develop future plans</li> <li>➤ Develop 3 year program design &amp; implementation plan for Well-being program including strategies for meeting the psychological standard</li> <li>➤ Rollout of new EAP provider</li> <li>➤ Identify transparent and inclusive decision-making best practices and tactics and engage staff to understand what it</li> </ul>	<b>To be completed:</b>

### Organizational Excellence

<b>Activities:</b> <ul style="list-style-type: none"> <li>✓ Develop Organizational and Divisional scorecards for performance management</li> <li>✓ Support budget process and financial policy education and audits</li> <li>✓ Upgrade financial reporting systems</li> </ul>	
<b>Tasks:</b> <ul style="list-style-type: none"> <li>➤ Pilot eGenda software</li> <li>➤ Develop balanced scorecards with key performance indicators, targets and activities at organizational and divisional levels</li> <li>➤ Investigate and implement new internal financial reporting and encumbrances solution</li> <li>➤ Roll out Budget process and financial policy training</li> </ul>	<b>To be completed:</b>

means to them

How do we measure this:

- ❖ Employee Engagement Survey
- ❖ HR data and usage rates of HUB and LMS
- ❖ EAP rolled out – usage analytics

How do we measure this:

- ❖ Board of Health Self-Assessment
- ❖ Development of Scorecards
- ❖ New financial systems in place and # of users trained

DRAFT



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 April 21

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## TERMS OF REFERENCE REVISIONS & GOVERNANCE POLICY REVIEW

### ***Recommendation***

*It is recommended that the Governance Committee:*

- 1) Receive Report No. 010-16GC for information;*
- 2) Recommend to the Board of Health approval of the revised Terms of Reference for the Governance Committee attached as [Appendix A](#);*
- 3) Recommend to the Board of Health approval of the revised Terms of Reference for the Finance and Facilities Committee (FFC) attached as [Appendix B](#); and*
- 4) Recommend that staff review, revise and develop Board of Health Governance Policies based on the proposed model in [Appendix C](#).*

### **Key Points**

- Board of Health Governance Policies and Terms of References for standing committees are the responsibility of the Governance Committee to review on at least a biannual basis.
- Feedback from Mr. Graham Scott's board development session, changes to Middlesex-London Health Unit organizational structure and discussion at the January 21, 2016 Governance meeting were integrated into the Terms of References for the Governance Committee and the Finance and Facilities Committee.
- There is a need to review, revise and develop Board of Health Governance Policies to take into consideration requirements under the Ontario Public Health Organizational Standards and best practices in governance.

### **Background**

The Board of Health Governance policies represent the general principles that set the direction, limitations and accountability frameworks for MLHU. The Ontario Public Health Organizational Standards state that bylaws must be in place for board operation as well as suggestions for additional policies to "promote organizational excellence, establish the foundation for effective and efficient program and service delivery and contribute to public health sector with a greater focus on performance, accountability and sustainability." The Board of Health Governance Committee should ensure that these policies and associated terms of references are revised or reviewed biannually.

### **Integration of Terms of Reference Feedback**

The discussion from the January 21, 2016 Governance meeting was integrated as appropriate into the revised Governance Committee Terms of Reference ([Appendix A](#)). The Terms of Reference for the FFC ([Appendix B](#)) was reviewed and approved to be forwarded to the Governance Committee on April 7, 2016. Additional items that were discussed included attendance minimums to ensure quorum and accountability. These items

are not reflected in the revised terms of references as they will be incorporated into future governance policy revisions.

### **Current Policy Model**

The current Board of Health Governance policies cover many of the items outlined in the Ontario Public Health Organizational Standards. These were reviewed comprehensively in 2012-13 by the Board with additional revisions recently being made to:

- Organizational Structure; and.
- Financial Signing Authority.

Further changes to Board of Health Governance policies have been discussed at both the Finance and Facilities Committee and Governance Committee regarding attendance minimums and Board member accountabilities.

### **Proposed Policy Model**

There are several components of the Ontario Public Health Organizational Standards as well as items that were discussed during Mr. Graham Scott's session regarding Critical Elements for Board Governance that are not currently covered in our Board of Health Governance policies. Revisions are also necessary to the Governance policies to address feedback from the Governance and Finance and Facilities Committee. A proposed policy model ([Appendix C](#)) has been outlined to meet these needs.

### **Next Steps**

The Governance Committee can provide direction to staff for the review, revision or development of Board of Health Governance Policies.

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



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



## GOVERNANCE COMMITTEE

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### **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, Corporate Services 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, Corporate Services 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 one provincial Board Member.

The Secretary-Treasurer will be an ex-officio member.

Staff support:

- Director, Corporate Services
- Executive Assistant to the Board of Health and Communications 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 Governance Committee will elect a Chair annually, for a one year term, renewable annually. Chairs are encouraged to seek reelection at least for a second year. The Chair of the Committee may be appointed for additional terms following the completion of an appointment to enhance continuity of the Committee.

### **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, Corporate Services 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, Corporate Services 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.

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Implementation Date: June 20, 2013

Revision Date: April 21, 2016



## FINANCE & FACILITIES COMMITTEE

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### **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 Associate Director, Finance in the administration and risk management of matters related to the finances and facilities of the organization.

### **REPORTING RELATIONSHIP**

The Finance & Facilities Committee is a committee reporting to the Board of Health of the Middlesex-London Health Unit. The Chair of the Finance & Facilities Committee, with the assistance of the Associate Director, Finance and the MOH/CEO, will make reports to the Board of Health as a whole following each of the meetings of the Finance & Facilities 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:

- Associate Director, Finance
- Director, Corporate Services
- Executive Assistant to the Board of Health and Communications or the Executive Assistant to the Medical Officer of Health depending on availability.

Other Board of Health members are able to attend the Finance & Facilities Committee but are not able to vote.

### **CHAIR**

The Finance & Facilities Committee will elect a Chair annually, for a one year term, renewable annually. Chairs are encouraged to seek reelection at least for a second year. The Chair of the Committee may be appointed for additional terms following the completion of an appointment to enhance continuity of the Committee.

### **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 Associate Director, Finance for the purposes of making recommendations to the Board of Health on the following matters:

1. Reviewing detailed financial statements and analyses.
2. Reviewing the annual cost-shared and 100% funded program budgets, for the purposes of governing the finances of the Health Unit.
3. Reviewing the annual financial statements and auditor's report for approval by the Board.
4. Reviewing annually the types and amounts of insurance carried by the Health Unit.
5. Reviewing periodically administrative policies relating to the financial management of the organization, including but not limited to, procurement, investments, and signing authority.
6. Monitoring the Health Unit's physical assets and facilities.
7. Reviewing annually all service level agreements.
8. Reviewing all funding agreements.

## **FREQUENCY OF MEETINGS**

The Committee will meet monthly between Board of Health meetings, if a meeting is deemed to be not required it shall be cancelled at the call of the Chair of the Committee.

## **AGENDA & MINUTES**

1. The Chair of the committee, with input from the Associate Director, Finance and the Medical Officer of Health & Chief Executive Officer (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 and Communications.
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.

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Implementation Date: June 20, 2013

Revision Date: April 7, 2016

## GOVERNANCE POLICY REVIEW

<b><i>Current Policy Model</i></b>	<b><i>Proposed Policy Model</i></b>	
<p><b>Structure and Responsibilities of the Board of Health</b>  Appendix A: Bylaws of the Middlesex-London Board of Health  Appendix B: Provincial Appointee Reappointment Process  Appendix C: Electronic Participation in Board Meetings</p> <p><b>Orientation for Board of Health Members</b></p> <p><b>Strategic Planning</b></p> <p><b>Reports to the Board of Health</b></p> <p><b>Organizational Structure</b>  Appendix A: MLHU Organizational Chart</p> <p><b>Financial Signing Authority</b></p> <p><b>Procurement</b>  Appendix A: Procurement Guidelines</p> <p><b>Contractual Services</b>  Appendix A: Directory for Approval of Contracts</p> <p><b>Media Relations</b></p> <p><b>Annual Report to the Public</b></p> <p><b>Code of Conduct</b>  Appendix A: Corporate Code of Conduct  Appendix B: Board of Health Code of Conduct</p>	<p><i>Adapt</i> <i>New</i></p> <p><i>New</i></p> <p><i>New</i> <i>New</i> <i>Adapt</i> <i>New</i> <i>New</i> <i>Adapt</i> <i>Adapt</i></p> <p><i>New</i> <i>New</i> <i>New</i> <i>New</i> <i>Adapt</i> <i>Adapt</i></p> <p><i>New</i> <i>Adapt</i> <i>Adapt</i> <i>Adapt</i> <i>Adapt</i></p> <p><i>New</i></p>	<p><b><i>Establish Strategic Directions</i></b>  Strategic Planning  Community Engagement</p> <p><b><i>Leadership and Board Management</i></b>  Medical Officer of Health and Chief Executive Officer (MOH/CEO Selection and Succession Planning)  MOH/CEO Direction  MOH/CEO Position Description  MOH/CEO Performance Management and Evaluation  MOH/CEO Compensation  MOH/CEO Reimbursement and Travel Policy  Occupational Health and Safety – Governance Framework</p> <p><b><i>Program Quality and Effectiveness</i></b>  Quality Improvement and Safety – Governance Framework  Performance Monitoring  Risk Management  Ethics  Respect for Diversity  Privacy and Security of Information  Complaints</p> <p><b><i>Financial and Organizational Accountability</i></b>  Financial Objectives  Financial Planning and Performance  Asset Protection  Approval and Signing Authority  Borrowing</p> <p><b><i>Board Effectiveness</i></b>  Governance Principles and Board Accountability</p>

	<i>New</i>	Roles and Responsibility of the Board of Health
	<i>New</i>	Roles and Responsibility of Board of Health Members
	<i>New</i>	Board Member Declaration
	<i>New</i>	Nominations and Appointments to the Board
	<i>Adapt</i>	Board Size and Composition
	<i>New</i>	Standing and Ad Hoc Committees
	<i>New</i>	Board of Health Chair Position Description
	<i>New</i>	Board of Health Vice-Chair Position Description
	<i>New</i>	Board of Health Secretary-Treasurer Position Description
	<i>New</i>	Standing Committee Chair Position Description
	<i>Adapt</i>	Conflict of Interest
	<i>Adapt</i>	Process for Nomination of Chair, Directors and Non-Board of Health Members to Standing Committees
	<i>Adapt</i>	Board Orientation and Development
	<i>New</i>	Board Principles
	<i>New</i>	Board Work Plan
	<i>Adapt</i>	Board Meetings
	<i>Adapt</i>	Board Self-Assessment
	<i>Adapt</i>	Board Gifts and Honorariums
	<i>Adapt</i>	Board Donations
	<i>Adapt</i>	Board Corporate Sponsorship
	<i>Adapt</i>	Reimbursement of Board Member Expenses
	<i>New</i>	Resignation and Removal of Board Members
	<i>Adapt</i>	Board Policy Development and Review
		<b><i>Board Communication and External Relations</i></b>
	<i>New</i>	Relationship with Ministry of Health and Long-Term Care and Local Health Integration Networks
	<i>New</i>	Relationships with Other Health Services Providers and Key Stakeholders
	<i>Adapt</i>	Communications



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health

DATE: 2016 April 21

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## NOMINATION AND APPOINTMENT PROCESS

### ***Recommendation***

*It is recommended that the Governance Committee:*

- 1. Receive Report No. 011-16GC for information;*
- 2. Approve the revised Nomination and Appointment Process;*
- 3. Recommend the Board of Health conduct a skills inventory of its members; and*
- 4. Recommend staff begin work with DiverseCity OnBoard to identify potential provincial appointees to the Board of Health.*

### **Key Points**

- An inventory of Board member skills is a valuable tool to enable recruitment of appropriate members.
- DiverseCity is a program available to assist boards in the identification of qualified and diverse board candidates.
- Potential candidates for the Board of Health have begun to come forward to enquire about the process.

### **Background**

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 appointing bodies should review when considering appointments ([Report No. 065-14](#)). However, current governance best practices necessitate the need to consider the skill mix and diversity of the board. This was articulated by Mr. Graham Scott during his session on “Critical Elements for Effective Governance” along with the need for a systematic, clear and transparent nominations process.

### **Nomination and Appointment Process**

The Board of Health currently has a Provincial Appointee Reappointments Process in place, Appendix B of Policy 1-010, to manage the reappointment of Board members. This process has been revised following feedback at the Governance meeting on January 21, 2016 to account for both municipal and provincial vacancies as well as for appointment or reappointment. The significant change to this process is the inclusion of diversity and skill composition of the current Board as criteria to be considered during the nomination process. The revised Nomination and Appointment Process is attached as [Appendix A](#).

### **Board of Health Skill Inventory**

Board diversity and skill mix are seen as essential components for a high performing Board. It is also important that the Board reflects the community they serve and that it has the requisite skills to handle a wide variety of Board of Health matters. It is also helpful to understand the skill composition of the Board so that expertise can be brought in when required. A sample Board Diversity Grid is attached as [Appendix B](#).

Conducting a skills inventory of our current Board members could allow the Middlesex-London Health Unit to target specific skills sets that would be of value to the Board.

### **Appointment Recommendation**

The Pillar Non-profit Network offers a program called DiverseCity OnBoard. This program seeks to identify qualified candidates from visible minority and under-represented groups to ensure they are included in decision-making in the community.

In response to proposed changes to the Nomination and Appointment Process, it is additionally proposed that the Board utilize this program to screen qualified candidates to recommend for provincial and municipal nominations. The program also provides successful candidates with training in board governance that includes: board essentials, legal roles and responsibilities, finance essentials, commitment to diversity, resource development, risk management and strategic planning.

The expected cost for our organization to use this program would be approximately \$500 annually.

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



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

## Nomination and Appointment Process

### Purpose and Application

The purpose of this procedure is to set the requirements, criteria and process for Board of Health nomination, appointment and reappointment requests. This procedure applies to provincial Board of Health appointees, and where relevant, to municipal appointees.

### Notification

Incumbent appointees who are eligible for reappointment will notify the Chair of their intentions with respect to requesting reappointment not less than six months prior to the expiration of their term. The Secretary-Treasurer of the Board will provide a listing of all Board Members with term expiration dates annually, usually at the first meeting of the year.

### Term of Appointment

The term of appointment for provincial appointees is set by the Public Appointments Secretariat and may be for one, two or three years. The term of appointment for a municipal appointee is the term of office of the council unless otherwise specified by the Council.

### Criteria to be Considered

In considering the appointment and reappointment endorsement/recommendation, the Board of Health will consider:

- a) Commitment to the Mission, Vision and goals of the Middlesex-London Health Unit (MLHU)
- b) Commitment to and an understanding of the policies and programs of the MLHU
- c) Ability to work collegially with other Board Members and the Medical Officer of Health/CEO
- d) Diversity and skill composition of current Board of Health members
- e) Representation of MLHU in the community
- f) Regularity of attendance at Board of Health meetings
- g) Participation in and contribution at Board of Health meetings
- h) Ability to make a continued commitment to monthly involvement in Board of Health meetings and related activities.

### Limits on Consecutive Length of Service

The Ministry of Health and Long-Term Care adheres to the Provincial Appointments Secretariat's ten-year limit for appointees. There is no limit to length of service for municipal representatives, however, it is recognized that best practices in governance include term limits in the range of ten years.

### Consideration of Reappointment Requests

The Board of Health will consider endorsements/recommendations relating to Board reappointment in a closed session, under [Board of Health Bylaw No. 3 section 7.2](#), Criteria for in-camera meetings, subsection (b) personal matters about an identifiable individual, including Board employees.

The Governance Committee shall consider offering interviews to applicants in order to advise the Board on appropriateness of recommending applicants to the Ministry.

A Board member being considered for reappointment will absent themselves from the portion of the session during which their reappointment request is considered. The remaining members may, at their discretion, request the member to return to provide information or answer questions. A motion regarding endorsement/recommendation, if any, will be made in camera.

### **Letter of Endorsement/Recommendation**

For municipal appointments or reappointments, the Chair will submit a letter of endorsement by regular mail addressed to the Mayor of the City of London and the Warden for Middlesex County listing the current diversity and skill requirements for their consideration in the appointment or reappointment process.

For provincial appointment or reappointments, the Chair will submit a letter of endorsement by regular mail addressed to the Minister of Health and Long Term Care listing the names of all interested appointees that are being supported for appointment or reappointment along with the completed *Reappointment Information Form(s)* to

The Ministry of Health and Long Term Care  
10<sup>th</sup> Floor Hepburn Block, 80 Grosvenor Street  
Toronto, ON M7A 2C4

Or by email or fax to  
Minister's Special Assistant for Public Appointments  
Fax: 416-326-1571

A copy of all above-mentioned documentation must also be sent to the Manager, Public Appointments Unit, Ministry of Health and Long Term Care, by fax to 416-327-8496 or by email.

For municipal appointments or reappointments, the Chair will submit a letter of endorsement by regular mail addressed to the Mayor of the City of London and the Warden for Middlesex County.

## **Provincial Appointee Reappointment Nomination and Appointment Process**

### **Purpose and Application**

The purpose of this procedure is to set the requirements, criteria and process for Board of Health nomination, appointment and reappointment requests. This procedure applies to provincially appointed provincial Board of Health ~~members whose terms of appointment are expiring within six months, appointees, and where relevant, to municipal appointees.~~

### **Notification**

Incumbent appointees who are eligible for reappointment will notify the Chair of their intentions with respect to requesting reappointment not less than six months prior to the expiration of their term. The Secretary-Treasurer of the Board will provide a listing of all Board Members with term expiration dates annually, usually at the first meeting of the year.

### **Term of Appointment**

The term of appointment for provincial appointees is set by the Public Appointments Secretariat and may be for one, two or three years. The term of appointment for a municipal appointee is the term of office of the council unless otherwise specified by the Council.

### **Criteria to be Considered**

In considering the appointment and reappointment endorsement/recommendation, the Board of Health will consider:

- a) Commitment to the Mission, Vision and goals of the Middlesex-London Health Unit (MLHU)
- b) Commitment to and an understanding of the policies and programs of the MLHU
- c) Ability to work collegially with other Board Members and the Medical Officer of Health/CEO
- d) Diversity and skill composition of current Board of Health members
- ~~e) Representation of MLHU in the community~~
- ~~f) Regularity of attendance at Board of Health meetings~~
- ~~g) Participation in and contribution at Board of Health meetings~~
- ~~h) Ability to make a continued commitment to monthly involvement in Board of Health meetings and related activities.~~

### **Limits on Consecutive Length of Service**

~~Acknowledging the value of experience and the need for continuity, as well as the benefits of new and fresh perspectives on the Board~~The Ministry of Health, incumbents may seek reappointment, subject and Long-Term Care adheres to the following limits on Provincial Appointments Secretariat's ten-year limit for appointees. There is no limit to length of service:

~~A Board of Health member who has served eight (8) or more years may only be considered for endorsement/recommendation for an additional~~municipal representatives, however, it is recognized that best practices in governance include term under special circumstances, such as

- ~~a) When an insufficient number of new appointments have been received, or~~
- ~~b) Reappointment requests from incumbents who are eligible to be re-appointed are insufficient, and the Board would suffer from a lack of continuity.~~

~~Any recommendation to reappoint an incumbent shall identify these special circumstances and recommend a waiver of the limit on length of service.~~limits in the range of ten years.

### **Consideration of Reappointment Requests**



The Board of Health will consider endorsements/recommendations relating to Board reappointment in a closed session, under [Board of Health Bylaw No. 3 section 7.2](#), Criteria for in-camera meetings, subsection (b) personal matters about an identifiable individual, including Board employees.

The Governance Committee shall consider offering interviews to applicants in order to advise the Board on appropriateness of recommending applicants to the Ministry.

A Board member being considered for reappointment will absent themselves from the portion of the session during which their reappointment request is considered. The remaining members may, at their discretion, request the member to return to provide information or answer questions. A motion regarding endorsement/recommendation, if any, will be made in camera.

#### **Letter of Endorsement/Recommendation**

For municipal appointments or reappointments, the Chair will submit a letter of endorsement by regular mail addressed to the Mayor of the City of London and the Warden for Middlesex County listing the current diversity and skill requirements for their consideration in the appointment or reappointment process.

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The Ministry of Health and Long Term Care  
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For municipal appointments or reappointments, the Chair will submit a letter of endorsement by regular mail addressed to the Mayor of the City of London and the Warden for Middlesex County.

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