

GOVERNANCE MANUAL

SUBJECT Resignation and Removal of **POLICY NUMBER:** **G-360**
: Board Members
SECTION: Board Effectiveness **PAGE:** 1 of 3

IMPLEMENTATION **APPROVAL:** Board of Health
:
SPONSOR: MOH / CEO **SIGNATURE:**
REVIEWED BY: Governance Committee **DATE:**

PURPOSE

The purpose of this policy is to outline the process for removing members from the Board of Health due to improper conduct, failure to attend Board of Health meetings or other reasons as prescribed by Board of Health policies. This policy also outlines the steps necessary for replacing members who resign from the Board of Health.

POLICY

The Middlesex-London Board of Health may, in circumstances where a Board of Health Member is failing to uphold their duties as outlined in the Governance Manual, or where harm has been caused to the Middlesex-London Health Unit, act to remove a Board of Health Member.

Where a Board of Health Member has been removed, or where a Board Member wishes to resign from their duties as a Board Member, the Board may act, with appropriate consultation with the City of London, Middlesex County and the Ministry of Health and Long-Term Care, to have a new member appointed.

PROCEDURE

Board of Health Member Removal

Any member of the Board of Health may initiate the procedure for the removal of another Board of Health Member upon a motion made in-camera at a regular meeting of the Board of Health and passed by a two-thirds majority vote of the Board of Health.

Following such as motion, the Board of Health shall determine whether an investigation is required to assure that there is just cause. Just cause is defined as follows:

- A Board of Health Member dies;
- A Board of Health Member breaches any material duty or obligation under the Middlesex-London Health Unit Governance Bylaws, Policies, or other applicable legislation;
- A Board of Health Member willfully or recklessly engages in conduct that causes or will cause material harm to the Middlesex-London Health Unit, including to the reputation or mission of the Health Unit;

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- A Board of Health Member is convicted or pleads guilty to any offence that would have a real effect on the member's ability to perform their role;

The Board Member fails to attend three (3) successive meetings or 25% of regular meetings of the Board of Health, unless there is prior consent of the of the Board of Health or is absent due to health reasons.

If an investigation is not required, the Chair of the Board of Health shall motion for the removal of the Board of Health of Member. A Board of Health Member shall cease to hold office if a motion calling for the removal of the Board Member is passed by a two-thirds majority of the members of the Board of Health.

If an investigation is required, the Board of Health shall strike an Investigation Committee comprised of at least the Board Chair and two members of the Governance Committee, two members of the Finance and Facilities Committee and one other at-large member. In the event that allegations of wrong-doing are brought by another member of Board, the member bringing forward the allegation may not sit on the Investigation Committee. It shall be the responsibility of this committee to:

- Review the provisions of the Health Protection and Promotion Act and the Middlesex-London Health Unit Governance By-laws and Policies;
- Consult with legal counsel, the City of London, Middlesex County and the Ministry of Health and Long-Term Care;
- Conduct an investigation concerning the allegations made by the member who moved the motion; and
- Report back to the Board of Health with the findings of the investigation within ninety (90) days.

A Board Member who is being investigated shall not be entitled to vote on matters submitted for a vote to the Board or to any committee thereof or to attend meetings of the Board of Health or any committee thereof.

Within sixty (60) days of the findings of the investigation being reported to the Board of Health, the Investigated Member shall have the opportunity to submit a rebuttal. This rebuttal may be submitted to the Board of Health in the form of written documentation and/or oral presentation.

Following the investigation and opportunity for rebuttal, the Chair of the Board of Health shall motion for the removal of the Board of Health of Member. A Board of Health Member shall cease to hold office if a motion calling for the removal of the Board Member is passed by a two-thirds majority of the members of the Board of Health.

Board Member Resignation

In order for a Board of Health Member to resign, a written resignation must be submitted to the Chair of the Board of Health and the Medical Officer of Health / Chief Executive Officer (MOH / CEO). The resignation shall take effect on the date specified in the resignation, or, if a date is not specified, on the date that the resignation is received by the Chair of the Board of Health or

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MOH / CEO. The Chair of the Board of Health and MOH / CEO shall acknowledge and confirm the resignation, by mail, within five (5) business days of receipt.

Board Member Appointment

Where a Board Member has been removed and a vacancy exists on the Board, the Board of Health, in accordance with Policy G-280 Board Size and Composition and Policy G-350 Nominations and Appointments to the Board of Health shall act immediately to have a new member appointed to the Board of Health.

APPLICABLE LEGISLATION

Health Promotion and Protection Act, R.S.O. 1990, c. H.7
Ontario Public Health Organizational Standards

RELATED POLICIES

G-350 – Nominations and Appointments to the Board of Health
G-280 – Board Size and Composition

REVISION DATES (* = major revision):

SUBJECT: Conflict of Interest and
Declaration

POLICY NUMBER:

G-380

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IMPLEMENTATION:

APPROVAL:

Board of Health

SPONSOR: MOH / CEO

SIGNATURE:

REVIEWED BY: Governance Committee

DATE:

PURPOSE

The standard of behaviour of members of the Board of Health is that each member must scrupulously avoid conflicts of interest between the interest of the health unit on one hand and personal, professional, and business financial interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

The members of the Board of Health are subject to the current municipal conflict of interest legislation in the Province of Ontario.

This policy covers the obligations of Board of Health members resulting from their required duties while acting in the capacity of members of the Board of Health for the Middlesex-London Health Unit. Each individual member of the Board of Health is responsible to ensure that they are in compliance at all times with the *Municipal Conflict of Interest Act*. Each member of the Board of Health has the responsibility to follow this policy.

POLICY

Members of the Board of Health are called to observe the highest ethical standards in their conduct as members. This policy describes potential conflicts of interest and seeks annual declaration.

INTERPRETATION

Types of Conflict

Conflicts of interest could arise that are:

- actual or real, where the person's official duties are or will be influenced by the person's private or personal interests;
- perceived or apparent, where the person's official duties appear to be influenced by the person's private or personal interest; or
- foreseeable or potential, where the person's official duties may be influenced in the future by the person's private or personal interests.

Examples of Conflict of Interest Situations

Interest in a Transaction

A Board Member has a direct or indirect interest in a transaction or contract with the health unit.

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Interest of a Relative

The health unit conducts business with suppliers of goods or services or any other party of which spouse of an officer of the health unit is a principal or officer.

Gifts

A Board Member, or the Board Members's adult child, accepts gifts, payments, services or anything else of more than a token or nominal value from a party that hopes to transact business with the Health unit (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

"Two Hats"

A Board Member is also a Board Member or Director of another corporation (even a not-for-profit corporation) proposing to enter into a transaction with the Health Unit.

Appropriation of Corporate Opportunity

An Board Member diverts an opportunity or advantage that belongs to the Health Unit to himself or herself.

SCOPE/RESPONSIBILITY

As the identification of a conflict of interest is sometimes difficult, Board members are encouraged to consult the Board Chair regarding those matters that the member considers could constitute a conflict of interest. It is the responsibility of the Board Chair to determine whether a conflict of interest exists. In making that determination, the Board Chair may be guided by advice from the member and the other members of the Board and the Medical Officer of Health / Chief Executive Officer and by the advice of legal counsel, if sought. Board Chair should resolve any uncertainty as to whether a conflict of interest exists on the side of its existence. Once the Board Chair has determined that the member is in a conflict of interest position, the member should formally declare the conflict of interest in the manner set forth in this policy.

The *Municipal Conflict of Interest Act* imposes the following duties on Board Members:

1. **Disclosure** – s. 5(1)(a):
 - members must disclose any direct, indirect or deemed pecuniary interest prior to consideration of matter
 - disclosure should include the following two components:
 - (i) identify the type of pecuniary interest that the member has in all circumstances (direct, indirect, deemed); and
 - (ii) describe sufficient facts to provide some context for the general nature of the interest at hand
2. **Non-Participation** – s. 5(1)(b):
 - a member is obligated to not participate in the decision-making process once the member's interest has been disclosed

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- a member shall not:
 - (i) take part in discussion, or
 - (ii) vote
- 3. **No Influence** – s. 5(1)(c):
 - a member declaring an interest cannot, in any way, attempt to influence voting, either before, during or after the meeting
- 4. **Exit Closed Meeting** – s. 5(2):
 - if the conflict arises at a closed or in-camera meeting, a member is also required to leave the meeting
 - this is good practice even if the meeting is not closed as it visibly demonstrates that the member is making no attempt to influence the discussion or the outcome of the voting

Special Role for the Board Chair

The Board Chair is the key person to establish an ethical climate for the health unit and the Board, and for ongoing attention to conflict of interest issues on the Board. The Board Chair is also responsible for the resolution of conflict of interest situations, and related disputes, among the Board members. The Vice Chair will, together with the Board, deal with conflict of interest situations that may arise with respect to the Board Chair. The Board bears great responsibility for maintaining the reputation of the health and such has special responsibility for ethical matters.

PROCEDURE

Each member of the Board of Health is made aware of how to access the most recent version of the *Municipal Conflict of Interest Act*. This conflict of interest policy also applies to Committees of the Board of Health.

At the beginning of each Board of Health meeting or Committee meeting, the Chairperson asks members if they have any conflicts of interest to declare.

Board members must declare any conflict of interest as soon as it has been identified. The declaration should be made to the Board Chair. The declaration shall disclose the nature and extent of the stakeholder's interest. Disclosure shall be made at the earliest possible time and prior to any discussion, vote or decision making on the matter (unless such discussion, vote or decision making has occurred before the conflict was discovered). The Board members shall not attempt in any way to influence and such vote or decision.

Public Meeting

Once a conflict of interest has been identified, the member(s) with the conflict of interest cannot participate in the discussion or vote. The member(s) is not to attempt, in any way, to influence the voting on the issue under consideration.

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In Camera Meeting

Where the meeting is not open to the public, the member shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration.

Disclosure To Be Recorded in Minutes

Where the meeting is open to the public, the declaration of interest and the general nature is to be recorded in the minutes of the meeting.

Where the meeting is not open to the public, every declaration, but not the general nature of that interest, is to be recorded in the minutes of the next meeting that is open to the public.

When Absent from Meeting at Which Matter Considered

Where the interest of a member has not been disclosed by reason of the member's absence from the meeting, the member shall disclose the interest at the first meeting of the Board/Committee, as the case may be, attended by the member after the meeting where the matter was considered.

Members of the Board of Health/Committees shall not accept any financial or other endorsements for fulfilling their duties and obligations as members of the Board of Health other than provided for by Board of Health policy.

Annual Responsibilities

In addition to complying with the ongoing responsibilities set forth above, the Board members are required to complete an Annual Declaration Form (Appendix A).

APPLICABLE LEGISLATION

Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50

RELATED POLICIES

REVISION DATES (* = major revision):

SUBJECT: MOH / CEO Selection and
Succession Planning

POLICY NUMBER:

G-040

SECTION: Leadership and Board
Management

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IMPLEMENTATION:

APPROVAL: Board of Health

SPONSOR: MOH / CEO

SIGNATURE:

REVIEWED BY: Governance Committee

DATE:

PURPOSE

The purpose of this policy is to ensure that the Middlesex-London Health Unit has a comprehensive Medical Officer of Health / Chief Executive Officer (MOH / CEO) succession plan and recruitment process.

POLICY

The Middlesex-London Board of Health recognizes that transition in leadership may occur due to a variety of reasons – planned, or unplanned – and that there are risks associated with any leadership transition.

This policy helps to ensure that the operations of the Middlesex-London Health Unit are not interrupted in the event of a leadership transition, ensures that the Board of Health is able to properly assess the leadership needs of the organization, and helps to develop a diverse pool of candidates for consideration.

PROCEDURE

Interim Leadership

To ensure that the Health Unit's operations are not interrupted while the Board of Health assesses the leadership needs and recruits a permanent MOH / CEO, the board will appoint interim executive leadership.

For a temporary change in MOH / CEO leadership (i.e., illness or leave of absence for 30 days or less), the Director, Corporate Services shall temporarily be in the charge of the daily operations and the Associate Medical Officer of Health the essential duties of MOH.

In the event the MOH / CEO is no longer able to serve in this position (i.e. extended leave of absence, leaves the position permanently), the Board of Health shall appoint an Acting Medical Officer of Health and an Acting Chief Executive Officer.

The Acting Medical Officer of Health shall fulfil the duties of the Medical Officer of Health articulated in Appendix A of Policy G-030 and ensure that all legislated accountabilities and programs and service standards are maintained at a high level.

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The Acting Chief Executive Officer shall fulfil the duties of the Chief Executive Officer articulated in Appendix A of Policy G-030 and ensure that the organization continues to operate without disruption and that all organizational commitments previously made are adequately executed, and other important project or deadlines are met.

The roles of Medical Officer of Health and Chief Executive Officer may be held jointly by a single candidate or separately by two candidates depending on the pool of available candidates and organizational priorities.

Assessment & Transition

In the event of a permanent leadership change, the Board of Health shall strike a MOH / CEO Transition and Selection committee within fifteen (15) business days of notification of MOH / CEO vacancy. This committee shall be comprised of at least the Board Chair and two members of the Governance Committee, two members of the Finance and Facilities Committee and one other at-large member.

It shall be the responsibility of this committee to:

- Communicate with key stakeholders regarding actions taken by the Board in naming interim leadership;
- Consider the need for consulting assistance (transition management, project management, leadership capacity) depending on the nature and circumstances of the transition;
- Review the MOH / CEO position description (Policy G-030), the organization's strategic plan, program budget templates and identify priority issues that need to be addressed during the transition process and identify attributes and characteristics that are important to consider in the selection of a new MOH / CEO; and
- Determine the timeframe with which to proceed with the recruitment and selection of a permanent replacement.

Recruitment & Selection

It shall be the responsibility of the Transition and Selection Committee upon moving into the recruitment and selection phase to consider the permanent leadership needs of the organization to help ensure the selection of a qualified and capable leader who is a good fit for the organization's mission, vision, values, goals, and objectives; who has the necessary skills for the organization's leadership; and who has the qualifications needed to lead the Health Unit.

The Transition and Selection Committee shall:

- Establish and articulate a clearly defined recruitment and selection process which includes identification of roles and responsibilities of the Board, Board Chair, external advisors and a Transition and Selection Committee;

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- Ensure that recruitment is sufficiently broad to secure the best candidate available for the position and may include an internal and external search, and advertisement in national newspapers and journals;
- Consider the use of an external search firm to assist in the recruitment and selection process. Selection of an executive search firm will be in accordance with the Health Unit's Procurement Policy (G-230);
- Provide prospective and interested candidates with the terms and conditions of hiring a permanent MOH / CEO including the following information:
 - Position description
 - Remuneration package including any relocation allowances and travel/expense policies;
- Conduct an interview process with a short list of candidates and recommend to the Board their candidate of choice;
- Negotiation of the terms and conditions of employment in a form determined by the Board and executed by the Board Chair and the candidate accepting the position;
- Ensure that the candidate declares that there are no conflicts of interest consistent with corporate policy and in a form as required by the Board, and satisfactory results of a criminal reference check as determined in the sole discretion of the Board;
- Complete an agreement to support the terms and conditions of employment in a form determined by the Board and executed by the Board Chair and the candidate accepting the position;
- Send the recommendation for appointment of the MOH / CEO to the provincial Minister of Health and Long-Term Care for approval.

APPLICABLE LEGISLATION

Health Promotion and Protection Act, R.S.O. 1990, c. H.7
Ontario Public Health Organizational Standards

RELATED POLICIES

Policy G-030 – MOH / CEO Position Description

Policy G- 230 – Procurement

REVISION DATES (* = major revision):