

STATUS UPDATE

Governance Manual By-laws & Policies

October 19, 2017

Policies Approved	Policies Under Review	Policies to be introduced in Q4 - 2017	Policies to be introduced in 2018
35	3	4	9

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
<u>G-000</u>	Board of Health	By-law, Policy and Procedures ➤ Appendix A - Development and Review Process ➤ Appendix B - Development and Review Checklist ➤ Appendix C - Development and Review Form ➤ Appendix D - Development and Review Change Table ➤ Appendix E - Archiving Process	Approved	•
<u>G-B10</u>	By-Laws	By-law #1 - Management of Property	Approved	•
<u>G-B20</u>	By-Laws	By-law #2 - Banking & Finance	Approved	•
<u>G-B30</u>	By-Laws	By-law #3 - Proceedings of the Board of Health	Approved	•
<u>G-B40</u>	By-Laws	By-law #4 - Duties of the Auditor	Approved	•
<u>G-010</u>	Strategic Direction	Strategic Planning	Approved	•
<u>G-020</u>	Leadership and Board Management	MOH / CEO Direction	Approved	•
<u>G-030</u>	Leadership and Board Management	MOH / CEO Position Description ➤ Appendix A – MOH / CEO Position Description	Approved	•
<u>G-040</u>	Leadership and Board Management	MOH / CEO Selection and Succession Planning	Ready for Review	•
<u>G-050</u>	Leadership and Board Management	MOH / CEO Performance Appraisal ➤ Appendix A - Performance Appraisal Process ➤ Appendix B - Performance appraisal check-list ➤ Appendix C - Main performance appraisal form to be completed by the appraisers and the MOH / CEO ➤ Appendix D - Stakeholder performance appraisal tools process outline ➤ Appendix E - Sample email and performance appraisal questions for Board of Health members ➤ Appendix F - Sample email and performance appraisal questions for Direct Reports ➤ Appendix G - Sample email and performance appraisal questions for Community Partners	Approved	•

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<u>G-060</u>	Leadership and Board Management	MOH / CEO Compensation	Q4 - 2017	•
<u>G-070</u>	Leadership and Board Management	MOH / CEO Reimbursement and Travel	Remove	• Refer to G-420 Travel Reimbursement
<u>G-080</u>	Program Quality and Effectiveness	Occupational Health and Safety - Framework	Defer to 2018	•
<u>G-090</u>	Program Quality and Effectiveness	Quality Improvement - Framework	Defer to 2018	•
<u>G-100</u>	Program Quality and Effectiveness	Privacy & Security of Information ➤ Appendix A - Municipal Freedom of Information and Protection of Privacy Act Declaration	Approved	•
<u>G-110</u>	Program Quality and Effectiveness	Performance Monitoring	Defer to 2018	•
<u>G-120</u>	Program Quality and Effectiveness	Risk Management	Approved	•
<u>G-130</u>	Program Quality and Effectiveness	Ethics	Defer to 2018	•
<u>G-140</u>	Program Quality and Effectiveness	Respect for Diversity	Defer to 2018	•
<u>G-150</u>	Program Quality and Effectiveness	Complaints	Q4 – 2017	•
<u>G-160</u>	Program Quality and Effectiveness	Jordan's Principle	Approved	•
<u>G-170</u>	Financial and Organizational Accountability	Financial Objectives	Removed	• Content for this policy has been detailed in G-180 and is no longer necessary
<u>G-180</u>	Financial and Organizational Accountability	Financial Planning and Performance	Approved	•
<u>G-190</u>	Financial and Organizational Accountability	Asset Protection	Approved	•

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<u>G-200</u>	Financial and Organizational Accountability	Approval and Signing Authority	Approved	•
<u>G-210</u>	Financial and Organizational Accountability	Investing	Approved	•
<u>G-500</u>	Financial and Organizational Accountability	Borrowing	Q4 - 2017	<ul style="list-style-type: none"> • Split from investing • Requires follow-up with municipal partners
<u>G-220</u>	Financial and Organizational Accountability	Contractual Services ➤ Appendix A – Approval Directory	Approved	•
<u>G-230</u>	Financial and Organizational Accountability	Procurement ➤ Procurement Protocols	Approved	•
<u>G-240</u>	Financial and Organizational Accountability	Tangible Capital Assets	Approved	•
<u>G-250</u>	Financial and Organizational Accountability	Reserve and Reserve Funds	Approved	•
<u>G-310</u>	Financial and Organizational Accountability	Corporate Sponsorship	Approved	•
<u>G-320</u>	Financial and Organizational Accountability	Donations	Approved	•
<u>G-330</u>	Financial and Organizational Accountability	Gifts and Honorariums	Approved	•
<u>G-410</u>	Financial and Organizational Accountability	Board Member Remuneration	Approved	•
<u>G-420</u>	Financial and Organizational Accountability	Travel Reimbursement	Approved	•

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
<u>G-260</u>	Board Effectiveness	Governance Principles and Board Accountability	Approved	•
<u>G-270</u>	Board Effectiveness	Roles and Responsibilities of the Board of Health ➤ Appendix A- Board of Health Members ➤ Appendix B- Board of Health Chair & Vice Chair ➤ Appendix C- Board of Health Secretary-Treasurer	Approved	•
<u>G-280</u>	Board Effectiveness	Board Size and Composition	Approved	
<u>G-290</u>	Board Effectiveness	Standing and Ad Hoc Committees ➤ Appendix A - Governance Committee Terms of Reference ➤ Appendix B - Governance Committee Reporting Calendar ➤ Appendix C – Finance and Facilities Committee Terms of Reference ➤ Appendix D – Finance and Facilities Committee Reporting Calendar	Approved	
<u>G-300</u>	Board Effectiveness	Board of Health Self- Assessment ➤ Appendix A – Board of Health Self-Assessment Tool	Approved	
<u>G-350</u>	Board Effectiveness	Nominations and Appointments to the Board of Health	Approved	
<u>G-360</u>	Board Effectiveness	Resignation and Removal of Board Members	Legal review	• Seeking legal opinion on several items in the policy
<u>G-370</u>	Board Effectiveness	Board of Health Orientation and Development	Approved	
<u>G-380</u>	Board Effectiveness	Conflicts of Interest & Declaration ➤ Declaration Form	Ready for Review	•
<u>G-390</u>	Board Effectiveness	Code of Conduct ➤ Appendix A – Corporate Code of Conduct ➤ Appendix B – BOH Code of Conduct	Defer to 2018	•

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
<u>G-430</u>	Communications and External Relations	Advocacy	Q4 – 2017	•
<u>G-440</u>	Communications and External Relations	Community Engagement	Defer to 2018	•
<u>G-450</u>	Communications and External Relations	Relationship with the Ministry of Health and Long-Term Care and Local Health Integration Network	Defer to 2018	•
<u>G-460</u>	Communications and External Relations	Relationships with Other Health Service Providers and Key Stakeholders	Defer to 2018	•
<u>G-470</u>	Communications and External Relations	Annual Report	Approved	
<u>G-480</u>	Communications and External Relations	Media Relations	Approved	
<u>G-490</u>	Communications and External Relations	Board of Health Reports ➤ Appendix A – Board of Health Report Template ➤ Appendix B – Governance Report Template ➤ Appendix C – Finance and Facility Report Template	Approved	•

SUBJECT: Conflict of Interest and
Declaration

POLICY NUMBER:

G-380

SECTION: Board Effectiveness

PAGE:

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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 Middlesex-London Health Unit (MLHU) 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.

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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 Middlesex-London Health Unit.

Interest of a Relative

The Middlesex-London Health Unit conducts business with suppliers of goods or services or any other party of which spouse of an officer of the Middlesex-London Health Unit is a principal or officer.

Gifts

A Board Member, or the Board Member'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 Middlesex-London Health Unit (including a supplier of goods or services) for the purposes of (or that maybe 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 Middlesex-London Health Unit.

Appropriation of Corporate Opportunity

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

SCOPE/RESPONSIBILITY

It is the responsibility of the Board member to determine whether a conflict of interest exists. As the identification of a conflict of interest is sometimes difficult, Board members are encouraged to consult *Ontario's Municipal Conflict of Interest Act – a handbook 2017* or to seek the advice of legal counsel, if necessary. Once the Board member has determined that there is a conflict of interest, 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

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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
 - 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 Middlesex-London 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

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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.

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

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RELATED POLICIES

REVISION DATES (* = major revision):

DRAFT

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 Middlesex-London 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, vacation 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 will perform 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 important 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 Committee within fifteen (15) business days of notification of MOH / CEO vacancy. This committee shall be comprised of the Board Chair and one member of the Governance Committee, one member of the Finance and Facilities Committee and two other at-large members.

It shall be the responsibility of this committee to:

- Establish a terms of reference to be approved by the Board of Health and formalize a reporting relationship to the Board of Health;
- 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;
- Seek guidance from the Board of Health to identify the attributes and characteristics that are important to consider in the selection of a new MOH / CEO or MOH and CEO. The Committee shall do so by consulting the:
 - MOH / CEO position description (Policy G-030);
 - organization's strategic plan;
 - program budget templates;
 - priority issues that need to be addressed during the transition process; and
- Determine the timeframe with which to proceed with the recruitment and selection of a permanent replacement(s).

Recruitment & Selection

It shall be the responsibility of the Board of Health to strike an MOH / CEO Recruitment & Selection Committee once it is determined they are prepared to move forward with a permanent replacement having considered the information provided from the Transition Committee. This committee shall be comprised of the Board Chair and one member of the Governance Committee, one member of the Finance and Facilities Committee and two other at-large members. The members of this committee may or may not be the same members as identified for the Transition Committee. The Recruitment & Selection Committee will seek guidance from

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the Board of Health regarding 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 Middlesex-London Health Unit.

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.

The Recruitment 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 Recruitment and Selection Committee;
- Ensure that recruitment is sufficiently broad to secure the best candidate available for the position which 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 Middlesex-London 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(s) accepting the position;
- Ensure that the candidate(s) declare that there are no conflicts of interest consistent with corporate policy,
- Ensure receipt of 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; and
- Send the recommendation for appointment of the MOH 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

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RELATED POLICIES

Policy G-030 – MOH / CEO Position Description

Policy G- 230 – Procurement

REVISION DATES (* = major revision):

DRAFT