

AGENDA
MIDDLESEX-LONDON BOARD OF HEALTH
Governance Committee

399 Ridout Street, London
Middlesex-London Board of Health Boardroom
Thursday, September 20, 2018 6:00 p.m.

- 1. DISCLOSURE OF CONFLICTS OF INTEREST**
- 2. APPROVAL OF AGENDA**
- 3. APPROVAL OF MINUTES – June 21, 2018**
- 4. NEW BUSINESS**
 - 4.1** Ad Hoc Committee – Location Project (Report No. 010-18GC)
 - 4.2** Board Development Activities (Report No. 009-18GC)
 - 4.3** Governance Policy Review (Report No. 008-18GC)
- 5. OTHER BUSINESS**
 - 5.1** Next meeting: Thursday, November 15, 2018
- 6. ADJOURNMENT**



PUBLIC SESSION – MINUTES
MIDDLESEX-LONDON BOARD OF HEALTH

Governance Committee
399 Ridout Street, London
Middlesex-London Board of Health Boardroom
Thursday, June 21, 2018, 6:00 p.m.

Committee Members Present: **Mr. Trevor Hunter (Chair)**
Ms. Joanne Vanderheyden
Ms. Trish Fulton
Mr. Ian Peer
Mr. Kurtis Smith

Others Present: Mr. Michael Clarke (Board of Health member)
Mr. Jesse Helmer (Board of Health member)
Ms. Maureen Cassidy (Board of Health member, 6:56 p.m.)
Dr. Christopher Mackie, Secretary-Treasurer
Ms. Elizabeth Milne, Executive Assistant to the Board of Health and Communications (Recorder)
Ms. Laura Di Cesare, Director, Healthy Organization
Mr. Jordan Banninga, Manager, Program Planning and Evaluation

Dr. Mackie called the meeting to order at 6:00 p.m. He noted that this was the first Governance Committee meeting of 2018. Dr. Mackie then opened the floor to nominations for Chair of the Governance Committee for 2018.

Mr. Smith nominated Mr. Hunter for Chair of the Governance Committee for 2018.

It was moved by Mr. Smith, seconded by Mr. Peer, *that Mr. Trevor Hunter be nominated as Chair of the Governance Committee for 2018.*

Mr. Hunter accepted the nomination and agreed to let his name stand.

Dr. Mackie called for further nominations three more times. Hearing none, it was moved *that nominations be closed and that Mr. Hunter be named Chair of the Governance Committee for 2018.*

Carried

At 6:02 p.m., Mr. Hunter took the Chair.

DISCLOSURE OF CONFLICT(S) OF INTEREST

Chair Hunter inquired if there were any disclosures of conflicts of interest to be declared. None were declared.

APPROVAL OF AGENDA

It was moved by Mr. Peer, seconded by Ms. Vanderheyden, *that the **AGENDA** for the June 21, 2018 Governance Committee meeting be approved.*

Carried

APPROVAL OF MINUTES

It was moved by Mr. Smith, seconded by Mr. Peer, *that the **MINUTES** of the January 18, 2018 Governance Committee meeting be approved.*

Carried

NEW BUSINESS

4.1 2018–20 Strategic Planning Update (Report No. 004-18GC)

Dr. Mackie introduced the report and outlined the approach used for the Balanced Scorecard.

Ms. Fulton noted a sentence missing on page 29, under “Measuring Progress,” fourth bullet point. It was agreed that the sentence be adjusted to “Seek to hold ourselves accountable.”

Discussion ensued on the following items:

- How often the Governance Committee and Board of Health are to be updated on the progress of the Balanced Scorecard.
- Why the administrative policy review is noted as being behind schedule on the Balanced Scorecard.
- Consideration of risk on location-related projects, and how to plan for loss of funding under the Risk Management Framework.
- The development of the Project Management Office (PMO), which has built a risk-mitigation schedule into all projects in order to mitigate risk in each case.
- The pilot project for activity-based workstations, along with a suggestion to use different acronyms for activity-based workstations (ABW) and alternative work arrangements (AWA), thereby highlighting the difference between the two activities.

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

- 1) *Recommend that the Board of Health receive Report No. 004-18GC re: “2018 Strategic Planning Update” for information; and*
- 2) *Approve the 2018–20 Middlesex-London Health Unit Balanced Scorecard.*

Carried

4.2 2018 Board of Health Self-Assessment Results (Report No. 005-18GC)

Discussion ensued on the results of the self-assessment, which included:

- The verbatim comments in the assessment.
- That elected officials bring a crucial element and perspective to the Board of Health.
- That this assessment will inform further discussion regarding the allocation of work between the two Board of Health standing committees, whereby some elements from each committee could be adjusted to even the workload.

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

- 1) *Recommend that the Board of Health receive Report No. 005-18GC re: “Board of Health Self-Assessment Results” for information; and*
- 2) *Consider the survey results and incorporate feedback into Board development planning for 2018.*

Carried

4.3 Organizational Structure Changes (Report No. 006-18GC)

It was moved by Mr. Peer, seconded by Ms. Fulton, *that the Governance Committee receive Report No. 006-18GC re: “Organizational Structure Changes” for information.*

Carried

4.4 Governance Policy Review (Report No. 007-18GC)

Discussion ensued on each of the following bylaws:

G-B30 Proceedings of the Board of Health

- Clarification of participation in meetings by electronic means, the parameters by which a Board member may participate electronically, and how this policy aligns with the *Municipal Act* (i.e., intent and interpretation of Section 19 of the *Act*).

G-150 Complaints

- The procedure for written complaints.
- Clarification as to which kinds of complaints are to be directed to the Secretary-Treasurer and which kinds to the Board Chair.
- Clarification of wording, in that a complaint should be directed to the Secretary-Treasurer's designate should the Secretary-Treasurer not be available to receive it.
- How the complaints policy aligns with the Whistleblower policy, and the difference between the two.
- The Health Unit's internal policies and procedures for dealing with complaints.

G-205 Borrowing

- The various types of borrowing.
- That the Finance & Facilities Committee should review this policy.
- Clarification that this policy only covers borrowing to acquire real property, not for other purposes.
- Discussion about formal agreements (which do not exist at this time) between band councils to provide Health Unit services on Reserve, and that this might be a future eventuality.

G-430 Informing of Financial Obligations

- No changes or discussion noted.

G-260 Governance Principles and Board Accountability

- Clarification of wording, in that the Health Unit is accountable both to the government and to the municipalities it serves, and whether lower-tier municipalities are included in this accountability statement.
- That acknowledging lower-tier municipalities is important, and will happen as part of the Health Unit's service review in Middlesex County. As staff gather information, there will be more clarity to inform this policy.

G-270 Roles and Responsibility of Individual Board Members

- The final page number was wrong. It will be corrected to read "4 of 4."
- The use of the word "outsiders" in the section on Board solidarity.
- How and to whom Board members are to refer media requests, and whether they speak on behalf of the Board or their particular constituency.

G-340 Whistleblowing

- Consistent use of terms throughout this policy in referring to "Board of Health" and "Health Unit."
- Responsibility of the Board Chair, under this policy, to follow up on and respond to complaints.
- The importance of ensuring that this policy works in practice.
- That this policy will be reviewed to ensure consistent use of terminology, and brought back to the Governance Committee for further review.

G-360 Removal and Resignation of Board Members

- No changes or discussion noted.

G-380 Conflicts of Interest and Declaration

- No changes or discussion noted.

I-120 Political Activities (Appendix C to Report No. 007-18GC)

- That the Committee commended the work done to complete this policy and noted that it has a good balance.
- That staff wrote this report in consultation with legal, and also in alignment with Western University's political activities policy, as suggested by Mr. Helmer.

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

- 1) *Receive Report No. 007-18GC for information;*
- 2) *Recommend that the Board of Health approve the new and revised Governance Policies as outlined in [Appendix A](#); and*
- 3) *Recommend that the Board of Health approve the new Administrative Policy on Political Activities ([Appendix C](#)).*

Carried

A brief verbal discussion took place on item 4.5 (redistributing the work between standing committees). Dr. Mackie noted that staff are aware of the imbalance of workload between committees, and will complete a review of best practices in this area. They will bring a report back to the Governance Committee for consideration.

OTHER BUSINESS

Next meeting: Thursday, September 20, 2018.

ADJOURNMENT

At 6:22 p.m., it was moved by Ms. Vanderheyden, seconded by Mr. Smith, *that the meeting be adjourned.*

Carried

TREVOR HUNTER
Chair

CHRISTOPHER MACKIE
Secretary-Treasurer

TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health / CEO

DATE: 2018 September 20

AD HOC COMMITTEE – LOCATION PROJECT

Recommendation

It is recommended that the Governance Committee:

- 1) *Receive Report No. 010-18GC re: “Ad Hoc Committee – Location Project”; and*
- 2) *Recommend that the Board of Health approve the creation of an Ad Hoc Committee and the Terms of Reference for this Committee ([Appendix A](#)).*

Key Points

- Ad hoc committees are created in accordance with [Policy G-290 Standing and Ad Hoc Committees](#).
- A new ad hoc committee is proposed for the duration of the Location Project to oversee remaining aspects of the build out and move per se.

Background

In accordance with [Policy G-290 Standing and Ad Hoc Committees](#), ad hoc committees are temporary and created for a specific task with the approval of the Board. Once that task is completed, the ad hoc committees cease to exist.

Purpose

The ad hoc committee would be called the *Relocation Advisory Committee*. This committee would be tasked with providing governance and oversight throughout the duration of the Location Project. The proposed terms of reference are outlined in [Appendix A](#).

The *Relocation Advisory Committee* would seek participation from Board members who have experience with respect to similar projects or are interesting in being involved directly in the Location Project. In addition, the committee is an opportunity for Board members who do not currently serve on a standing committee of the Board to become more actively involved. Board members who already serve on a standing committee are also invited to participate. The ad hoc committee would assist in the fairer distribution of workload amongst all committees of the Board.

Next Steps

Upon approval of a *Relocation Advisory Committee*, the Board of Health would need to determine which Board Members would comprise the committee.

This report prepared by the Strategic Projects Team, Healthy Organization Division.



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

RELOCATION ADVISORY AD HOC COMMITTEE

PURPOSE

The committee serves to provide an advisory and monitoring role. The committee's role is to assist and advise the Board of Health, the Medical Officer of Health / Chief Executive Officer (MOH / CEO), and the Director, Healthy Organization in the administration and risk management of matters related to the design, build, move and commissioning of the new location.

REPORTING RELATIONSHIP

The new Relocation Advisory Committee is an ad hoc committee reporting to the Board of Health of the Middlesex-London Health Unit. The Chair of the Relocation Advisory Committee, with the assistance of the Director, Healthy Organization and the MOH / CEO, will make reports to the Board of Health as a whole following each of the meetings.

MEMBERSHIP

The membership of the Committee will consist of a total of five (5) voting members. The members will include the Chair of the Board of Health and will contain at least one Middlesex County Board Member, one City of London Board Member and one provincial Board Member. Members will be selected notwithstanding their membership in any other standing committee.

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

Staff support include:

- Director, Healthy Organization;
- Executive Assistant to the Board of Health and Communications Coordinator or the Executive Assistant to the Medical Officer of Health depending on availability; and
- Manager, Strategic Projects
- Manager, Procurement and Operations

Other Board of Health members are invited to attend the Relocation Advisory Committee but do not hold voting rights.

CHAIR

The Relocation Advisory Committee will elect a Chair at the first meeting to serve until the committee ceases to exist.

DUTIES

The Committee will seek the assistance of and consult with the MOH / CEO and the Director, Healthy Organization for the purposes of providing oversight and making recommendations to the Board of Health on the following matters:

1. Reviewing proposals for the allocation of funds and resources in relation to the Location Project.
2. Monitoring the Health Unit's physical assets and facilities in relation to the Location Project.

RELOCATION ADVISORY AD HOC COMMITTEE

3. Reviewing all funding agreements related to the Location Project.
4. Reviewing governance-related policies impacted by the Location Project.
5. Enquiring into the financial and reputational risks faced by the organization related to the design, build, move and commissioning of the new facility and the appropriateness of related controls to minimize their potential impact.
6. Reviewing variances in overall project timelines greater than 1 month.
7. Reviewing negative variances in approved budgets of greater than 15%.
8. Receiving updates from Architect and Construction Project Manager.

FREQUENCY OF MEETINGS

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

AGENDA & MINUTES

1. The Chair of the committee, with input from the Director, Healthy Organization 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 and Communications Coordinator.
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 of Health shall be observed in the Committees insofar as applicable. This will include rules related to conducting of meetings; decision making; quorum and self-evaluation.

Implementation Date: October 1, 2018



TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health / CEO

DATE: 2018 September 20

2018 BOARD DEVELOPMENT ACTIVITIES

Recommendation

It is recommended that the Governance Committee:

- 1) *Receive Report No. 009-18GC re: “Board Development Activities” for information; and*
- 2) *Recommend that the Board of Health approve the Leading Through Transition/Change Management session delivered by Your Latitude as a Board development opportunity.*

Key Points

- Board orientation will be scheduled for all new and existing Board members in early 2019.
- Professional development opportunities for Board members to consider include: Leading Through Transition/Change Management ([Your Latitude](#)); Building Board Capacity for Managing Change ([Pillar Nonprofit Network](#)); and Custom Courses offered through [The Directors College](#).

Background

In accordance with [Policy G-370 Board of Health Orientation and Development](#), Board of Health members are expected to participate in development opportunities based on priorities identified in the Board of Health Self-Assessment. Members of the Governance Committee had the opportunity to review the 2018 Board Self-Assessment survey findings ([Report No.005-18GC](#)) at their meeting on June 21, 2018. Staff have reviewed the discussion and are proposing learning opportunities that may be of interest to both new and current Board of Health members.

Professional Development Opportunities

MLHU will organize an orientation session for all Board of Health members in early 2019. Additional activities are being suggested, given the significant changes that the Health Unit will be undergoing over the next two years (including a new location consolidating the two earlier, separate locations, as well as new software that will result in changes to work processes, policies, etc.). The members of the Board of Health form part of the system that will support employees in making these changes; therefore, change management options are provided for the committee to consider as professional development opportunities:

1. Leading Through Transition/Change Management – Your Latitude

This session will focus on identifying the stages of transition and how to effectively manage change when it happens from a governance perspective. MLHU staff and management will undergo similar training throughout the end of 2018 and early 2019. All sessions will be facilitated by Laura Cole, from [Your Latitude](#). Laura is familiar with MLHU and has provided training for staff and management on numerous

occasions over the past several years. The cost for this learning opportunity is approximately \$1,500 (half day) and \$3,000 (full day).

2. Building Board Capacity for Managing Change – Pillar Nonprofit Network

In this session, Board members will discuss how to develop best practices in order to be ready for change. The goal is to proactively prepare the Board for change and not to get caught in a reactive position. This is a customized session facilitated in-house by Dharshi Lacey, Diversity and Governance Manager at Pillar Nonprofit Network. More information is available on the Pillar Nonprofit Network [website](#). The cost for this learning opportunity is yet to be determined.

3. [The Directors College](#) Custom Courses

The Directors College offers education programs that provide participants with the knowledge and insight needed to be an effective Board member. The goal is to provide Board members with credibility that inspires confidence and leadership. Courses can be custom-designed to meet the Board's unique needs at a cost of approximately \$8,000 (half-day). The following is a list of topics to choose from:

- Developing High-Performing Boards – Heavy focus on leadership, group decision-making, and change management. What should directors know and do to enhance board effectiveness?
- Corporate Social Responsibility and the Role of the Board – Focus on topics such as corporate responsibility reporting, codes of conduct, ethics, B-Corps, long-term value investing, and more.
- Innovation Governance – Explore how boards can contribute to an organization's innovation agenda.
- Digital Literacy for Board Directors – Leverage the benefits and avoid the risks associated with new and emerging digital technologies.
- Risk Assessment, Management, and Compliance – What directors need to know.

Next Steps

The Governance Committee has the opportunity to review the proposed professional development activities. Staff recommend that Board of Health members participate in the session delivered from Your Latitude to be consistent with the education that MLHU staff and management is receiving related to change management.

This report was prepared by the Strategic Projects Team, Healthy Organization Division.



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



MIDDLESEX-LONDON HEALTH UNIT

REPORT NO. 008-18GC

TO: Chair and Members of the Governance Committee

FROM: Christopher Mackie, Medical Officer of Health / CEO

DATE: 2018 September 20

POLICY REVIEW

Recommendation

It is recommended that the Governance Committee:

- 1) Receive report No. 008-18GC re: “Policy Review” for information; and*
- 2) Recommend that the Board of Health approve the new and revised governance policies outlined in [Appendix A](#).*

Key Points

- Maintaining the Board of Health Governance Manual is a responsibility of the Governance Committee.
- A proposed policy model was brought forward to the Governance Committee in April 2016, and the policy review process has continued throughout 2017–18 based on that initiative.
- The new and revised policies brought forward to the Governance Committee are a result of the approved policy model.

Background

The Board of Health approved a plan for developing and revising policies based on a policy model that incorporates best practices from the Ontario Public Health Organizational Standards and advice obtained through legal counsel. Refer to [Report No. 018-16GC](#).

Policy Review

Review of the Governance Manual by-laws and policies continued throughout 2017 and into 2018. The next set of policies prepared for review by the Governance Committee is highlighted in a comprehensive listing of by-laws, policies, status updates, and a summary of changes found in [Appendix A](#).

The following policies were revised at the request of the Governance Committee:

- Bylaw G-B30 Proceedings of the Board of Health has been revised since the last Governance Committee meeting to incorporate changes to voting when participating electronically at meetings.
- Policy G-205 Borrowing has been revised based on feedback received at the last Finance & Facilities Committee meeting.
- Policy G-290 Standing and Ad Hoc Committees has been revised following a review of current best practices regarding workload distribution.
- Policy G-340 Whistleblowing has been revised to incorporate feedback received at the last Governance Committee meeting.

Policy G-395 LHIN Relationships is a new policy developed in consultation with legal counsel.

Next Steps

The Governance Committee has the opportunity to review the new/revised policies found in [Appendix B](#).

Once the Governance Committee is satisfied with its policy review, the revisions will be forwarded to the Board of Health for approval.

This report was prepared by Strategic Projects, Healthy Organization Division.

A handwritten signature in black ink, appearing to read 'C. Mackie', is positioned above the printed name.

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

FOR REVIEW
Governance Manual By-laws & Policies

September 20, 2018

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
<u>G-000</u>	Board of Health	By-law, Policy and Procedures <ul style="list-style-type: none"> ➤ 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	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-B10</u>	By-Laws	By-law #1 - Management of Property	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-B20</u>	By-Laws	By-law #2 - Banking & Finance	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-B30</u>	By-Laws	By-law #3 - Proceedings of the Board of Health	REVISED	<ul style="list-style-type: none"> • Updated September 2018 to based on direction from the Association of Local Public Health Agencies (aLPHa) regarding Electronic participation at Board Meetings.
<u>G-B40</u>	By-Laws	By-law #4 - Duties of the Auditor	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-010</u>	Strategic Direction	Strategic Planning	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-020</u>	Leadership and Board Management	MOH / CEO Direction	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-030</u>	Leadership and Board Management	MOH / CEO Position Description <ul style="list-style-type: none"> ➤ Appendix A – MOH / CEO Position Description 	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018
<u>G-040</u>	Leadership and Board Management	MOH / CEO Selection and Succession Planning	Approved	<ul style="list-style-type: none"> • Completed.
<u>G-050</u>	Leadership and Board Management	MOH / CEO Performance Appraisal <ul style="list-style-type: none"> ➤ 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 	Approved	<ul style="list-style-type: none"> • To be reviewed before December 2018

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
		➤ Appendix G - Sample email and performance appraisal questions for Community Partners		
G-060	Leadership and Board Management	MOH / CEO Compensation	Q4 2018	<ul style="list-style-type: none"> To be developed by the Finance and Human Resources Team
G-070	Leadership and Board Management	MOH / CEO Reimbursement and Travel	Q4 2018	<ul style="list-style-type: none"> Look to align the purpose of this policy with the Board remuneration policy and administration manual
G-080	Program Quality and Effectiveness	Occupational Health and Safety - Framework	Q4 2018	<ul style="list-style-type: none"> To be developed by the Occupational Health and Safety Coordinator on the Human Resources Team
G-090	Program Quality and Effectiveness	Quality Improvement - Framework	Deferred	<ul style="list-style-type: none"> Dependent upon implementation of the modernized standards and strategic projects currently underway
G-100	Program Quality and Effectiveness	Privacy & Security of Information ➤ Appendix A - Municipal Freedom of Information and Protection of Privacy Act Declaration	Approved	<ul style="list-style-type: none">
G-110	Program Quality and Effectiveness	Performance Monitoring	Q4 2018	<ul style="list-style-type: none"> To be developed
G-120	Program Quality and Effectiveness	Risk Management	Approved	<ul style="list-style-type: none">
G-130	Program Quality and Effectiveness	Ethics	Q4 2018	<ul style="list-style-type: none"> To be developed
G-140	Program Quality and Effectiveness	Respect for Diversity	Deferred	<ul style="list-style-type: none"> Pending completion of the diversity assessment by the Human Resources Team
G-150	Program Quality and Effectiveness	Complaints	Approved	<ul style="list-style-type: none"> Approved June 2018.
G-160	Program Quality and Effectiveness	Jordan's Principle	Approved	<ul style="list-style-type: none"> To be reviewed before December 2018
G-170	Financial and Organizational Accountability	Financial Objectives	-	<ul style="list-style-type: none"> Content for this policy has been detailed in G-180 and is no longer necessary

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
<u>G-180</u>	Financial and Organizational Accountability	Financial Planning and Performance	Approved	•
<u>G-190</u>	Financial and Organizational Accountability	Asset Protection	Approved	• Revised from previously existing administrative policy
<u>G-200</u>	Financial and Organizational Accountability	Approval and Signing Authority	Approved	• To be reviewed before December 2018
<u>G-205</u>	Financial and Organizational Accountability	Borrowing	REVISED To GC for Approval	• Approved by Finance & Facilities July 2018 following request from Governance Committee at June 2018 meeting.
<u>G-210</u>	Financial and Organizational Accountability	Investing	Approved	•
<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	•

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
G-410	Financial and Organizational Accountability	Board Member Remuneration	Approved	•
G-420	Financial and Organizational Accountability	Travel Reimbursement	Approved	•
G-430	Financial and Organizational Accountability	Informing of Financial Obligations	Approved	•
G-260	Board Effectiveness	Governance Principles and Board Accountability	Approved	•
G-270	Board Effectiveness	Roles and Responsibilities of Individual Board Members ➤ Appendix A- Board of Health Members ➤ Appendix B- Board of Health Chair & Vice Chair ➤ Appendix C- Board of Health Secretary-Treasurer	Approved	•
G-280	Board Effectiveness	Board Size and Composition	Approved	• To be reviewed before March 2019
G-290	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	REVISED To GC for approval	• Revised September 2018 following a review of best practices.
G-300	Board Effectiveness	Board of Health Self- Assessment ➤ Appendix A – Board of Health Self-Assessment Tool	Approved	• To be reviewed before March 2019
G-340	Board Effectiveness	Whistleblowing	NEW To GC for Approval	• Revised September 2018 based on feedback from Governance received in June 2018.
G-350	Board Effectiveness	Nominations and Appointments to the Board of Health	Approved	• To be reviewed before March 2019
G-360	Board Effectiveness	Resignation and Removal of Board Members	Approved	•

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
G-370	Board Effectiveness	Board of Health Orientation and Development	Approved	<ul style="list-style-type: none"> To be reviewed before March 2019
G-380	Board Effectiveness	Conflicts of Interest & Declaration <ul style="list-style-type: none"> ➤ Declaration Form 	Approved	<ul style="list-style-type: none">
G-390	Board Effectiveness	Code of Conduct <ul style="list-style-type: none"> ➤ Appendix A – Corporate Code of Conduct ➤ Appendix B – BOH Code of Conduct 	-	<ul style="list-style-type: none"> This policy material was incorporated into G-260, G-270 and G-380 No specific need to have a separate code of conduct policy
G-395	Board Effectiveness	LHIN Relationships	NEW To GC for Approval	<ul style="list-style-type: none"> New policy developed by Legal Counsel
G-400	Board Effectiveness	Political Activities	Approved	<ul style="list-style-type: none"> New policy approved June 2018
G-430	Communications and External Relations	Advocacy	Deferred	<ul style="list-style-type: none"> Administrative Policy was developed and approved in Q1 2018 by SLT Corresponding Governance Policy to be developed
G-440	Communications and External Relations	Community Engagement	Deferred	<ul style="list-style-type: none"> Dependent on strategic projects currently underway
G-450	Communications and External Relations	Relationship with the Ministry of Health and Long-Term Care and Local Health Integration Network	Deferred	<ul style="list-style-type: none"> In consultation with legal
G-460	Communications and External Relations	Relationships with Other Health Service Providers and Key Stakeholders	Deferred	<ul style="list-style-type: none"> In consultation with legal
G-470	Communications and External Relations	Annual Report	Approved	<ul style="list-style-type: none">
G-480	Communications and External Relations	Media Relations	Approved	<ul style="list-style-type: none">

Policy #	Section	Policy & Appendices	Status	Summary of Changes / Next Steps
G-490	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	•



Board of Health: **By-law No. 3**

Pursuant to Section 56(1) (c) of the *Health Protection and Promotion Act*, R.S.O. 1990, c. H.7, the Board of Health for the Middlesex-London Health Unit enacts By-law No.3 to regulate **the proceedings of the Board of Health.**

1. In this by-law:

- (a) "Act" means the *Health Protection and Promotion Act*;
- (b) "Board" means the Board of Health for the Middlesex-London Health Unit;
- (c) "Chair" means the person presiding at the meeting of the Board;
- (d) "Chair of the Board" means the Chairperson elected under Section 57(2) of the Act;
- (e) "City" means the Corporation of the City of London;
- (f) "County" means the Corporation of the County of Middlesex;
- (g) "Committee" means a committee of the Board, but does not include the Committee of the Whole;
- (h) "Committee of the Whole" means all the members present at a meeting of the Board sitting in Committee;
- (i) "Council" means the Council of the City of London and/or the Council of the County of Middlesex;
- (j) "Majority" means a simple majority of members present;
- (k) "Meeting" means a meeting of the Board;
- (l) "Member" means a member of the Board;
- (m) "Quorum" means a majority of the members of the Board;
- (n) "Secretary-Treasurer" means the Secretary-Treasurer as defined in Policy G-270 as may be amended, from time to time.
- (o) "In-camera" means deliberations of the Board are closed to the public and the media.

1.0 General

- 1.1 In all the proceedings at or taken by this Board the following rules and regulations shall be observed and shall be the rules and regulations for the order and dispatch of business at the Board, and in the Committees thereof.
- 1.2 Except as herein provided, Robert's Rules of Order shall be followed for governing the proceedings of the Board and the conduct of its members.
- 1.3 A person who is not a member of the Board shall not be allowed to address the Board except upon invitation of the Chair or the members.

2.0 Convening Meeting

- 2.1 The regular meetings shall be held at a date and time as determined by the Board at its first regular meeting of the year.
- 2.2 The Board may, by resolution, alter the time, day or place of any meeting.

3.0 Special Meetings

- 3.1 A special meeting may be called by the Chair of the Board of Health.
- 3.2 Any three Board members by written communication to the Secretary-Treasurer may initiate a special meeting.
- 3.3 A special meeting shall not be summoned for a time which conflicts with a regular meeting or a meeting previously called of the Council(s) of the City of London and/or the County of Middlesex.

4.0 Notifying Board Members of Meetings

- 4.1 The Secretary-Treasurer shall give notice of each regular and special meeting of the Board and of each Committee to the members thereof.
- 4.2 The notice shall be accompanied by the "Agenda" and any other matter, so far as known, to be brought before such meeting.
- 4.3 The notice shall be delivered by electronic mail to each member so as to be received no later than five days prior to the scheduled Board meeting.
- 4.4 Lack of receipt of the notice shall not affect the validity of holding the meeting or any action taken thereat.
- 4.5 The notice calling a special meeting of the Board shall state the business to be considered at the special meeting and no business other than that stated in the notice shall be considered at such meeting except with the unanimous consent of the members present and voting.

5.0 Notifying the Public of Board Meetings

- 5.1 The Board shall give reasonable notice to the public of every of its meetings by posting in a publicly accessible location and by publishing on its website or any other print or electronic medium of mass communication:
- (a) the date, time and location of the meeting;
 - (b) a clear, comprehensive agenda of the items to be discussed at the meeting.

6.0 Meetings Open to the Public

- 6.1 The Board shall ensure that its meetings are open to the public except where a closed meeting is permitted by law. See Item 7.0 re Convening In-Camera (Closed) Meeting(s).
- 6.2 In accordance with Section 238 (3.1) of the *Municipal Act*, R.S.O., the Board shall ensure that members can participate electronically in a meeting which is open to the public. Any such member shall not be counted in determining whether or not a quorum of members is present at any point in time. Board members shall not be permitted to participate electronically in a meeting which is closed to the public. See Item 7.0 re Convening In-Camera (Closed) Meeting(s).
- 6.3 A member who is participating electronically in a meeting shall be able to vote on any matter that is before the Board, subject to restrictions contained elsewhere in this policy, and otherwise at law.

7.0 Convening In-Camera (Closed) Meeting(s)

- 7.1 Pre-requirements for in-camera sessions

Before holding a meeting or part of a meeting that is closed to the public, the Board shall state by resolution,

- (a) the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- (b) in the case of a meeting for education or training, the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection.

- 7.2 Criteria for in-camera meetings

In accordance with Section 239 (2) of the *Municipal Act*, R.S.O, as amended, a meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- (a) the security of the property held by the Middlesex-London Board of Health;

- (b) personal matters about an identifiable individual, including Board employees;
- (c) a proposed or pending acquisition of land by the Middlesex-London Board of Health;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Middlesex-London Health Unit;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a council, Board, committee or other body may hold a closed meeting under another Act.
- (h) Information explicitly supplied in confidence to the Middlesex-London Health Unit by Canada, a province or territory or a Crown agency of any of them;
- (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Middlesex-London Health Unit, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (j) a trade secret or scientific, technical, commercial, or financial information that belongs to the Middlesex-London Health Unit and has monetary value or potential monetary value; or
- (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on or by or on behalf of the Middlesex-London Health Unit.

7.3 Criteria for in-camera voting

A meeting shall not be closed to the public during the taking of a vote, except:

- (a) When item 7.2 permits or requires the meeting to be closed to the public; and/or
- (b) The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents or persons retained under contract of/with the Board.

7.4 In-camera record keeping requirements

The Board shall record without note or comment all resolutions, decisions and other proceedings at a meeting, whether it is closed to the public or not.

8.0 Preparation of the "Agenda"

- 8.1 The Secretary-Treasurer shall prepare for the use of members at the regular meetings the "Agenda" as follows:
 - (a) Call to Order and Declarations of Interest;
 - (b) Minutes of Previous Meeting;
 - (c) List of Items to be dealt with in open session including delegations;
 - (d) List of Items to be dealt with in-camera;
 - (e) Other Business from the Floor;
 - (f) Date of Next Meeting;
 - (g) Adjournment
- 8.2 For special meetings, the "Agenda" shall be prepared when and as the Chair may direct or, in default of such direction, as provided in the last preceding section so far as applicable.
- 8.3 The business of each meeting shall be taken up in the order in which it stands on the "Agenda", unless otherwise described by the Board.

9.0 Commencement of Meetings

- 9.1 As soon as there is a quorum after the hour fixed for the meeting, the Chair or Vice-Chair, or person appointed to act in their place and stead, shall take the chair and call the members to order.
- 9.2 If the person who ought to preside at any meeting does not attend by the time a quorum is present, the Secretary-Treasurer shall call the members to order and a presiding officer shall be appointed by the members present, to preside during the meeting or until the arrival of the person who ought to preside.
- 9.3 If there is no quorum within thirty minutes after the time appointed for the meeting, the meeting shall then adjourn until the next day of meeting unless the Board otherwise decides.
- 9.4 Upon any member directing the attention of the Chair, to the fact that a quorum is not present, the Secretary-Treasurer, at the request of the Chair, shall record the names of those members present and advise the Chair if a quorum is, or is not, present.

10.0 Rules of Debate and Conduct of Members of the Board

- 10.1 The Chair shall preside over the conduct of the meeting, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meetings, subject to an appeal by any member to the Board from any ruling of the Chair.
- 10.2 Each delegation will be allowed a maximum of 10 minutes, but a member of the Board may introduce a delegation in addition to the speaker or speakers. Normally, a delegation will not be heard on an item unless there is a report from staff on the item.
- 10.4 When a member finds it impossible to attend any meeting, the onus is upon the member to advise the Secretary-Treasurer prior to the holding of such meeting, and to advise of their wishes with respect to having an agenda item tabled.
- 10.5 If the Chair desires to leave the chair for the purpose of taking part in the debate or otherwise, the Chair shall call on the Vice-Chair or another member in their absence, or refusal to fill their place until they resume the chair.
- 10.6 Every member, previous to speaking to any question or motion, shall respectfully address the Chair.
- 10.7 When two or more members ask to speak, the Chair shall name the member who, in their opinion, first asked to speak.
- 10.8 A member may speak more than once on a question, but after speaking shall be placed at the foot of the list of members wishing to speak.
- 10.9 No member shall speak to the same question at any one time for longer than five minutes except upon motion that the Board therefore may grant an extensions of time for speaking of up to five minutes for each time extended.
- 10.10 Any member may request the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.
- 10.11 When a member desires to address the Board upon a matter that concerns the rights or privileges of the Board collectively or of themselves as a member thereof, they shall be permitted to raise such matter of privilege, and a matter of privilege shall take precedence over other matters.
- 10.12 When a member desires to call attention to a violation of the rules of procedure, they shall ask leave of the Chair to raise a point of order and after leave is granted, they shall state the point of order with a concise explanation and then not speak until the Chair has decided the point of order.
- 10.13 Unless a member immediately appeals to the Board the decision of the Chair shall be final.
- 10.14 If the decision is appealed, the Board shall decide the question without debate and its decision shall be final.

10.15 When the Chair calls a member to order, they shall immediately cease speaking until the point of order is dealt with and they shall not speak again without the permission of the Chair unless to appeal the ruling of the Chair.

11.0 Motions and Order of Putting Questions

11.1 Every motion shall be deemed to be in possession of the Board for debate after it is presented by the Chair, and seconded, but may, with permission of the Board, be withdrawn at any time before amendment or decision.

11.2 When a matter is under debate, no motion shall be received other than a motion:

- (a) to accept;
- (b) to recommend for approval;
- (c) to approve in principle;
- (d) to approve;
- (e) to ratify;
- (f) to adopt;
- (g) to amend;
- (h) * to table;
- (i) to refer;
- (j) to receive;
- (k) * to adjourn the meeting; or
- (l) * that the vote be now taken.

* these items are to be voted on without debate.

11.3 A motion to refer or table shall take precedence over any other amendment.

11.4 When a motion that the vote be now taken is presented, it shall be put to a vote without debate, and, if carried by a majority vote of the members present, the motion and any amendments thereto under discussion shall be submitted to a vote forthwith without further debate.

11.5 A motion relating to a matter not within the jurisdiction of the Board shall not be in order.

12.0 Voting

- 12.1 Only one amendment at a time can be presented to the main motion and only one amendment can be presented to an amendment, but when the amendment to the amendment has been disposed of, another may be introduced, and when an amendment has been decided, another may be introduced.
- 12.2 The amendment to the amendment, if any, shall be voted on first, then if no other amendment to the amendment is presented, the amendment shall be voted on next, then if no other amendment is introduced, the main motion, or if any amendment has carried, the main motion as amended, shall be put to a vote.
- 12.3 Nothing in this section shall prevent other proposed amendments being read for the information of the members.
- 12.4 When the question under consideration contains distinct propositions, upon the request of any member, the vote upon each proposition shall be taken separately.
- 12.5 After the Chair commences to take a vote, no member shall speak to or present another motion until the vote has been taken on such motion, amendment or subamendment.
- 12.6 Every member present at a meeting of the Board when a vote is taken on a matter shall vote thereon unless prohibited by statute; and, if any member present persists in refusing to vote, they shall be deemed as voting in the negative.
- 12.7 If a member disagrees with the announcement by the Chair of the result of any vote, they may object immediately to the Chair's declaration and require that the vote be retaken.
- 12.8 After any matter has been decided, any member may move for a reconsideration at the same meeting or may give notice of a motion for reconsideration of the matter for a subsequent meeting in the same year, but no discussion of the question that has been decided shall be allowed until the motion for reconsideration has carried, and no matter shall be reconsidered more than once in the same calendar year.

13.0 Minutes

- 13.1 Minutes shall be taken at all regular and special meetings by the Secretary-Treasurer or Designate.
- 13.2 The names of all Board members and Health Unit employees who attend the meeting shall be recorded.
- 13.3 All Board motions shall become effective immediately upon approval, unless otherwise stated. All approved and defeated motions shall be recorded.

- 13.4 There shall be a motion to approve the minutes or amended minutes of each Board meeting.
- 13.5 All Board of Health minutes shall be ratified by signature of the Board Chair and Secretary-Treasurer.

14.0 Adjournment

- 14.1 A motion to adjourn the Board Meeting or adjourn the debate shall be in order, except:
 - (a) when a member is in possession of the floor;
 - (b) when it has been decided that the vote be now taken;
 - (c) during the taking of the vote; no second motion to the same effect shall be made until after some intermediate proceedings shall have taken place.

15.0 Communications

- 15.1 Every communication intended to be presented to the Board must be written dated and signed.
- 15.2 Every such communication shall be delivered to the Secretary-Treasurer before the commencement of the meeting of the Board.

16.0 Proceedings on By-laws

- 16.1 Every by-law shall be introduced by a member upon motion for leave specifying the title of the by-law, and a by-law shall not be in form blank or incomplete.
- 16.2 Every by-law shall receive three readings at the Board of Health before being passed. The Board may by a majority vote provide for two or more readings at one meeting.
- 16.3 The procedure for approving a by-law or amendments to the by-laws is as follows:
 - (a) The motion "this by-law be now read for a first time" shall be decided without amendment or debate;
 - (b) The motion "this by-law be now read for a second time" with debate and decision that the adoption of the by-law follow thereafter;
 - (d) The motion "the by-law be now read for a third time" with resolution that the adoption of the by-law follow thereafter.
- 16.4 All amendments made at the Board of Health shall be reported by the Chair thereof to the Board which shall receive the same forthwith without debate.

- 16.5 The Secretary-Treasurer shall endorse on all by-laws read at the Board the dates of the several readings and of the passing thereof and shall be responsible for the correctness of such bills should they be amended.
- 16.6 Every by-law which has been passed by the Board shall be sealed with the seal of the Board, signed by the Chair of the Board or by the Chair of the meeting at which the by-law was passed and by the Secretary-Treasurer and deposited with the Secretary-Treasurer for custody.
- 16.7 All by-laws adopted by the Board shall be kept in a separate volume.

17.0 Secretary-Treasurer

- 17.1 It shall be the duty of the Secretary-Treasurer:
- (a) to attend or cause an assistant to attend all meetings of the Board;
 - (b) to keep or cause to be kept full and accurate minutes of the meetings of all the Board meetings, text of By-laws and Resolutions passed by it;
 - (d) to forward a copy of all resolutions, enactments and orders of the Board to those concerned in order to give effect to the same; and
 - (e) to forward all reports of the Board requiring City/County Council approval to the appropriate official so that the same may be considered by the Council at the next regular meeting.

18.0 Elections and Appointment of Committees

- 18.1 At the first meeting of each calendar year the Board shall elect by a majority vote a Chair, Vice- Chair, and Secretary-Treasurer for that year.
- 18.2 The Chair of the Board shall be selected for one year with a possible renewal of an additional year. The Chair shall rotate among the City, County and Provincial appointees.
- 18.3 The Vice-Chair and Secretary-Treasurer shall be elected for a one year term.
- 18.4 The Secretary-Treasurer function is customarily performed by the Medical Officer of Health / Chief Executive Officer.
- 18.5 At the first meeting of each calendar year, the Board shall appoint the representative or representatives required to be appointed annually at the first meeting by the Board to other Boards, bodies, or commissions where appropriate.
- 18.6 The Board may appoint committees from time to time to consider such matters as specified by the Board (e.g., Finance and Facilities, Governance, etc.).

19.0 Conduct of Business in Committees

- 19.1 The rules governing the proceedings of the Board shall be observed in the Committees insofar as applicable.
- 19.2 It shall be the duty of the Committee:
- (a) to report to the Board on all matters referred to them and to recommend such action as they deem necessary;
 - (b) to forward to the Board the minutes of meetings;
 - (c) to forward to the incoming Committee for the following year any matter indisposed of.

20.0 Corporate Seal

- 20.1 The corporate seal of the Board shall be in the form impressed hereon and shall be kept by the Medical Officer of Health / Chief Executive Officer or the Secretary-Treasurer of the Board.

21.0 Execution of Documents

- 21.1 The Board may at any time and from time to time direct the manner in which and the person or persons who may sign on behalf of the Board and affix the corporate seal to any particular contract, arrangements, conveyance, mortgage, obligation, or other document or any class of contracts, arrangements, by-law, conveyances, mortgages, obligations or documents.

22.0 Duties of Officers

- 22.1 The Chair of the Board shall:
- (a) preside at all meetings of the Board;
 - (b) represent the Board at public or official functions or designate another Board member to do so;
 - (c) be ex-officio a member of all Committees to which they have not been named a member;
 - (d) perform such other duties as may from time to time be determined by the Board.
- 22.2 The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such powers and duties, if any, as may be from time to time assigned by the Board.

23.0 Remuneration

- 23.1 Board of Health members shall receive equal, daily remuneration, as well as payment for any reasonable and actual expense incurred as a Member of the Board. However, the rate of the remuneration paid shall not exceed the highest rate of remuneration of a member of a standing committee of a municipality within the health unit. Where no remuneration is paid to members of such standing committees, the rate shall not exceed the rate fixed by the Minister and the Minister has power to fix the rate.
- 23.2 However, Board of Health members, other than the chair, who are a member of the council of a municipality and are paid annual remuneration or expenses, by the municipality will not receive any remuneration of expenses.

24.0 Board of Health Performance Assessment

- 24.1 Board of Health members shall conduct self-evaluations of the Board's governance practices and outcomes at least biannually.
- 24.2 The results of the self-evaluations shall be summarized by Health Unit staff and will translate into recommendations for improvements in the Board's effectiveness and engagement. This may be supplemented by evaluation(s) from key partners and/or stakeholders.
- 24.3 The self-evaluation process shall include a record of Board member attendance and consideration of whether:
- (a) Decision-making is based on access to appropriate information with sufficient time for deliberations;
 - (b) Compliance with all federal and provincial regulatory requirements is achieved;
 - (c) Any material notice of wrongdoing or irregularities is responded to in a timely manner;
 - (d) Reporting systems provide the Board with information that is timely and complete;
 - (e) Members remain abreast of major developments in governance and public health best practices, including emerging practices among peers; and
 - (f) The Board as a governing body is achieving its strategic outcomes.

25.0 Amendments

- 25.1 Any provision contained therein may be repealed, amended or varied, and additions may be made to this by-law by a majority vote.

First Reading – December 8, 2016
Second Reading – December 8, 2016
Third Reading – December 8, 2016

This By-law is to be in force and effect and to remain in force and effect until otherwise amended by enactment by the Board.

Executed in London, in the Province of Ontario, on this December 8, 2016.

Reviewed by:	Governance Committee
Approved by:	Board of Health
Date:	December 8, 2016
Signature:	 <hr/> <div style="display: flex; justify-content: space-between;">Mr. Jesse Helmer Chair, Board of HealthDr. Christopher Mackie Secretary-Treasurer</div>



MIDDLESEX-LONDON HEALTH UNIT

GOVERNANCE MANUAL

SECTION: Borrowing
Financial and Organizational
Accountability

POLICY NUMBER: G-205
PAGE: 1 of 2

IMPLEMENTATION:
SPONSOR: MOH / CEO
REVIEWED BY: Finance and Facilities
Committee

APPROVAL: Board of Health
SIGNATURE:
DATE:

PURPOSE

The purpose of this policy is to establish objectives for debt financing activities to meet infrastructure and operating requirements while meeting the objectives of the Board of Health and related statutory and contractual requirements.

POLICY

The Middlesex-London Health Unit (MLHU), pursuant to Section 56 (1) of the Health Promotion and Protection Act may enact by-laws and policies respecting banking and finance. In regards to borrowing, the Board of Health, after consultation with municipal councils, may borrow funds to meet infrastructure and operating requirements of the Health Unit.

The primary objectives of this policy are as follows:

1. Adherence to statutory requirements

The Board shall secure temporary or long-term borrowing for health unit purposes as described by the Health Protection & Promotion Act, and the Municipal Act, specifically Part XIII Debt and Investment and the applicable regulations thereunder.

2. Minimize long-term cost of financing

The Board shall ensure that the debt program uses a systematic approach that minimizes the impact of debt servicing costs on the operating budget.

- a. The Board shall strive to maintain a strong credit rating to assist in securing a favourable cost of borrowing.
- b. The two obligated municipalities shall be consulted and considered for access to their capital markets.
- c. The term of long-term financing shall not extend beyond the lifetime of the capital work for which the debt was incurred and shall not exceed 40 years in accordance to Section 408 (3) of the Municipal Act.
- d. The Health Unit shall monitor debt servicing costs and annual repayment limits and shall utilize benchmarks, measures, indicators, ratios and limits as determined relevant and appropriate by the Secretary-Treasurer or designate to monitor debt levels and servicing costs.

MIDDLESEX-LONDON HEALTH UNIT

GOVERNANCE MANUAL

SUBJECT: Borrowing
SECTION: Financial and Organizational
Accountability

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PROCEDURE

The Board Chair of the Board of Health and Secretary-Treasurer, following a majority vote of the Board of Health, are authorized on behalf of the Board to borrow, from time to time, by way of promissory note, or other suitable debt instrument from a registered chartered bank, trust company or credit union to meet Health Unit expenditures. The Board may delegate the Secretary-Treasurer to exercise this power on the behalf of the Board in such manner as the Board may determine by Board resolution. The Secretary-Treasurer or designate shall have the authority to implement the debt program and establish procedures consistent with this policy.

While the Board of Health has the authority to borrow, approval either through lease or purchase to acquire and hold real property for the purpose of carrying out the functions of the Health Unit, approval must first be obtained by the two obligated municipalities served by the Board.

APPLICABLE LEGISLATION

Health Protection and Promotion Act, R.S.O. 1990, c. H.7
Municipal Act, 2001, S.O. 2001, c. 25

RELATED POLICIES

G-B20 By-law #2 Banking and Finance



MIDDLESEX-LONDON HEALTH UNIT

GOVERNANCE MANUAL

Standing and Ad Hoc
Committees
SECTION: Board Effectiveness

POLICY NUMBER: G-290

PAGE: 1 of 3

IMPLEMENTATION : March 16, 2017

APPROVAL: Board of Health

SPONSOR: MOH / CEO
REVIEWED BY: Governance Committee

SIGNATURE:
DATE: March 16, 2017

PURPOSE

Standing and ad hoc committees are organized to assist the Board of Health in doing its work efficiently and effectively. These committees operate as a component of the collective body and are authorized by and report to the larger Board of Health. The Board committee's benefit from the skills and expertise of Board members.

POLICY

Standing and ad hoc committees must be authorized by the Board of Health and serve a specific purpose that is outlined in a Terms of Reference and where applicable a Reporting Calendar.

PROCEDURE

Establishment and Appointment to Committees

The Board may establish committees to consider such matters as specified by the Board (e.g. Human Resources, Planning, etc.) At the first meeting of each calendar year, the Board shall appoint Board members to the standing and any ad hoc committee of the Board of Health along with chairs for each committee.

It is recommended that all members of the Board of Health serve on at least one Board committee with the Board Chair being and ex-officio voting member of each Board Committee. Each standing committee shall include at least 5 members.

The role of each Board committee is to oversee specific activities of the organization as well as activities of the Board. Each Board committee has a set of responsibilities that ensures that the Board can stay focused on matters of strategic importance. The composition and activities of each Board committee are outlined in the respective Terms of Reference.

Standing Committee

Standing Committees are constituted every year of when the need arises to work on a continuous basis. Standing Committees of the Board of Health include:

MIDDLESEX-LONDON HEALTH UNIT

GOVERNANCE MANUAL

SUBJECT: Standing and Ad Hoc
Committees

POLICY NUMBER:

G-290

SECTION: Board Effectiveness

PAGE:

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<ul style="list-style-type: none">• Governance Committee	<ul style="list-style-type: none">• Terms of Reference (Appendix A)• Reporting Calendar (Appendix B)
<ul style="list-style-type: none">• Finance and Facilities Committee	<ul style="list-style-type: none">• Terms of Reference (Appendix C)• Reporting Calendar (Appendix D)

Ad Hoc Committees

Ad Hoc committees are created at the approval of the Board. Membership must include Municipal, County and Provincial representation and be determined based on the specific purpose of the committee, notwithstanding any other standing committee that Board members may be a part of.

Ad hoc committees are temporary and created for a specific task. Once that task is completed, the ad hoc committees cease to exist. Examples of an ad hoc committee include the Medical Officer of Health / Chief Executive Officer Performance Appraisal Committee.

Conduct of Business in Committees

The rules governing the proceedings of the Board shall be observed in the Committees insofar as applicable.

It shall be the duty of the Committee:

- a) To report to the Board on all matters referred to them and to recommend such action as they deem necessary;
- b) To forward to the Board the minutes of meetings; and
- c) To forward to the incoming Committee for the following year any matter indisposed of.

APPLICABLE LEGISLATION

Health Protection and Promotion Act, R.S.O. 1990, c. H.7
Municipal Act, 2001, S.O. 2001, c. 25

MIDDLESEX-LONDON HEALTH UNIT

GOVERNANCE MANUAL

SUBJECT: Standing and Ad Hoc
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RELATED POLICIES

By-law #3 Proceedings of the Board of Health

Policy G-270 Roles and Responsibilities of Individual Board Members

REVISION DATES (* = major revision): **September 2018**

GOVERNANCE COMMITTEE

PURPOSE

The committee serves to provide an advisory and monitoring role. The committee's role is to assist and advise the Board of Health, the Medical Officer of Health / Chief Executive Officer (MOH / CEO), and the Director, Healthy Organization 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, Healthy Organization and the MOH / CEO, will make reports to the Board of Health as a whole following each of the meetings of the Governance Committee.

MEMBERSHIP

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

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

Staff support includes:

- Director, Healthy Organization;
- Executive Assistant to the Board of Health and Communications or the Executive Assistant to the Medical Officer of Health depending on availability; and
- Manager, Strategic Projects.

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 at the first meeting of the year to serve for a one or two-year term. 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.

GOVERNANCE COMMITTEE

DUTIES

The Committee will seek the assistance of and consult with the MOH / CEO and the Director, Healthy Organization for the purposes of making recommendations to the Board of Health on the following matters:

1. Assist with the recruitment of suitable Board members.
2. Oversee Board member succession planning and make recommendations regarding recruitment of new Board members.
3. Provide advice regarding orientation and training of Board members.
4. Direct and oversee the assessment of the Board and Board committees and make recommendations to the Board regarding ways in which governance performance and contributions can be enhanced.
5. Oversee performance indicators that are reported to the Board and provide advice regarding the biennial Board retreat.
6. Compliance with the Board of Health Code of Conduct.
7. Performance evaluation of the MOH / CEO.
8. Governance policy and by-law review and development.
9. Compliance with the Organizational Standards.
10. Strategic Planning.
11. Review and make recommendations on the direction of the Privacy program.
12. Review and make recommendations on the direction of the Risk Management program.
13. Advise the Board on implications of significant developments in privacy legislation.
14. Review the annual privacy report.
15. Oversee the principles of the recruitment/retention strategy for employees.
16. Provide oversight related to occupational health and safety.

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, Healthy Organization 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.

GOVERNANCE COMMITTEE

Implementation Date: June 20, 2013

Revision Date: April 21, 2016

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

Board of Health Orientation and Development

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

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

Performance Evaluations

Medical Officer of Health & Chief Executive Officer Performance Appraisal

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

Board of Health Self-Assessment

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

Terms of Reference Review

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

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

Board of Health By-laws, Policies and Procedures Review and Development

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

The Ontario Public Health Organizational Standards address by-laws that must be in place for Board operation as well as suggestions for additional policies

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

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

Accountability

Compliance with Ontario Public Health Standards

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

Compliance with the Ontario Public Health Organizational Standards

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

Provincial Accountability Framework (PHFAA)

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

Public Health Unit Audits

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

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

Strategic Planning

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

Accreditation and Quality

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

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

Risk Management and Assessment

Risk Management Planning

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

Board of Health Liability

A report commissioned by aPHa and its legal counsel that outlines the legal obligations that the Board of Health members have to the Public Health Unit and the community. It is recommended that if the Board of Health has not already done so that a standing item on the Board's reporting calendar be the receipt of a report from the Medical Officer of Health on the status of compliance with required obligations under the HPPA. This links with accountability role that the Board of Health is responsible for.

Privacy and Confidentiality

Privacy Program and Reporting

The Board of Health should ensure there is a strategy to monitor compliance with governance and accountability requirements outlined with the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) and the Personal Health Information Protection Act (PHIPA) with respect to Confidentiality and Security of Personal Information and/or Personal Health Information. The Board of Health shall be informed of all significant privacy breaches that require mandatory notification to the Information Privacy Commission of Ontario, a regulatory college within the meaning of the Regulated Health Professionals Act or the Canadian Institute of Public Health Inspectors, a police service or the media.

FINANCE & FACILITIES COMMITTEE

PURPOSE

The committee serves to provide an advisory and monitoring role. The committee's role is to assist and advise the Board of Health, the Medical Officer of Health /Chief Executive Officer (MOH / CEO), and the 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 Director, Healthy Organization, the Manager, 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 non-voting member.

Staff support includes:

- Director, Healthy Organization;
- Manager, Finance; and
- 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 at the first meeting of the year to serve for a one or two-year term. 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, the Director, Healthy Organization and the Manager, 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.
9. Review governance-related financial policies.
10. Enquire into the financial risks faced by the organization, and the appropriateness of related controls to minimize their potential impact.

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 Director, Healthy Organization, Manager, 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.

Finance & Facilities Committee	
Reporting Calendar	
<p style="text-align: center;">Q1 (Jan 1 to Mar 31)</p> <ul style="list-style-type: none"> • Q4 Financial and Factual Certificate Update • Review and Approve Annual Reporting Calendar • Review and Recommend Board of Health Budget • Public Sector Salary Disclosure • Review Funding & Service Level Agreements • 50 King St. Lease Update 	<p style="text-align: center;">Q2 (Apr 1 to Jun 30)</p> <ul style="list-style-type: none"> • Q1 Financial and Factual Certificate Update • Visa and Accounts Payable Update • Review and Recommend - Audited Financial Statements for MLHU • Recommend Budget Parameters & Planning Assumptions • Recommend Guidelines for Municipal Budget Targets • Review and Recommend Board of Health Remuneration • Strathroy Office Lease Update • Organizational Structure and Location Update • Living Wage Initiative Update
<p style="text-align: center;">Q3 (Jul 1 to Sep 30)</p> <ul style="list-style-type: none"> • Q2 Financial and Factual Certificate Update • Review and Recommend – Audited Financial Statements for April 1 to March 31 Programs • Review and Recommend Program Budgeting Marginal Analysis (PBMA) Process, Criteria and Weighting • Queens St. Lease Update 	<p style="text-align: center;">Q4 – (Oct 1 to Dec 31)</p> <ul style="list-style-type: none"> • Q3 Financial and Factual Certificate Update • Review and Recommend PBMA Proposed Resource Reallocation • Review Insurance Policies • Initiate Terms of Reference Review (biannually)

The items on the reporting calendar are organized around the requirements to uphold public accountability over the use of resources, to manage the budget process efficiently, to communicate and report on the status of the budget, monitoring of facilities, risk management and administration and to align the budget to the strategic priorities of the Board of Health.

Accountability

Audited Financial Statements Review

The preparation of the financial statements is the responsibility of the Health Unit's management and is prepared in compliance with legislation and in accordance with Canadian public sector accounting standards. The Finance & Facilities Committee meets with management and the external auditors to review the financial statements and discuss any significant financial reporting or internal control matters prior to their approval of the financial statements.

It is a requirement of the Board of Health is to provide audited financial reports to various funding agencies for programs that are funded from April 1st – March 31st each year. The purpose of this audited report is to provide the agencies with assurance that the funds were expended for the intended purpose. The agencies use this information for confirmation and as a part of their settlement process.

These programs are also reported in the main audited financial statements of the Middlesex-London Health Unit which was approved by the Board of Health in June, however this report includes program revenues and expenditures of these programs during the period of January 1st to December 31st, which does not coincide with the reporting requirements of the funding agencies. Therefore, a separate audited statement is required.

Board of Health Remuneration

Section 49 of the Health Protection & Promotion Act (HPPA) speaks to the composition, term, and remuneration of Board of Health members. Subsections (4), (5), (6), & (11) relate specifically to remuneration and expenses. This is to be reviewed by the Finance & Facilities Committee who makes recommendations to the Board of Health each year.

Public Sector Salary Disclosure

The Public Sector Salary Disclosure Act, 1996 makes Ontario's public sector more open and accountable to taxpayers. The act requires organizations that receive public funding from the Province of Ontario to disclose annually the names, positions, salaries and total taxable benefits of employees paid \$100,000 or more in a calendar year.

The main requirement for organizations covered by the act is to make their disclosure or if applicable to make their statement of no employee salaries to disclose available to the public by March 31st each year. Organizations covered by the act are also required to send their disclosure or statement to their funding ministry or ministries by the fifth business day of March.

Funding & Service Level Agreements

The Middlesex-London Health Unit receives grant funding, both one-time and ongoing from a variety of different sources. It is incumbent upon the Finance & Facilities Committee to annually, or as deemed necessary, review all service level and funding agreements.

Budget Process

Board of Health Budget Cycle

The Board of Health budget cycle consists of a defined set of tools and key deliverable dates that the management of the Middlesex-London Health Unit are accountable to meet. The budget cycle intends to align planning processes with resource allocation and facilitate meeting the needs of the programs and services.

Budget Parameters & Planning Assumptions

Developing high level planning parameters is an integral part of any budget process. They help guide and inform planning and resource allocation decisions. Ideally the parameters should be linked to the organization's strategic direction, key budget planning assumptions and take into consideration municipal and provincial outlooks.

Strategic and financial targets can also be considered during the Budget Parameters & Planning Assumptions deliberations at the Finance & Facilities Committee.

Guidelines for Municipal Budgets

While the Municipal funders can set targets for the Board, the final decision regarding budget requirements rests with the Board of Health. It is therefore essential that the Board of Health determine its approach to the development of the budget and provide the Municipalities of intended changes to the budget.

Reserve and Reserve Funds

The Board of Health maintains the following Reserve and Reserve Funds: Funding Stabilization Reserve, Dental Treatment Reserve Fund, Sick Leave Reserve Fund, Environmental Reserve – Septic Tank Inspections, Technology & Infrastructure Reserve Fund, and Employment Cost Reserve Fund.

Planned contributions and drawdowns to the reserves or reserve funds will be included in the annual operating budget approved by the Board of Health. Any unplanned drawdowns will be approved by resolution of the Board of Health. Each year a report is provided to the obligated municipalities outlining the transactions of the reserve and reserve funds.

Program Budgeting Marginal Analysis

Program Budgeting Marginal Analysis (PBMA) is a criteria-based budgeting process that facilitates reallocation of resources based on maximizing service. This is done through the transparent application of pre-defined criteria and decision-making processes to prioritize where proposed funding investments and disinvestments are made.

Board of Health Budget

The Board of Health Budget is presented to the Finance & Facilities Committee through the use of Program Budget Templates which integrates: (A) A summary of the team program, (B) Applicable health standards, legislation or regulations, (C) Components of the team program,

(D) Performance/service level measures, (E) Staffing costs, (F) Expenditures, (G) Funding Sources, (H) Key highlights planned, (I) Pressures and challenges, and (J) Recommended enhancements, reductions and efficiencies.

Communications

Quarterly Financial Updates

Health Unit staff provide financial analysis for each quarter and report the actual and projected budget variance as well as any budget adjustments, or noteworthy items that have arisen since the previous financial update that could impact the Middlesex-London Health Unit budget.

Visa & Accounts Payable Updates

In accordance with Section 5.17 of the Procurement Policy, the Associate Director of Finance is to report annually the suppliers who have invoiced a cumulative total value of \$100,000 or more in a calendar year.

The Finance & Facilities Committee also requested to report annually a summary of purchases made with corporate purchase cards.

Facilities, Risk Management & Administration

Factual Certificate

Health Unit Management completes a factual certificate to increase oversight in key areas of financial and risk management. The certificate process ensures that the Committee has done its due diligence. The certificate is reviewed on a quarterly basis alongside financial updates.

Physical Asset and Facilities Monitoring

The Finance & Facilities Committee is responsible for monitoring the Middlesex-London Health Unit's physical assets and facilities. This entails a review of space needs, property leases and acquisitions.

Policy Development & Review

By-laws and policies represent the general principles that set the direction, limitations and accountability frameworks for the Middlesex-London Health Unit. The Finance & Facilities Committee is responsible for reviewing the governance and administration policies relating to the financial management of the organization, including but not limited to, procurement, investments, and signing authority.

These requirements are outlined by the Ontario Public Health Organizational Standards and should be reviewed by the Finance & Facilities Committee at least biannually.

The Senior Leadership Team may also make recommendations for additional finance by-laws, policies or revisions should the need arise.

Insurance Coverage Review

The Finance & Facilities Committee is responsible for an annual review of the types and amounts of insurance carried by the Health Unit. Staff are responsible for preparing a review of the insurance needs of the Health Unit and providing recommendation to the Finance & Facilities Committee in regards to the level and types of insurance the Middlesex-London Health Unit should purchase.

Other

Benefits Provider Review

Group insurance for the Middlesex-London Health Unit is reviewed at the completion of a service agreement. Staff are responsible for preparing a review of the needs of the Health Unit following appropriate market analysis and providing recommendation to the Finance & Facilities Committee.

Review Terms of Reference

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

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

Living Wage Certification Update

The Middlesex-London Health Unit is in the process of becoming a Living Wage Employer. Experience elsewhere indicates that the business impacts would include reduced employee turnover, increased job satisfaction and loyalty, and increased performance. This would also establish the Health Unit as a leader in this area, and enhance the Health Unit's ability to influence others to take on Living Wage policies.

SUBJECT: Whistleblowing
SECTION: Board Effectiveness

POLICY NUMBER: G-340
PAGE: 1 of 4

IMPLEMENTATION:
SPONSOR: MOH / CEO
REVIEWED BY: Governance Committee

APPROVAL: Board of Health
SIGNATURE:
DATE:

PURPOSE

The purpose of this policy is to encourage and enable the reporting of alleged or potential wrongdoing and violations of Middlesex-London Health Unit (MLHU) policies related to ethical behaviour or business conduct, without fear of reprisal.

All Board of Health members, employees, professional staff, volunteers, students/learners, independent and external contract workers, and all Individuals who represent the Board of Health are bound by this policy. For the purposes of this policy, everyone included in the scope of this policy will be referred to as “Individuals”.

Alleged or potential wrongdoing related to ethical behaviour or business conduct may include:

- Questionable financial, accounting controls, audit practices or potential violations of law.
- Quality of care, including abuse of clients.
- Environmental issues, including failure to comply with legislation or policies concerning dangerous goods or hazardous substances.
- Violations of behavior and conduct policies, conflicts of interest or other human resources policies and legislation.
- Breach of contract and negligence or failure to comply with legislation including criminal offences.

The policy provides principles, rules and ethical standards to guide MLHU employees and representatives (hereafter referred to as individuals) when conducting business and fulfilling responsibilities in order to comply with all applicable laws and regulations.

Individuals may report violations of this policy on a confidential basis in accordance with the processes below. This policy is in effect during working hours and at MLHU work-related functions, on or off the premises.

POLICY

Implementation of this policy will be guided by the following principles:

- All policies support and embody the MLHU’s core values.
- MLHU maintains high standards of business and ethical conduct and applies these standards to all matters of business.
- All complaints will be dealt with promptly, be fully reviewed and/or investigated as appropriate, in a fair and equitable manner, ensuring a respectful process is followed for those involved.
- There will be no reprisals against anyone reporting in good faith under this policy.
- Confidentiality will be protected to the maximum extent possible.

SUBJECT: Whistleblowing
SECTION: Board Effectiveness

POLICY NUMBER:
PAGE:

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Duty to Report

It is the responsibility of all individuals to comply with MLHU policies and applicable laws and regulations. Individuals shall report violations or suspected violations in accordance with this Whistleblowing Policy. All information is kept confidential, but anonymity is not guaranteed.

Confidentiality

Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The Board of Health will not tolerate any attempts made to identify an individual who reports in good faith on a confidential or anonymous basis.

No Reprisals

Individuals reporting in good faith under this policy will not suffer harassment, retaliation or adverse employment consequences (for example, demotion, denial of promotion or compensation) even if after the investigation has been completed, and the allegations are not substantiated.

Individuals who experience any form of retaliation before or after submitting a report should immediately inform their manager, or anyone in management with whom they are comfortable approaching.

An individual who retaliates against another individual for reporting in good faith will be subject to discipline, which may include termination or removal.

Failure to report a violation may lead to disciplinary action.

Acting in Good Faith

In making a report, an individual must be acting in good faith with reasonable grounds for believing there is alleged or potential wrongdoing, a breach of the standards of behavior or questionable financial or business practices. An individual who makes an unsubstantiated report, which is knowingly false or made with malicious intent, will be subject to discipline, up to and including termination or removal.

PROCEDURE

REPORTING COMPLAINTS

Individuals should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's manager is in the best position to address an area of concern. However, if an employee is not comfortable speaking with their manager, or if the employee is not satisfied with the manager's response, they are encouraged to speak with anyone in management with whom they are comfortable approaching.

SUBJECT: Whistleblowing
SECTION: Board Effectiveness

POLICY NUMBER:
PAGE:

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Managers/Directors are required to report suspected violations to the MOH/CEO or designate unless the complaint is pertaining to the MOH/CEO or the manager/director is uncomfortable approaching the MOH/CEO regarding the suspected violation. If these instances arise the suspected violation should be reported to the Chair of the Board of Health. The MOH/CEO has specific and exclusive responsibility to ensure all reported violations are investigated. The MOH/CEO shall advise the Board Chair and members of the Board of Health of a suspected violation as outlined below.

If an individual has a complaint pertaining to the MOH/CEO or a Board member, the complaint will be sent to the Board Chair who shall consult with the other Board members on investigation and appropriate action.

If an individual has a complaint pertaining to the Board Chair, it will be sent to the Vice-Chair of the Board of Health who shall consult with the other Board Members on investigation and appropriate action.

MLHU is responsible to acknowledge receipt of a reported violation or suspected violation within fifteen (15) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by an investigation.

Respondents will be advised of a complaint against them and be given an opportunity to respond. The actions that may be taken to address a violation will depend on the particular circumstances, and consequences may include, but are not limited to, discipline up to and including termination or the withdrawal of professional privileges.

INVESTIGATION OF COMPLAINTS

Investigations are based on the following principles:

- The investigation will be carried out fairly and without bias.
- Those involved in the investigation will be independent of both the person who made the report and any persons under investigation. This means they should not either be reporting to, or supervising, any such persons.
- Disclosure of information will be limited to those who need to be involved in order to carry out the investigation.
- The person who is the subject of the report is entitled to know the substance of the allegation(s) and have an opportunity to respond.
- Investigations will be conducted in a timely manner.
- The Board of Health expects individuals to cooperate during any investigation.

The Board of Health and the MOH/CEO may delegate responsibility internally or to external counsel to investigate specific matters relating to employees. External investigations are required for complaints involving the MOH/CEO, the Board Chair or Board members to avoid potential conflicts.

Complaints may also be referred to the appropriate law enforcement or regulatory authorities as appropriate.

SUBJECT: Whistleblowing
SECTION: Board Effectiveness

POLICY NUMBER:
PAGE:

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WHISTLEBLOWING FILES

Complaint and investigation files must be kept separate from employee files and stored in a secure location with access limited to those responsible for conducting the investigation. No record of a complaint will be kept in any employee file unless improper conduct is found that results in disciplinary action. In that case, the outcome of the investigation will be reflected in the file of the disciplined employee.

REPORTING TO THE BOARD

The Board of Health will receive an annual report from the MOH/CEO related to whistleblowing. The report will provide an overview of the number of complaints received, the nature of the complaints, the number of complaints substantiated or resolved and a general description of how they were resolved. It will also identify any trends or risk issues to be addressed by the Board of Health and/or the MLHU. Reports will not contain information that could identify the individuals involved.

Specific Whistleblowing Complaints

The MOH/CEO will report to the Board on specific whistleblowing incidents as required.

The following criteria provide guidance to the MOH/CEO as to whether the Board should be advised of a specific whistleblowing incident:

- Poses a reputational risk to the organization.
- It is likely to be made public.
- Outside authorities need to be advised.
- Law suit is likely.
- Significant breach of organizational values.
- At the MOH/CEO's discretion based on the severity or nature of the complaint.

APPLICABLE LEGISLATION

Health Protection and Promotion Act, R.S.O. 1990, c. H.7
Municipal Act, 2001, S.O. 2001, c. 25

RELATED POLICIES

G-260 – Governance Principles and Board Accountability

REVISION DATES (* = major revision):

GOVERNANCE MANUAL

SUBJECT: Local Health Integration
Network Relationships

POLICY NUMBER: **G-395**

SECTION: Board Effectiveness

PAGE: 1 of 1

IMPLEMENTATION:

APPROVAL: Board of Health

SPONSOR: MOH / CEO

SIGNATURE:

REVIEWED BY: Governance Committee

DATE:

POLICY

The Patients First Act calls for formal linkages between the Local Health Integrations Networks (LHINs) and Boards of Health. Through the Ontario Public Health Standards there is a requirement to engage in population health assessment and integrated planning which constitutes part of the Accountability Agreement between the Board of Health and the Minister of Health and Long-Term Care.

The Middlesex-London Health Unit Board of Health will work with the South West LHIN in health policy matters particularly with regard to population health assessment and integrated health planning.

The Medical Officer of Health/Chief Executive Officer (MOH/CEO) will work with the Chief Executive Officer of the LHIN to develop the plan and objectives and report to the Board on a regular basis on progress of the Plan.

APPLICABLE LEGISLATION

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

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

Patients First Act

RELATED POLICIES

G-260 – Governance Principles and Board Accountability

G-360 – Removal and Resignation of Board Members

G-370 Board of Health Orientation and Development

G-380 – Conflicts of Interest and Declaration

REVISION DATES (* = major revision):