

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

Microsoft Teams  
Thursday, April 18, 2024 at 6 p.m.

**1. ELECTION OF CHAIR, GOVERNANCE COMMITTEE**

**2. DISCLOSURE OF CONFLICTS OF INTEREST**

**3. APPROVAL OF AGENDA – April 18, 2024**

**4. APPROVAL OF MINUTES – November 16, 2023**

**5. NEW BUSINESS**

5.1. 2024 Governance Committee Terms of Reference (Report No. 01-24GC)

5.2. Governance Policy Review – April 2024 (Report No. 02-24GC)

**6. OTHER BUSINESS**

The next meeting of the Governance Committee will be on Thursday, October 17, 2024 at 6 p.m.

**7. ADJOURNMENT**



**PUBLIC SESSION – MINUTES**  
**MIDDLESEX-LONDON BOARD OF HEALTH**  
**GOVERNANCE COMMITTEE**

Thursday, November 16, 2023 at 6 p.m.  
MLHU Board Room – CitiPlaza  
355 Wellington Street  
London, ON

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**MEMBERS PRESENT:** Michelle Smibert (Chair)  
Matthew Newton-Reid  
Michael Steele  
Aina DeViet  
Emily Williams, Chief Executive Officer (ex-officio)  
Dr. Alexander Summers, Medical Officer of Health (ex-officio)

**REGRETS:** Tino Kasi

**OTHERS PRESENT:** Stephanie Egelton, Executive Assistant to the Board of Health (recorder)  
Sarah Maaten, Director, Public Health Foundations  
Marc Resendes, Acting Manager, Strategy, Planning and Performance  
Dr. Joanne Kearon, Associate Medical Officer of Health  
Howard Shears, Board Member

At 6 p.m., Committee Chair Michelle Smibert called the meeting to order.

Chair Michelle Smibert welcomed new Board Member, Howard Shears for attending the Governance Committee.

**DISCLOSURES OF CONFLICT OF INTEREST**

Chair Smibert inquired if there were any disclosures of conflict of interest. None were declared.

**APPROVAL OF AGENDA**

It was moved by **M. Steele, seconded by A. DeViet**, that the **AGENDA** for the November 16, 2023 Governance Committee meeting be approved.

Carried

**APPROVAL OF MINUTES**

It was moved by **M. Newton-Reid, seconded by A. DeViet**, that the **MINUTES** of the September 21, 2023 Governance Committee meeting be approved.

Carried

## **NEW BUSINESS**

### **2023 Board of Health Member Self-Assessment Summary (Report No. 12-23GC)**

Emily Williams, Chief Executive Officer provided the Committee with a summary of the 2023 Board of Health Member Self-Assessment. It was noted there was a good response rate to the survey that was sent to all members of the Board of Health, which will assist in providing strategic direction. The Board noted that updated policies influenced good governance, and there were a few opportunities such as enhanced education for Board Members, and improved visibility of key partners to the Board (such as potentially having delegations of community partners attend the Board of Health in the new year).

Committee Member/Board Chair Matt Newton-Reid noted that he was provided with feedback from the survey in his role as Chair, and that he appreciated the feedback that was provided.

It was moved by **M. Steele, seconded by A. DeViet**, *that the Governance Committee recommend to the Board of Health receive Report No. 12-23GC re: "2023 Board of Health Self-Assessment Results" for information.*

Carried

### **Governance Policy Review – Final Review of 2023 (Report No. 13-23GC)**

E. Williams provided information on the final Governance Policy Review of 2023.

There were three (3) policies included as Appendix B that have been reviewed by the Governance Committee and prepared for approval by the Board of Health:

- G-280 Board Size and Composition
- G-300 Board of Health Self-Assessment
- G-350 Nominations and Appointments to the Board of Health

E. Williams noted that Committee members provided feedback on Governance Policy G-280 Board Size and Composition, inquiring if the term of a Board Chair could be increased to four (4) years. Staff suggested to leave the term of Board Chair to one (1) year, with consecutive terms for the individual to be at the Board's discretion each year. E. Williams added that there are members of the Board of Health who do not have a traditional municipal term of four (4) years on an appointed Board, such as the Board's provincially appointed members.

Committee Member/Board Chair M. Newton-Reid noted that a 1-year term for Chair and Vice-Chair is standard with committees and boards and is supportive for this wording in the policy to remain.

It was moved by **M. Newton-Reid, seconded by M. Steele**, *that the Governance Committee recommend to the Board of Health to:*

- 1) *Receive Report No. 13-23GC re: "Governance Policy Review" for information; and*
- 2) *Approve the governance policies as amended in Appendix B.*

Carried

### **Quarterly Risk Register Update – Q3 2023 (Report No. 14-23GC)**

E. Williams provided an update on the Q3 Risk Registry. It was noted that there are ten (10) risks for Q3: five (5) classified as minor risk, four (4) classified as moderate risk, and one (1) classified as significant risk. There is also a new risk for Q3 in the technology category. This new risk is regarding the lack of multi-factor authentication for Ceridian Dayforce, the organization's Human Resources Information System (HRIS). The Information Technology team is exploring options with the vendor to introduce MFA and mitigate this risk. The residual risk listed is regarding ongoing discussion of voluntary mergers of local public health units at the provincial level.

It was moved by **M. Newton-Reid, seconded by A. DeViet**, *that the Governance Committee recommend to the Board of Health to:*

- 1) Receive Report No. 14-23GC re: "MLHU Q3 2023 Risk Register" for information; and*
- 2) Approve the Q3 2023 Risk Register (Appendix A).*

Carried

### **2023-24 Provisional Plan Q3 Status Update (Report No. 15-23GC)**

Sarah Maaten, Director, Public Health Foundations noted that the Committee is seeing the first report of the new Provisional Plan and the new concise reporting format. S. Maaten introduced Marc Resendes, Acting Manager, Strategy, Planning and Performance to go further into detail on the Q3 Provisional Plan status update.

M. Resendes explained that the status report for the Provisional Plan will be categorized into red, yellow and green status labels for strategic initiatives, along with the tactics and activities associated with each initiative. The majority of the strategic initiatives are progressing as planned (green).

Dr. Alexander Summers, Medical Officer of Health added that the 2023-2024 Provisional Plan reflects an opportunity for the Health Unit to strengthen foundations of the agency with S. Maaten and M. Resendes' leadership. Dr. Summers added that some initiatives may be on the backburner with restructuring, but this is appropriate and expected.

Committee Member/Board Chair M. Newton-Reid noted that there are 11 out of 15 initiatives that are on track and inquired if there are concerns regarding the 4 "grey" labeled items. M. Newton-Reid further recognized appreciation that there are no initiatives labeled as "yellow" or "red".

S. Maaten noted that the grey label is signifying sequencing of a strategic initiative for the rest of the year of when the initiative can start. The Joy in Work initiative is paused because of the current restructuring climate. E. Williams added that the Joy in Work initiative is part of the recovery strategy with the expansion of the framework beyond the leadership team to the staff level.

It was moved by **M. Newton-Reid, seconded by M. Steele**, *that the Governance Committee recommend to the Board of Health to receive Report No. 15-23GC, re: "2023-24 Provisional Plan Q3 Status Update" for information.*

Carried

### **ADJOURNMENT**

At **6:13 p.m.**, it was moved by **M. Steele, seconded by M. Newton-Reid**, *that the meeting be adjourned.*

Carried

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**MICHELLE SMIBERT**  
Committee Chair

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**EMILY WILLIAMS**  
Secretary

**MIDDLESEX-LONDON BOARD OF HEALTH**

**REPORT NO. 01-24GC**

**TO:** Chair and Members of the Governance Committee  
**FROM:** Emily Williams, Secretary  
**DATE:** 2024 April 18

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**2024 GOVERNANCE COMMITTEE TERMS OF REFERENCE**

**Recommendation**

*It is recommended that the Governance Committee recommend to the Board of Health to receive Report No. 01-24GC re: “2024 Governance Committee Terms of Reference” for information.*

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**Report Highlights**

- The 2024 Board of Health reporting calendar, including the Governance Committee meetings, was approved at the January 18, 2024 Board of Health meeting ([Report No. 02-24](#)).
- Governance Committee Meetings are now biannually and starting at 6 p.m. before the regularly scheduled Board of Health meetings.
- The Terms of Reference for the Committee is affixed as [Appendix B](#). It is noted that there is one minor housekeeping change for the Committee’s consideration in the Governance Policy Review ([Report No. 02-24GC](#)) to change a previous manager title.

**Governance Reporting Calendar for 2024**

The governance section of the 2024 Board of Health Reporting Calendar provides a prudent and effective means of assessing reporting requirements, ensuring compliance with relevant statutes, and initiating a proactive approach to Board of Health accountability and performance. The Reporting Calendar is an account of the planned activities required of the Committee and Board. The reporting calendar was approved by the Board of Health at the January 18, 2024 Board of Health meeting ([Report No. 02-24](#)).

The items on the Reporting Calendar are organized around the requirements for the Governance Committee to provide administration and risk management of matters related to Board membership and recruitment, Board self-evaluation, and governance policy.

The approved reporting calendar is affixed as [Appendix A](#).

### Governance Committee Terms of Reference for 2024

At the December 14, 2023 Board of Health meeting ([Report No. 85-23](#)), the Board of Health approved the change of Committee meeting cadences, which amended the Terms of Reference for the Governance Committee. The Governance Committee will now meet biannually in April and October at 6 p.m. before the regularly scheduled Board of Health meeting on those dates.

The Terms of Reference for the Committee is affixed as [Appendix B](#). It is noted that there is one minor housekeeping change for the Committee's consideration in the Governance Policy Review ([Report No. 02-24GC](#)) to change a previous manager title.

### Next Steps

The Committee may decide to amend the Terms of Reference at their discretion. It is noted that the Committee is reviewing these Terms of Reference at the April 18, 2024 meeting as part of the Governance Policy Review for Policy G-290 Standing and Ad Hoc Committees.

This report was prepared by the Secretary of the Board of Health.



**Emily Williams, BScN, RN, MBA, CHE**  
Secretary

**This report refers to the following principle(s) set out in Policy G-490, Appendix A:**

- The good governance and management practice requirements as outlined in the [Ontario Public Health Standards: Requirements for Programs, Services and Accountability](#).

**This topic has been reviewed to be in alignment with goals under the Middlesex-London Health Unit's [Anti-Black Racism Plan](#) and [Taking Action for Reconciliation](#), specifically recommendation #43 (Governance and Leadership, Anti-Black Racism Plan).**

## 2024 Middlesex-London Board of Health Reporting Calendar

<u>Q1 2024: January 1 – March 31</u>	<u>Q2 2024: April 1 – June 30</u>
<p><b>Meetings: January, February, March</b></p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• Review Terms of Reference</li> <li>• Public Sector Salary Disclosure</li> <li>• Review and Recommend Board of Health Remuneration</li> <li>• Q4 Financial Update, Financial Borrowing and Factual Certificate Update</li> </ul> <p><b>Risk</b></p> <ul style="list-style-type: none"> <li>• Review Insurance Coverage</li> <li>• Annual Privacy Program Update</li> <li>• Q4 Risk Registry</li> </ul> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>• Annual Declarations – Confidentiality and Conflict of Interest</li> <li>• Q4 Provisional Strategic Plan and Performance Update</li> <li>• Board of Health Orientation</li> <li>• Activity Reports – CEO, MOH, Board Chair</li> </ul> <p><b>Public Health Program Standards</b></p> <ul style="list-style-type: none"> <li>• As required</li> </ul>	<p><b>Meetings: April, May, June</b></p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• Q1 Financial Update, Financial Borrowing and Factual Certificate Update</li> <li>• Review and Recommend – Audited Financial Statements for MLHU</li> <li>• Recommend Budget Parameters, Planning Assumptions and Municipal Funding Targets</li> <li>• Review Funding and Service Level Agreements</li> <li>• Review and Recommend Budget Process</li> <li>• Visa and Accounts Payable Update</li> </ul> <p><b>Risk</b></p> <ul style="list-style-type: none"> <li>• Occupational Health and Safety Program Update</li> <li>• Q1 Risk Registry</li> </ul> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>• Review Governance By-laws and Policies</li> <li>• Initiate Board of Health Self-Assessment (every 2 years, next in 2025)</li> <li>• Review Governance Policies and By-Laws</li> <li>• Q1 Provisional Strategic Plan and Performance Update</li> <li>• Annual Service Plan</li> <li>• Annual Report and Attestation</li> <li>• Activity Reports – CEO, MOH, Board Chair</li> </ul> <p><b>Public Health Program Standards</b></p> <ul style="list-style-type: none"> <li>• Nurse Family Partnership Annual Report</li> </ul> <p><b>MOH/CEO Performance Appraisal</b></p> <ul style="list-style-type: none"> <li>• Initiate Terms of Reference Review (every two years in 2025)</li> <li>• Confirm Performance Appraisal process, supporting documents required and timelines for the year</li> <li>• Chair of the Board to conduct meetings with Board Members</li> <li>• Select Consultant to facilitate Performance Appraisal process via external and internal survey</li> </ul>

<b><u>Q3 2024: July 1 – September 30</u></b>	<b><u>Q4 2024: October 1 – December 31</u></b>
<p><b>Meetings: July and September</b></p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• Q2 Financial Update, Financial Borrowing and Factual Certificate Update</li> <li>• Review and Recommend Audited Financial Statements for April 1 to March 31 Programs</li> <li>• Review Multi-Year Budget</li> </ul> <p><b>Risk</b></p> <ul style="list-style-type: none"> <li>• Q2 Risk Registry</li> </ul> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>• Report on Public Health Funding and Accountability Agreement Indicators</li> <li>• Q2 Provisional Strategic Plan and Performance Update</li> <li>• Report on Board of Health Self-Assessment (every 2 years, next in 2025)</li> <li>• Review Governance By-laws and Policies</li> <li>• Activity Reports – CEO, MOH, Board Chair</li> </ul> <p><b>Public Health Program Standards</b></p> <ul style="list-style-type: none"> <li>• Q2 Management Operating System (MOS) Update</li> </ul> <p><b>MOH/CEO Performance Appraisal</b></p> <ul style="list-style-type: none"> <li>• Debrief with Consultant</li> <li>• Chair of the Board to conduct open office hours with direct reports</li> <li>• Review Performance Appraisal Reports</li> </ul>	<p><b>Meetings: October, November, December</b></p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• Q3 Financial Update, Financial Borrowing and Factual Certificate Update</li> <li>• Review and Recommend Final Board of Health Budget</li> <li>• Review Employee Benefits Coverage</li> </ul> <p><b>Risk</b></p> <ul style="list-style-type: none"> <li>• Q3 Risk Registry</li> </ul> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>• Q3 Provisional Strategic Plan and Performance Update</li> <li>• Board of Health Orientation Planning</li> <li>• Activity Reports – CEO, MOH, Board Chair</li> </ul> <p><b>Public Health Program Standards</b></p> <ul style="list-style-type: none"> <li>• Q3 MOS Update</li> <li>• 2024-2025 Respiratory Season Update</li> <li>• Immunization of School Pupils Act Compliance Report</li> <li>• Monitoring Food Affordability</li> </ul> <p><b>MOH/CEO Performance Appraisal</b></p> <ul style="list-style-type: none"> <li>• Report Performance Appraisal Reports to the Board of Health</li> <li>• Report Performance Appraisal Reports to MOH and CEO</li> </ul>



## **GOVERNANCE COMMITTEE – TERMS OF REFERENCE**

### **PURPOSE**

The Governance 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 (MOH) and Chief Executive Officer (CEO) 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 reports to the Board of Health of the Middlesex-London Health Unit. The Chair of the Governance Committee, with the assistance of MOH and CEO, will make reports to the Board of Health following each of the meetings of the Governance Committee.

### **MEMBERSHIP**

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

The Secretary and Treasurer will be ex-officio non-voting members.

Staff support includes:

- Chief Executive Officer;
- Manager, Privacy, Risk and Client Relations; and
- Executive Assistant (EA) to the Board of Health and/or EA to the MOH.

Other Board of Health members may 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 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 Governance Committee membership. At that 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 they remain a Board of Health member.

### **DUTIES**

The Governance Committee will seek the assistance of and consult with the MOH and CEO for the purposes of making recommendations to the Board of Health on the following matters:



1. Performance evaluation of the MOH and CEO through the Performance Appraisal Committee;
2. Governance policy and by-law development and review;

### **FREQUENCY OF MEETINGS**

The Governance Committee will meet twice per year or at the call of the Chair of the Committee.

### **AGENDA & MINUTES**

1. The Chair of the committee, with input from the MOH and 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 EA to the Board of Health or the EA to the MOH.
4. Agenda and minutes will be made available at least five (5) days prior to meetings.
5. Agenda and 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 meetings; decision making; quorum and self-evaluation.

### **REVIEW**

The Terms of Reference will be reviewed every two (2) years or when an amendment is deemed necessary by the Committee or Board of Health.

**MIDDLESEX-LONDON BOARD OF HEALTH**

**REPORT NO. 02-24GC**

**TO:** Chair and Members of the Governance Committee  
**FROM:** Emily Williams, Chief Executive Officer  
Dr. Alexander Summers, Medical Officer of Health  
**DATE:** 2024 April 18

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**GOVERNANCE POLICY REVIEW – APRIL 2024**

**Recommendation**

*It is recommended that the Governance Committee recommend to the Board of Health to:*

- 1) *Receive Report No. 02-24GC re: “Governance Policy Review – April 2024” for information; and*
  - 2) *Approve the governance policies as amended in [Appendix B](#).*
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**Report Highlights**

- It is the responsibility of the Board of Health to review and approve governance by-laws and policies.
- [Appendix A](#) details recommended changes to the by-laws and policies that have been reviewed by the subcommittees of the Board and outlines the status of all documents contained within the Governance Manual.
- There are ten (10) policies that have been prepared for review by the Governance Committee ([Appendix B](#)).

**Background**

In 2016, the Board of Health (BOH) approved a plan for review and development of by-laws and policies based on a model that incorporates best practices from the Ontario Public Health Standards and advice obtained through legal counsel. For more information, please refer to [Report No. 018-16GC](#).

**Policy Review**

There are ten (10) policies included as [Appendix B](#) that have been reviewed by the Governance Committee and prepared for approval by the Board of Health:

- G-000 Bylaws, Policy and Procedures
- G-010 Strategic Planning
- G-150 Complaints

- G-160 Jordan's Principle
- G-270 Roles and Responsibilities of Individual Board Members
- G-290 Standing and Ad Hoc Committees
- G-340 Whistleblower
- G-360 Resignation and Removal of Board Members
- G-410 Board Member Remuneration and Expenses
- G-480 Media Relations

[Appendix A](#) to this report details the recommended changes for the above by-laws/policies and the status of all documents in the Governance Manual.

### Next Steps

It is recommended that the Governance Committee recommend to the Board of Health to approve the policies as amended as outlined in [Appendix B](#).

This report was written by the Manager, Privacy, Risk and Client Relations.



**Emily Williams, BScN, RN, MBA, CHE**  
Chief Executive Officer



**Alexander Summers, MD, MPH, CCFP, FRCPC**  
Medical Officer of Health

**This report refers to the following principle(s) set out in Policy G-490, Appendix A:**

- The Good Governance and Management Practices standard as outlined in the [Ontario Public Health Standards: Requirements for Programs, Services and Accountability](#).

**This topic has been reviewed to be in alignment with goals under the Middlesex-London Health Unit's [Anti-Black Racism Plan](#) and [Taking Action for Reconciliation](#), specifically recommendation Governance.**

## 2024 Governance By-law and Policy Review Schedule and Recommendations Table

April 2024

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
Board of Health Operations	G-290 Standing and Ad Hoc Committees	04/21/2022	For Review	<p>Committee Member Comments: Executive Assistant puts agenda together with MOH and CEO</p> <p>Staff Comments: At the discretion of the Committee, agenda reviews could be conducted for Finance and Facilities and Governance Committee meetings.</p> <p>Changes to the Performance Appraisal Committee Terms of Reference to reflect new categories</p> <p>Housekeeping Change to Governance Committee Terms of Reference to reflect new Manager title 'Privacy, Risk and Client Relations'.</p>	4/18/2024
Board of Health Operations	G-340 Whistleblower	06/16/2022	For Review		4/18/2024
Board of Health Operations	G-360 Resignation and Removal of Board Members	09/16/2021	For Review		4/18/2024
Board of Health Operations	G-480 Media Relations	10/21/2021	For Review	Staff Comments: Housekeeping changes for new manager role and advising that the Board shall advise the Chair, MOH, CEO and Manager, Corporate Communications if a media request is brought to them.	4/18/2024
Board of Health Operations	G-490 Board of Health Reports and Correspondence	1/18/2024	Current		1/18/2026
Board Responsibility and Transparency	G-000 Bylaws, Policy and Procedures	02/17/2022	For Review	Staff Comments: Housekeeping changes for new manager role.	4/18/2024
Board Responsibility and Transparency	G-010 Strategic Planning	06/17/2021	For Review		4/18/2024
Board Responsibility and Transparency	G-020 MOH and CEO Direction	04/21/2022	Current		4/21/2024

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
Board Responsibility and Transparency	G-030 MOH and CEO Position Descriptions	10/21/2021	Current		10/21/2023
Board Responsibility and Transparency	G-040 MOH and CEO Selection and Succession Planning	04/21/2022	Current		4/21/2024
Board Responsibility and Transparency	G-050 MOH and CEO Performance Appraisals	07/14/2022	Current		4/21/2024
Board Responsibility and Transparency	G-160 Jordan's Principle	06/17/2021	For Review	Staff Comments: Edited to amend culturally appropriate language.	4/18/2024
Board Responsibility and Transparency	G-270 Roles and Responsibilities of Individual Board Members	01/20/2022	For Review	Staff Language: 70% meeting attendance threshold added. Appendix B – added government relations and media relations per the role description.	4/18/2024
Board Responsibility and Transparency	G-470 Annual Report	10/21/2021	Current		10/21/2023
Financial Activities	G-210 Investing	11/18/2021	Current		11/18/2023
Financial Activities	G-220 Contractual Services	12/09/2021	Current		12/09/2023
Financial Activities	G-230 Procurement	12/09/2021	Current		12/09/2023
Financial Activities	G-240 Tangible Capital Assets	11/18/2021	Current		11/18/2023
Financial Activities	G-250 Reserve and Reserve Funds	12/09/2021	Current		12/09/2023
Financial Activities	G-310 Corporate Sponsorship	11/18/2021	Current		11/18/2023
Financial Activities	G-320 Donations	11/18/2021	Current		11/18/2023
Financial Activities	G-330 Gifts and Honoraria	11/18/2021	Current		11/18/2023

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
Financial Activities	G-410 Board Member Remuneration and Expenses	04/21/2022	For Review	Staff Comments: Change to remuneration structure based on meeting length.	4/18/2024
Risk and Privacy	G-150 Complaints	04/15/2021	For Review	Staff Comments: To add that trends are reported to the Board of Health by the Medical Officer of Health or/and Chief Executive Officer (MOH and CEO) as required.	4/18/2024
Risk and Privacy	G-190 Asset Protection	11/18/2021	Current		11/18/2023
Risk and Privacy	G-380 Conflicts of Interest and Declaration	04/21/2022	Current		4/21/2024



## **BY-LAWS, POLICY AND PROCEDURES**

### **PURPOSE**

The Middlesex-London Health Unit (MLHU) is committed to providing a consistent approach to effective, open, and supportive systems of governance and management. The purpose of this policy is to outline the process for the development and review of the policies contained within the Health Unit's Governance and Administration Manual.

### **POLICY**

All by-laws and policies at the Middlesex-London Health Unit must:

- Reflect the goals and values of MLHU and the Board of Health;
- Comply with relevant legislation and regulations;
- Be specific and clearly worded;
- Be relevant to the current and future needs of the MLHU and the Board of Health;
- Follow the prescribed review process (Appendix A or Appendix B);
- Be published according to MLHU policy standards (Appendix C); and
- Undergo annual/biannual review.

### **PROCEDURE**

Middlesex-London Health Unit Governance and Administration Manual shall include:

#### **Governance By-laws and Policies**

The Board of Health is responsible for the Health Unit's governance by-laws and policies. These represent the principles that set the direction, limitations and accountability frameworks for MLHU. Governance by-laws relate to management of property, banking and finance, proceedings of the Board of Health, and duties of the auditor. Governance policies relate to strategic direction, leadership and Board management, program quality and effectiveness, financial and organizational accountability, Board effectiveness, and communications and external relations.

#### **Administrative Policies & Procedures**

The Senior Leadership Team is responsible for the Health Unit's administrative policies. These policies align the procedures for managing MLHU and establish efficiency, consistency, responsibility, and accountability. Administrative policies relate to general administration, property, finance, human resources, records and privacy, information technology, health and safety, and communications.



<b>Policy</b>	Brief statement(s) that clearly set out Board of Health and/or Health Unit principles and rules with respect to a particular matter to provide the organization with a specific direction.
<b>Procedure</b>	Clear, high-level description of responsibilities and steps to implement the policy. Separate from program guidelines, plans and/or manuals. Note: often legislation will require the employer to create both a policy and a program to address a specific issue (e.g., fit testing). Program details are best outlined separate from written policy and made available to staff on the intranet or in standards, protocols or guidelines.

### Standards, Protocols and Guidelines

Where the policy and/or procedure does not provide sufficient detail to be operationalized across the organization, division or team standards, protocols and guidelines may be developed to ensure that the policy and/or procedure is enacted and practiced across the organization. The Middlesex-London Health Unit Governance and Administration Manual does not include standards, protocols or guidelines that further operationalize policies and procedures at the divisional or team level. These are developed at the sole discretion of Directors and Program Managers who are responsible for the standards, guidelines and protocols that apply specifically to the work of their divisions and team. These must align with all established administrative policies, procedures, standards, protocols and guidelines.

<b>Standards</b>	Establishes the acceptable level of quality with quantifiable low-level mandatory controls.
<b>Protocols</b>	A step by step descriptive guideline to achieve completion of a task and is to be followed in letter and spirit in all circumstances.
<b>Guidelines</b>	Provide additional recommended guidance to implement programs and services or to adhere to administrative policies and procedures.

### Medical Directives

The Middlesex-London Health Unit Governance and Administration Manual does not include medical directives which apply to a specific patient population who meet specific criteria. A medical directive is role-specific (e.g., Nurse Practitioner, Registered Dietician, Registered Nurse) not person specific and users within the role must possess the necessary knowledge, skills, and judgment before implementing a medical directive. Specifically, a directive:

- Is given in advance to enable an implementer to act under specific conditions without a direct assessment by the physician. Implementers are not ordering a procedure when they implement a directive; rather they are implementing a physician's order.
- Must have the integrity of a direct order, thus physicians potentially responsible must approve it.
- Is approved only when all affected regulated professionals and relevant administrators participate in their development.
- Is always written and has essential components.

## Policy Development

Governance policy development can be initiated by the Board of Health. The Senior Leadership Team may also provide recommendations regarding governance policies to the Board of Health for consideration.

Administrative policy development can be initiated by the Medical Officer of Health, Chief Executive Officer and/or the Senior Leadership Team. Additionally, an administrative policy development and revision form (Appendix D) can be submitted by a member of the Management Leadership Team for consideration and direction from the Senior Leadership Team.

For both governance and administrative policy development, the Senior Leadership Team will determine the assignment of responsibility for development of the policy, the consultation process and timelines. The consultation and development process will include input from the Manager of Strategy, Risk and Privacy, the policy sponsor(s), content expert(s) and additional stakeholders, as required.

Standard, protocol and guideline development can be initiated in response to a specific need. It is recommended that standards, protocols and guidelines align with administrative policies and serve as appendices to organization-wide policies rather than stand-alone documents.

## Policy Review

Policies contained within the Administration Manual will be reviewed at a minimum of every two years (biannually) or as needed, based on changing legislation or organizational needs.

The **Manager, Privacy, Risk and Client Relations** is responsible for the biannual review and will coordinate policy workgroups (where appropriate) to ensure that review of each policy occurs according to this cycle.

Review and revision of governance policies can be initiated at any time by the Board of Health or, as recommended to the Board of Health by the Senior Leadership Team.

Administrative policy review and revision can also be initiated at any time by a member of the Senior Leadership Team or the Management Leadership Team. Review and revision from the Management Leadership Team should be submitted through a policy development and revision form (Appendix D) to the **Manager, Privacy, Risk and Client Relations** who will then submit it to the Senior Leadership Team.

For both governance and administrative policy development, the Senior Leadership Team will determine the assignment of responsibility for development of the policy, the consultation process and timelines. The consultation and development process will include input from the **Manager, Privacy, Risk and Client Relations** the policy sponsor(s), content expert(s) and additional stakeholders, as required.

All changes to policy should be tracked in the development and revision form (Appendix D) to streamline consideration and approval.

The most recent review date will be listed on each policy in addition to the original implementation date. Each revision date is listed after the previous revision date(s).

### **Policy Approval**

Governance policies can only be approved by the Board of Health. New or revised policies will be ratified by the signature of the current Board of Health Chair.

The Senior Leadership Team will approve all new or revised administrative policies that pertain to the operational management of the Health Unit, except where Board of Health approval is also required. New or revised policies will be ratified by signature of the Medical Officer of Health and Chief Executive Officer.

Standards, protocols and guidelines will be approved and ratified by signature of Divisional Directors and are to be reviewed regularly for alignment with organizational policies.

### **Policy Distribution and Retention**

The Manager, **Privacy, Risk and Client Relations** is responsible for ensuring the Governance and Administration Manuals are managed and accessible in an automated policy management software program. All new policies and revisions are communicated to staff.

### **Withdrawn Policies**

The **Manager, Privacy, Risk and Client Relations**, in consultation with sponsors and/or content experts will recommend policies to be withdrawn from the agency manual to the appropriate approval body. The Manager of Strategy, Risk and Privacy will maintain a copy of withdrawn policies including their withdrawal date, the reason for withdrawal, and the appropriate signature.

### **Governance and Administrative Policy Manual Archiving**

The **Manager, Privacy, Risk and Client Relations** will ensure that each change to the policy manuals are tracked and that copies of each revision are kept to protect against potential future litigation.

The process for managing policies (e.g. distribution, policy withdraws, and archiving) can be found in Appendix E.

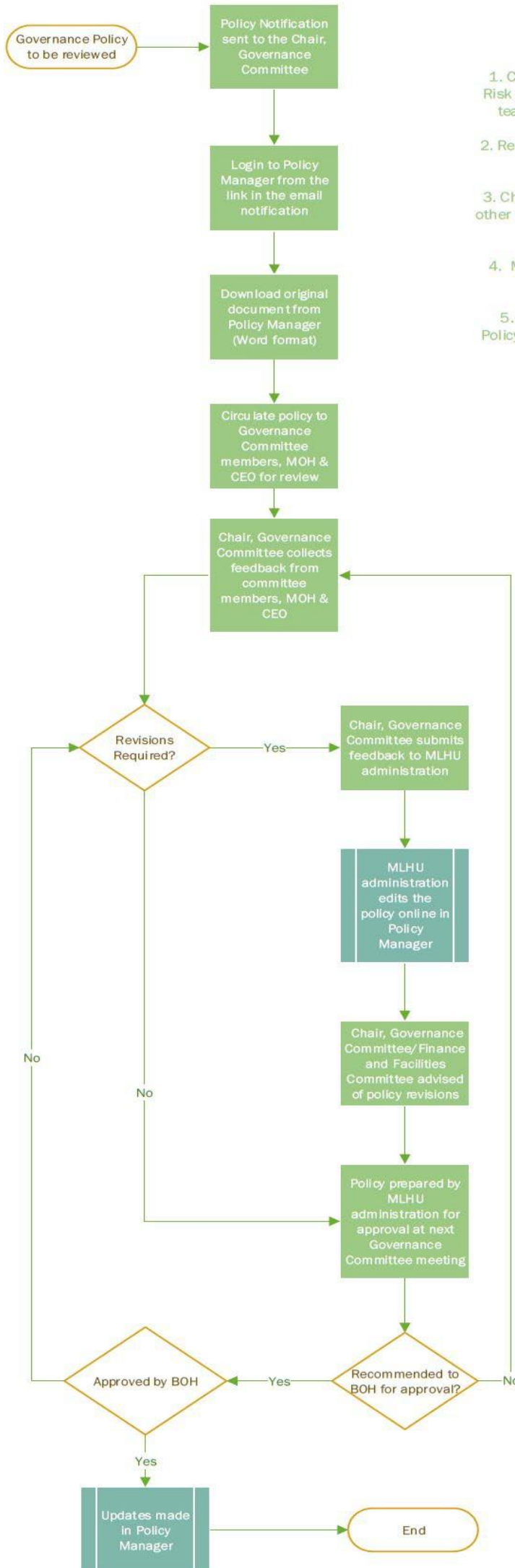
## **APPENDICES**

- Appendix A – Governance Policy Review and Approval Process
- Appendix B – Administrative Policy Development, Review and Approval Process
- Appendix C – Policy Development and Review Checklist
- Appendix D – Development and Revision Form
- Appendix D-1 – Sample Policy Update Email Communication
- Appendix E – Management of Policies in PolicyManager

## **APPLICABLE LEGISLATION AND STANDARDS**

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

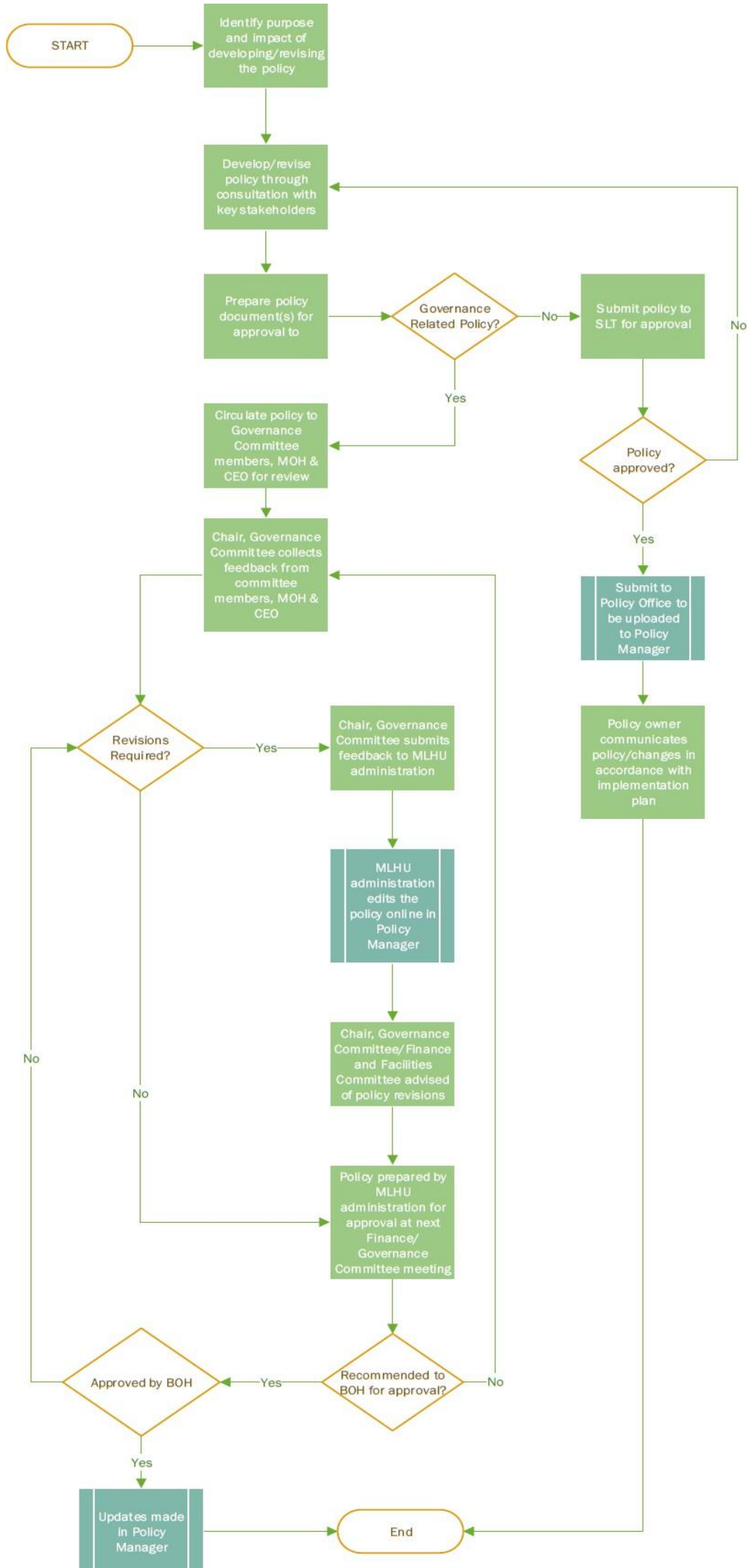
## GOVERNANCE POLICY REVIEW AND APPROVAL PROCESS



**Notes**

1. Chair, Governance Committee and Manager, Strategy, Risk and Privacy assigned to the "Governance Committee" team in Policy Manager and designated as a reviewer.
2. Reviewers receive notifications when policies are due for review on the 25<sup>th</sup> of every month.
3. Chair, Governance Committee will circulate the policy to other committee members via email and collect feedback by the 1<sup>st</sup> of the month.
4. MLHU administration includes the Manager, Strategy, Risk and Privacy.
5. MLHU administration is responsible for the edits in PolicyManager and oversees the publishing of all approved policies.

## ADMINISTRATIVE POLICY DEVELOPMENT, REVIEW AND APPROVAL PROCESS



## POLICY DEVELOPMENT AND REVIEW CHECKLIST

### Purpose

1. Do all review members understand the policy goal?
2. Is it clear to whom and what the policy applies?
3. Will the policy be uniformly applied and enforced in all Service Areas?
  - a. If not, ensure Service Area identifies how it will be applied and/or enforced.

### Risk, Best-Practice and Impact

1. If appropriate, have policies from other Boards of Health been examined for comparison?
  - a. If yes, list the Boards of Health that were examined.
2. If appropriate, have policies from similar institutions been examined for comparison?
  - a. If yes, list the institutions that were examined.
3. If appropriate, has applicable legislation been identified and reviewed to ensure adherence?
  - a. Ensure applicable legislation is identified in policy.
4. Have proposed major practice changes been reported to and/or discussed with stakeholders so that they are aware of the implications of any potential change?
  - a. If yes, does this policy affect the organization's reporting, service delivery or planning cycles?
  - b. If yes, list stakeholders that were engaged.
5. Are the responsibilities under this policy assigned to a person(s), in a way that is compatible with organizational roles?

### Alignment

1. Does the document align with the Middlesex-London Health Unit Vision, Mission and Values?
2. Does the document align with the Middlesex-London Health Unit Code of Conduct?
3. Is there another policy with the same or a similar intent?
  - a. If yes, can these be integrated?
  - b. If yes, are appropriate references included to related policies?
  - c. If yes, is it clear when each policy will apply?

### Implementation

1. Will there be any training or professional development requirements associated with the development, implementation or monitoring of this policy?
  - a. If yes, ensure these are explicit in the policy?
2. Is there a defined implementation date (the date the policy comes into force)?
3. Is there a unique proposed review date?

### **Structure & Appropriateness**

1. Does the document follow our policy template?
2. Do all logos and/or images follow our graphics standards?
3. Has appropriate formatting been used (e.g., bullets, numbered-lists, headings, etc.)
4. Is the “purpose” section clearly distinct from the “policy” section?
5. Have all procedures been separated from the “policy” section?
6. Does the document consider diversity, accessibility or equal opportunity?
7. Does the document employ gender-neutral and inclusive language?
8. Have all references in the draft policy been verified as accurate and current?

### **Clarity**

1. Are key terms (and any new terms) adequately defined?
2. Is terminology consistent across all documents?
3. Is the policy written in a manner that can be understood by a wide audience (i.e., plain language)?

## **IMPLEMENTATION CHECKLIST**

### **Administrative Manual**

1. Approved document added to master copy
2. Replaced document removed (if applicable)
3. Table of contents updated (if applicable)

### **Intranet**

1. Approved document added to policy page

### **Archive**

1. Add replaced document to electronic policy archive

### **Implementation**

1. Is there a plan to inform all staff of the relevant policy changes?



## POLICY DEVELOPMENT AND REVISION FORM

<b>Review Type:</b>		Indicate if this is a new by-law/policy or under revision.
<b>Title:</b>		Indicate the title of the document
<b>Section:</b>		List the section that best applies.
<b>Sponsor:</b>		Person responsible for the by-law or policy. Mandatory for all documents.
<b>Policy Owner:</b>		Identify the person responsible for the by-law or policy.
<b>Associated Documents:</b>		Enter all associated documents.
<b>Keywords:</b>		Enter 10 keywords for ease of searching.

### Purpose

<b>Issue or need to be addressed:</b>	•	State the problem, issue or need that the by-law or policy is intended to address.  Does this by-law or policy apply to a specific division, program, collective agreement, etc.?
<b>Consultation Plan &amp; Stakeholder List:</b>	•	Stakeholders to be consulted –list name and title; If Committees/Groups: list name of committee, group, department, etc.
<b>Summary of Changes:</b>	•	To be completed before approval.  Provide a summary of all changes made.

### Implementation

<b>How will staff be made aware of the policy and/or changes:</b>	•	Consider communication plan and whether it will include All Staff email, presentation to MLT, presentation at town hall, etc.
<b>What requirements are in place for staff:</b>	•	Detail any specific instructions to be followed before or after the policy comes into effect.





# STRATEGIC PLANNING

## PURPOSE

To ensure the review, development and implementation of the strategic plan that outlines the organization's goals, objectives and priorities.

## POLICY

A strategic plan will be developed in consultation with the Board of Health, staff, stakeholders and community members as appropriate to identify the strategic directions for the Health Unit.

The Strategic Plan will cover a specified timeframe, and will:

- Describe the philosophy, mission, values statement, goals and objectives of the Board of Health;
- Describe how equity issues will be addressed in the delivery and outcomes of programs and services;
- Describe how the outcomes of the Foundational Standard will be achieved;
- Establish policy direction regarding a performance management and quality improvement system;
- Consider organizational capacity; and
- Establish strategic priorities for the organization that address local contexts and integrate local community priorities.

## PROCEDURE

### Development and Review

The strategic plan will be reviewed annually (in the context of the workplan, outcomes, progress, performance) by management and the Board of Health. Input from Board of Health members, staff, stakeholders and community members will be sought as appropriate.

### Revision and Approval

Any proposed revisions to the plan resulting from the annual review process will be finalized by the Senior Leadership Team and presented to the Board of Health for final approval.

### Implementation and Evaluation

Upon approval by the Board of Health, the strategic plan will be implemented and evaluated as identified in the agency planning cycle. The Medical Officer of Health and Chief Executive Officer will ensure the strategic plan is implemented. As appropriate, each Division will adapt their operational plans to align with the strategic directions of the plan.

## **Dissemination**

The strategic plan will be made available to all staff and to the public.

## **APPLICABLE LEGISLATION**

Ontario Public Health Organizational Standards



## COMPLAINTS

### POLICY

It is important to the community at large that all public complaints to the Board of Health are dealt with in a timely, impartial and confidential manner. The Board of Health oversees and monitors the Health Unit in its management of complaints to ensure the facilitation, mediation and resolution of complaints concerning the services provided by the Health Unit.

The Board of Health is accountable for ensuring that the Health Unit has a complaints management process in place. Trends are reported to the Board of Health by the Medical Officer of Health or/and Chief Executive Officer (MOH and CEO) as required.

If a written or verbal complaint is received by a member of the Board, the member of the Board shall forward the complaint to the MOH and CEO or designate. If a complaint pertains to the MOH and/or CEO the procedure outlined in Appendix A of Policy G-340 Whistleblower would be applied.

### APPLICABLE LEGISLATION AND STANDARDS

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  
G-340 Whistleblowing

# JORDAN'S PRINCIPLE

## PURPOSE

The Jordan's Principle policy ensures that **First Nations/Inuit/Metis** children do not experience denials, delays or disruptions of public services that would ordinarily be available to other children due to jurisdictional disputes. This policy is fundamental in achieving equitable treatment of **First Nations/Inuit/Metis** children relative to other Canadian children.

## POLICY

Jordan's Principle is an essential mechanism for protecting the human, constitutional and treaty rights of **First Nations/Inuit/Metis** children. This policy helps to redress the legacy of residential schools and advance the process of Canadian reconciliation as outlined in the Truth and Reconciliation Commission's Call to Action. The Middlesex-London Health Unit shall ensure a child-first approach to jurisdictional funding disputes so as to not prevent or delay **First Nations/Inuit/Metis** children from accessing available health and social services.

## PROCEDURE

### Provision of Programs and Services to **First Nations/Inuit/Metis** Children

When Middlesex-London Health Unit programs and services are requested by **First Nations/Inuit/Metis** children, the Health Unit shall pay for services for a Status Indian child where that service is available to other children. This service shall be provided without delay or disruption.

Matters that involve Jordan's Principle should be referred to the Medical Officer of Health, Chief Executive Officer or Associate Medical Officer of Health for appropriate follow-up, reporting and resolution.

The Health Unit has the option to refer the matter of payment to a relevant jurisdictional dispute resolution table, where appropriate.

### Staff Awareness and Education

All Board of Health Members and Health Unit staff should be familiar with Jordan's Principle and must keep it in mind whenever dealing with **First Nations/Inuit/Metis** clients. By doing so, we can be more aware of the need for Jordan's Principle and the potential challenges that **First Nations/Inuit/Metis** families face in accessing care for their children.

## APPLICABLE LEGISLATION AND STANDARDS

Convention on the Rights of the Child (CRC, 1989)  
Canadian Charter of Rights and Freedoms (1982)



# ROLES AND RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

## PURPOSE

The following is a statement of responsibilities for individual Board of Health Members, which should also be understood as the Code of Conduct for members of the Board of Health. This Policy is subject to all legislation and By-laws governing the Board of Health.

## POLICY

### Guiding Principles

#### 1. Fiduciary Duty and Duty of Care

As a fiduciary of Middlesex-London Health Unit (MLHU) Board of Health a Board Member acts ethically, honestly, and in good faith with a view to the best interests of the Board of Health and in so doing, supports the Board of Health in fulfilling its mission and discharging its accountabilities. A Board Member exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Board Members are committed to the roles and responsibilities of the Board of Health contained in this policy and in Policy G-260 Governance Principles and Board Accountability.

Board Members with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

A Board Member does not represent the specific interests of any constituency or group. A Board Member acts and makes decisions that are in the best interest of the Board of Health as a whole. A Board Member commits to the vision, mission and core values of the Board of Health and complies with the *Health Protection and Promotion Act*, in addition to other applicable laws and regulations, the Board of Health's by-laws, and Governance policies.

#### 2. Exercise of Authority

A Board Member carries out the powers of office only when acting as a member during a duly constituted meeting of the Board of Health or one of its committees. A Board Member respects the responsibilities delegated by the Board of Health to the Medical Officer of Health (MOH) and Chief Executive Officer (CEO), avoiding interference with delegated responsibilities but insisting upon accountability to the Board and reporting mechanisms for assessing organizational performance.

#### 3. Conflict of Interest

A Board Member does not place themselves in a position where their personal interests conflict with those of the Board of Health. A Board Member complies with the Conflict of Interest provisions in Section 5.1 of the *Municipal Conflict of Interest Act*, the Board of Health By-laws and this policy.

#### 4. Team Work

A Board Member maintains effective relationships with other Board Members, management and its communities by working positively, cooperatively and respectfully with others in the performance of their

duties while exercising independence in decision-making.

## **5. Participation**

A Board Member expects to receive relevant information in advance of the meetings and reviews pre-circulated material and comes prepared to Board and committee meetings and educational events, asks informed questions, and makes a constructive contribution to discussions. A Board Member fully participates in Board performance appraisals, evaluations and self-evaluation in accordance with the requirements of the Board Policy Manual. A Board Member considers the need for independent advice to the Board on major Board of Health actions.

## **6. Formal Dissent**

A Board Member reviews the minutes of the previous meeting on receipt and insists that they record any Board Member's disclosure, abstinence or dissent. A Board Member who is absent from a Board meeting is deemed to have supported the decisions and policies of the Board taken in their absence unless they formally record a dissenting view with the Board secretary. While an absent Board Member may formally record a dissenting view at the next meeting at which the Board Member is in attendance, this does not change the decision reached by the Board.

## **7. Board Solidarity**

The official spokesperson for the Board is the Chair or the Chair's designate. A Board Member supports the decisions and policies of the Board in discussions with external parties, even if the Board Member holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Board Member refers media and other requests for statements on Board of Health-related topics to the Board Chair or the Board Chair's designate.

## **8. Interactions with Staff**

Any contact with the staff of the Health Unit shall be made through the MOH and CEO. All interactions and communications should be respectful and constructive and not interfere in any way with the operations of the Health Unit.

## **9. Confidentiality**

Every Board Member shall respect the confidentiality of the information of the Board of Health, including matters brought before the Board and all committees, keeping in mind that unauthorized disclosure of information could adversely affect the interests of the Board of Health.

## **10. Time and Commitment**

A Board Member is generally expected to commit the necessary time required to fulfill Board and committee responsibilities including preparation for and attendance at Board meetings, assigned committee meetings and events.

A Board Member is expected to attend a minimum of 70% of the meetings of the Board of Health and 70% of committee meetings of which they are a member in person. Board Members who fail to meet the attendance requirements are subject to review by the Chair and may be asked to step down from the Board per G-360 Removal and Resignation of Board Members. All Board Members are expected to serve on at least one Board committee and to represent the Board and the Board of Health in the community when requested by the Chair.

## **11. Skills, Expertise and Essential Competencies**

A Board Member actively contributes specific skills and expertise and possesses the following essential competencies and qualities which are necessary for all Board Members to fulfill their responsibilities:

- personal and professional integrity, wisdom and judgment;
- a commitment to ethical standards and behaviour;
- experience in and understanding of governance including the roles and responsibilities of the Board and individual Board Members and the difference between governance and management;
- ability to participate assertively and communicate effectively as a member of the team with other members of the Board and senior management; and
- ability to think critically and ask relevant questions at a strategic level.

## 12. Education

A Board Member seeks opportunities to be educated and informed about the Board and the key issues in the Board of Health and broader health care system through the Board Orientation Manual, participation in Board orientation and ongoing Board education as outlined in Policy G-370 Board of Health Orientation and Development.

## 13. Evaluation and Continuous Improvement

A Board Member is committed to a process of continuous self-improvement as a Board Member. All Board Members participate in evaluation of the Board and act upon results in a positive and constructive manner.

## 14. Accountability

While the Board of Health is legally accountable to the Minister of Health and Long-Term Care and the people of Ontario through the *Health Protection and Promotion Act*, the Board also recognizes an implicit accountability to the communities of London and Middlesex.

## Duties of Board of Health Members

<b>Board of Health Member:</b>	The Board of Health for the Middlesex-London Health Unit is comprised of five Provincial Representatives, three Middlesex County Representatives and three City of London Representatives. Provincial Representatives are appointed for a term decided by the Lieutenant Governor in Council and Municipal Representatives are general appointed for the duration of the municipal term. (see Appendix A – Board Member Role Description)
<b>Chair:</b>	As per By-law No. 3 Section 18, the Chair is elected for one year. The Chair may be nominated to serve for a consecutive term. (See Appendix B – Chair and Vice-Chair Position Description).
<b>Vice-Chair:</b>	By-law No. 3 Section 18 stipulates that the Vice-Chair is elected for a one-year term. (See Appendix B – Chair and Vice-Chair Position Description).
<b>Secretary:</b>	By-law No. 3 Section 18 stipulates that the Secretary is elected for a one-year term. (See Appendix C – Secretary and Treasurer Position Descriptions).
<b>Treasurer</b>	By-law No. 3 Section 18 stipulates that the Treasurer is elected for a one-year term. (See Appendix C – Secretary and Treasurer Position Descriptions).

## 15. Recognition and Access to Collective Agreements

The Board of Health recognizes a) Canadian Union of Public Employees (CUPE) is the exclusive bargaining agent for all union staff who are not represented by ONA, and b) the Ontario Nurses' Association (ONA) is the exclusive bargaining agent for unionized staff registered nurses and public health nurses.

Appropriate current collective agreements are provided to employees by their union, and to management by the Director, Healthy Organization. Original collective agreements are maintained in the Human Resources Offices. Copies of all current collective agreements are maintained in the Health Unit library and posted on the Health Unit intranet.

## **16. Ratification of Collective Agreements**

The Board of Health shall ensure that the collective bargaining process with CUPE and ONA are completed in a legal and binding manner by following the subsequent process:

- Collective bargaining is successfully undertaken with both parties agreeing and signing a Memorandum of Settlement.
- The Memorandum of Settlement is presented in the form of a confidential Board report to the Board of Health at the next scheduled meeting or specially called meeting at which time the Board, by vote, will agree or disagree with the Memorandum of Settlement.
- If the Board agrees, the union is then notified of the Board's ratification of the Memorandum of Settlement, both by telephone and in writing, by the Director, Healthy Organization.
- If the Board does not agree, the union is then notified of the Board's non-ratification of the Memorandum of Settlement, both by telephone and in writing, by the Director, Healthy Organization.
- Each union will be responsible for following its ratification procedure and notifying the Director, Healthy Organization of the outcome.

The Board of Health and the union must ratify a negotiated contract in order for it to be legally binding and enforceable.

## **17. Provision of Services on Indigenous Reserves**

The Board of Health may enter into a one, two or three-year written agreement with the council of the band on an Indigenous reserve within the geographic area of the Health Unit where:

- The Board agrees to provide health programs and services to the members of the band; and
- The council of the band agrees to accept the responsibilities of the council of a municipality within the Health Unit.

## **APPENDICES**

Appendix A – Board Member Role Description

Appendix B – Chair and Vice-Chair Role Description

Appendix C – Secretary and Treasurer Role Descriptions

## **APPLICABLE LEGISLATION AND STANDARDS**

*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

G-360 Removal and Resignation of Board Members

G-370 Board of Health Orientation and Development

G-380 Conflicts of Interest and Declaration



## BOARD MEMBER ROLE DESCRIPTION

### Board Member Responsibilities and Expectations:

Each Board of Health Member has a responsibility to the Middlesex-London Health Unit. Consequently, members must have a strong commitment to the mandate of the Health Unit and be willing to develop an understanding of the services and programs that the Health Unit provides and how the policy decisions of the Board of Health affect these. This requires familiarity with local resources and the changing health needs and trends of the community.

### Responsibilities of Members include:

- Acquiring a clear understanding of the fiscal operations and ensuring funds are adequate and responsibly spent;
- Engaging in generative thinking and planning;
- Working effectively within a group, including communicating effectively with other Board Members and staff during Board of Health and Committee meetings;
- Being supportive of the organization's mandate and management's ability to implement strategy;
- Continuing self-education, growth and understanding of public health principles; and
- Representing the Board at Health Unit, public or official functions.

### To fulfill the aforementioned responsibilities, it is expected that Board of Health Members:

- Participate in orientation and annual retreats;
- Attend regularly scheduled meetings and special sessions;
- Review agenda packages prior to meetings;
- Follow Board of Health by-laws, policies and procedures;
- Accurately represent decisions of the Board of Health;
- Disclose any potential conflicts of interest and remove themselves from any conversation where one may exist;
- Comply with the Board of Health Code of Conduct; and
- Meet expectations of the Ontario Public Health Organizational Standards, which establish management and governance requirements for all Boards of Health and public health units

## CHAIR AND VICE-CHAIR ROLE DESCRIPTION

The Chair and Vice-Chair of the Board of Health have specific responsibilities to the Middlesex-London Health Unit. In addition to fulfilling the responsibilities and expectations of MLHU Board members, there are additional obligations that the Board Chair and Vice-Chair must uphold.

Responsibilities of the Chair include:

1. **Leadership** - Guides and directs Board processes, centering the work of the Board on the organization's mission, vision and strategic direction.
2. **Agendas** - Establishes agendas for Board meetings, in collaboration with the MOH and CEO.
3. **Meeting management** - Presides over Board meetings in a manner that encourages participation and information sharing while moving the Board toward timely closure and prudent decision-making.
4. **MOH and CEO relationship** - Serves as the Board's central point of official communication with the MOH and CEO. Develops a positive, collaborative relationship with the MOH and CEO, including acting as a sounding Board for the MOH and CEO on emerging issues and alternative courses of action. Stays up-to-date about the organization and determines when an issue needs to be brought to the attention of the full Board or a committee.
5. **MOH and CEO performance appraisal** - Supports the processes of MOH and CEO goal-setting, performance evaluation, and compensation review, consistent with Board policy.
6. **Committee attendance** - Serves as an ex-officio voting member of all committees.
7. **Board conduct** - Sets a high standard for Board conduct by modeling, articulating and upholding rules of conduct set out in Board by-laws and policies. Intervenes when necessary in instances involving conflict-of-interest, confidentiality, and other Board policies.
8. **Board learning and development** - Leads the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members, mentoring a chair-elect and providing continuing education for the entire Board.
9. **Government relations – Supports governmental relations and advocacy activities on behalf of the Board of Health as required.**
10. **Media relations – acts as the Board's spokesperson during media relations inquiries.**
11. **Succession planning** - Participates in the recruitment of new Board members and in the process of identifying candidates to serve as chairperson-elect.
12. **Self-evaluation** - Provides for an effective, objective Board self-evaluation process and supports implementation of recommendations for improvement. Seeks feedback on his or her performance as chairperson.

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the case of 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.



## SECRETARY AND TREASURER ROLE DESCRIPTIONS

The Secretary and Treasurer of the Board of Health have specific responsibilities to the Middlesex-London Health Unit.

Responsibilities of the Secretary include:

1. **Agendas** – Establishes agendas for Board and Committee meetings in collaboration with the Board of Health Chair and/or Vice-Chair, CEO and MOH.
2. **Meeting preparation** – Works with the CEO and MOH to ensure that all materials are prepared in a timely manner and are of high quality to inform the Board of Health and Board of Health decisions.
3. **Meeting minutes** – Ensures full and accurate minutes of the meetings of all the Board meetings, text of By-laws and Resolutions passed by it.
4. **Oversight of all Board of Health by-laws and policies** – Ensures that every by-law and policy that is passed by the Board will be signed by the Board Chair at the meeting which it was passed and deposited with the Secretary for archiving and future reference.
5. **Board learning and development** – Works with the Board Chair, the CEO and the MOH to assist with the development of the Board's knowledge and capabilities by playing a central role in orientation of new Board members and chair-elect. Helps to identify opportunities for the CEO to provide training and continuing education for the entire Board.
6. **Committee attendance** - Serves as an ex-officio non-voting member of all committees.

Responsibilities of the Treasurer include:

1. **Budget preparation and reporting** – The Treasurer works with the CEO in consultation with the MOH and Chief Financial Officer to ensure the Annual Budget and Annual Financial Audits Statements are prepared and completed under the jurisdiction of the Board for submission to the Board.
2. **Committee attendance** – Serves as either a voting or an ex-officio non-voting member of all committees.



## STANDING AND AD HOC COMMITTEES

### PURPOSE

To outline the requirements for the establishment of/ and appointment to committees, committee roles and responsibilities, and the rules for committee proceedings.

### POLICY

Standing and ad hoc committees are organized to assist the Board of Health (BOH) in doing its work effectively and efficiently. These committees operate as a component of the collective body and are authorized by and report to the larger BOH in accordance with this policy.

#### Establishment and Appointment to Committees

The Board may establish committees to consider particular 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 ad hoc committees of the BOH along with chairs for each committee.

All members of the BOH are expected to serve on at least one Board committee with each standing committee including at least five (5) members. In addition, the Board Chair will be ex-officio voting member of every Board committee.

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.

#### Standing Committees

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

- Governance Committee (~~Refer to Appendix A for terms of reference and Appendix B for reporting calendar~~)
- Finance and Facilities Committee (~~Refer to Appendix C for terms of reference and Appendix D for reporting calendar~~)
- Performance Appraisal Committee

#### 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.

### **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.

### **APPENDICES**

Appendix A – Governance Committee Terms of Reference

~~Appendix B – Governance Committee Reporting Calendar~~

Appendix B – Finance and Facilities Committee Terms of Reference

Appendix C – Performance Appraisal Committee Terms of Reference

~~Appendix D – Finance and Facilities Committee Reporting Calendar~~

**Commented [SE1]:** Both reporting calendars exist as one as of January 2024

### **APPLICABLE LEGISLATION AND STANDARDS**

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

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

### **RELATED POLICIES**

G-B30 By-law No. 3 Proceedings of the Board of Health

G-270 Roles and Responsibilities of Individual Board Members

G-050 MOH and CEO Performance Appraisal

## **GOVERNANCE COMMITTEE – TERMS OF REFERENCE**

### **PURPOSE**

The Governance 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 (MOH) and Chief Executive Officer (CEO) 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 reports to the Board of Health of the Middlesex-London Health Unit. The Chair of the Governance Committee, with the assistance of MOH and CEO, will make reports to the Board of Health following each of the meetings of the Governance Committee.

### **MEMBERSHIP**

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

The Secretary and Treasurer will be ex-officio non-voting members.

Staff support includes:

- Chief Executive Officer;
- Manager, Privacy, Risk and Client Relations; and
- Executive Assistant (EA) to the Board of Health and/or EA to the MOH.

Other Board of Health members may 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 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 Governance Committee membership. At that 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 they remain a Board of Health member.

### **DUTIES**

The Governance Committee will seek the assistance of and consult with the MOH and CEO for the purposes of making recommendations to the Board of Health on the following matters:

1. Performance evaluation of the MOH and CEO through the Performance Appraisal Committee;



2. Governance policy and by-law development and review;

### **FREQUENCY OF MEETINGS**

The Governance Committee will meet twice per year or at the call of the Chair of the Committee.

### **AGENDA & MINUTES**

1. The Chair of the committee, with input from the MOH and CEO, will prepare agendas for regular meetings of the committee. (Note: it's really the Executive Assistant in consultation with the MOH and the CEO that prepares the agenda)
2. Additional items may be added at the meeting if necessary.
3. The recorder is the EA to the Board of Health or the EA to the MOH.
4. Agenda and minutes will be made available at least five (5) days prior to meetings.
5. Agenda and 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 meetings; decision making; quorum and self-evaluation.

### **REVIEW**

The Terms of Reference will be reviewed every two (2) years or when an amendment is deemed necessary by the Committee or Board of Health.



## **FINANCE & FACILITIES COMMITTEE – TERMS OF REFERENCE**

### **PURPOSE**

The Finance & Facilities Committee serves to provide an advisory and monitoring role. The Committee's role is to assist and advise the Board of Health, the Chief Executive Officer (CEO), and the Associate Director of Finance/Chief Financial Officer 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 (MLHU). The Chair of the Finance & Facilities Committee, with the assistance of the CEO and the Associate Director of Finance/Chief Financial Officer 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 Finance & Facilities Committee will consist of a total of five (5) voting members. The members will include the Chair and Vice-Chair of the Board of Health and in total, the membership will contain at least one Middlesex County Board member, one City of London Board member and one provincial Board member.

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

Staff support includes:

- Chief Executive Officer;
- Associate Director of Finance/Chief Financial Officer; and
- Executive Assistant (EA) to the Board of Health and/or the EA to the CEO.

Other Board of Health members can attend the Finance & Facilities Committee but are unable 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 they are a Board of Health member.



## **DUTIES**

The Finance & Facilities Committee will seek the assistance of and consult with the CEO and the Assistant Director of Finance for the purposes of making recommendations to the Board of Health on the following matters:

1. Financial statements and analyses,
2. Annual cost-shared and 100% funded program budgets,
3. Annual financial statements and auditor's report,
4. Insurance carried by MLHU,
5. Physical assets and facilities,
6. Service level agreements,
7. Funding agreements,
8. Finance-related governance policies, and
9. Financial risks faced by the organization and the appropriateness of related controls to minimize their potential impact.

## **FREQUENCY OF MEETINGS**

The Finance & Facilities Committee will meet quarterly in advance of the Board of Health meetings. A meeting can be cancelled at the call of the Chair of the Committee if the meeting is deemed to be not required.

## **AGENDA & MINUTES**

1. The Chair of the Committee, with input from the CEO and the Assistant Director of Finance, 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 EA to the Board of Health or the EA to the CEO.
4. Agenda and minutes will be made available at least five (5) days prior to meetings.
5. Agenda and 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 two (2) years or when an amendment is deemed necessary by the Committee or Board of Health.

## **PERFORMANCE APPRAISAL COMMITTEE TERMS OF REFERENCE**

### **PURPOSE**

The Performance Appraisal Committee serves to evaluate the Health Unit's performance of the Medical Officer of Health (MOH) and Chief Executive Officer (CEO). The committee's role is to assist and advise the Board of Health on how the MOH and CEO's performance reflects the Health Unit's values, vision, mission, mandate and policies and contribute to the achievement of the strategic goals.

### **REPORTING RELATIONSHIP**

The Performance Appraisal Committee reports to the Board of Health of the Middlesex-London Health Unit. The Chair of the Performance Appraisal Committee will make reports to the Board of Health following each of the meetings of the Performance Appraisal Committee.

### **MEMBERSHIP**

The membership of the Performance Appraisal Committee will consist of the members of the Governance Committee and other Board of Health members as may be deemed appropriate.

Staff support includes:

Executive Assistant (EA) to the Board of Health and/or EA to the MOH.

Other Board of Health members may attend the Performance Appraisal 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-year term. The Chair 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 Performance Appraisal Committee membership. At that 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 they remain a Board of Health member.

### **DUTIES**

The Performance Appraisal Committee will conduct an assessment and report to the Board of Health on the following areas of focus:

CEO

- **Community Engagement, Partner Relations, and System Leadership** – This area reflects on the CEO's representation of the Health Unit in the community and engagement with local, provincial and national stakeholders both in health and community arenas, along with engagements with local media.
- **Employee Engagement and Teaching** – This area reflects how the CEO creates a positive work environment, engages with employees, and supports employee education, leadership development, mentorship, graduate student teaching, medical student or resident teaching activities.
- **Organizational Excellence** – This area reflects on how the CEO is ensuring the optimal performance of the organization, including prudent management of human and financial resources, effective business processes, responsive risk management and good governance.
- **Personal and Professional Development** – This area reflects on how the CEO are conducting their own personal and professional development.

MOH

- **Public Health Excellence** – This area reflects the MOH's performance with regards to: public health threats and issues; population health measures; the use of health status data; evidence-informed decision making; and the delivery of mandated and locally needed public health services as measured by the accountability indicators.
- **Community Engagement, Partner Relations, and System Leadership** – This area reflects on the MOH's representation of the Health Unit in the community and engagement with local, provincial and national stakeholders both in health and community arenas, along with engagements with local media.
- **Employee Engagement and Teaching** – This area reflects how the MOH creates a positive work environment, engages with employees, and supports employee education, leadership development, mentorship, graduate student teaching, medical student or resident teaching activities.
- **Organizational Excellence** – This area reflects on how the MOH are ensuring the optimal performance of the organization, including prudent management of human and financial resources, effective business processes, responsive risk management and good governance.
- **Personal and Professional Development** – This area reflects on how the MOH are conducting their own personal and professional development.

## **FREQUENCY OF MEETINGS**

The Performance Appraisal Committee will meet three (3) times per year or at the call of the Chair of the Committee.

## **AGENDA & MINUTES**

1. The Chair of the committee 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 EA to the Board of Health or the EA to the MOH.
4. Agenda and minutes will be made available at least five (5) days prior to meetings.
5. Agenda and 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 two (2) years or when an amendment is deemed necessary by the Committee or Board of Health.

# WHISTLEBLOWER

## PURPOSE

To encourage and support the reporting of concerns about unethical or illegal conduct within the Middlesex-London Health Unit (MLHU), and to ensure that those who report concerns in good faith will be protected from reprisal.

## POLICY

MLHU is committed to maintaining a high standard of ethical conduct and upholds practices that support integrity, honesty, and comply with governing laws and regulations.

MLHU encourages the reporting of concerns related to unethical or illegal behaviours, activities and practices of individuals affiliated with MLHU within the scope of its operations (Refer to Appendix A for reporting procedure).

Incidents of unethical or illegal conduct include, but are not limited to:

- Breach of federal or provincial laws or other legal obligations that could result in fines or civil damages payable by MLHU or otherwise cause significant harm to the reputation or public image of MLHU;
- Unethical business conduct in violation of behavior or conduct policies, conflicts of interest, or other serious violations of human resources policies or legislation;
- Accounting, auditing or other financial reporting fraud or misrepresentation;
- Danger to the health, safety or well-being of employees, Board members, students, volunteers, contractors, clients or the general public.

All complaints will be dealt with promptly and investigated as appropriate, in a fair and equitable manner.

Whistleblower reports will be kept confidential to the extent possible, consistent with the need to conduct a full and fair investigation. Anonymity will be maintained where requested, save and except in those circumstances where the nature of the disclosure and/or the resultant investigation make it necessary to disclose identity.

MLHU will not tolerate reprisal of persons who make a report in good faith in accordance with this policy, even if the allegations are not found to be substantiated. Individuals who experience retaliation such as harassment or adverse employment consequences (for example, demotion, denial of promotion or compensation) should immediately report such behaviour (Refer to Appendix A for procedure). An individual who retaliates against another individual for reporting in good faith will be subject to discipline, which may include termination or loss of affiliation.

In making a report, an individual must be acting in good faith with reasonable grounds for believing that a person or persons have engaged in, or intend to engage in, unethical or illegal

conduct. An individual who makes an unsubstantiated report that is knowingly false or made with malicious intent will be subject to discipline up to and including termination or loss of affiliation.

## **APPENDICES**

Appendix A – Whistleblower Procedure

## **APPLICABLE LEGISLATION AND STANDARDS**

Health Protection and Promotion Act  
Municipal Act  
Criminal Code

## **RELATED POLICIES**

G-260 – Governance Principles and Board Accountability

## WHISTLEBLOWER PROCEDURE

### 1. Reporting Alleged or Potential Incidents of Unethical or Illegal Conduct

- 1.1. Alleged and potential incidents of unethical or illegal conduct shall be reported, verbally or in writing, to the Chair of the Board of Health, or if otherwise received, shall be forwarded immediately and confidentially to the Board Chair. The Board Chair has specific and exclusive responsibility to ensure all reported allegations are investigated.
  - a. If an individual has a complaint pertaining to the Board Chair, it will be sent to the Vice-Chair of the Board of Health.
- 1.2. Complainants must provide as much detail as possible regarding the allegations including when and where the alleged incident(s) occurred, who was involved, and any other relevant details.
- 1.3. The Board Chair shall advise the Medical Officer of Health (MOH) and Chief Executive Officer (CEO) and members of the Board of Health of a complaint and consult with the MOH, CEO and Board members on investigation and appropriate action. If an individual has a complaint pertaining to the MOH and/or CEO or a Board member, the Board Chair shall consult with the other Board members on investigation and appropriate action.
- 1.4. The Board of Health may delegate responsibility to external counsel to investigate specific matters related employees. External investigations are required for complaints involving the MOH and/or 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.
- 1.5. The Board Chair or designate (i.e. Vice-Chair or appointed legal counsel) is responsible to acknowledge receipt of a complaint in writing within five (5) business days. All complaints will be promptly investigated, and appropriate corrective action will be taken if warranted by an investigation.
- 1.6. Investigations are based on the following principles:
  - a. The investigation will be carried out fairly and without bias.
  - b. Those involved in the investigation will be independent of both the person who made the complaint and any persons under investigation. This means they should not either be reporting to, or supervising, any such persons.
  - c. Disclosure of information will be limited to those who need to be involved in order to carry out the investigation.
  - d. 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.
  - e. Investigations will be conducted in a timely manner.
  - f. The Board of Health expects individuals to cooperate during any investigation.
- 1.7. Respondents will be advised of a complaint against them and be given an opportunity to respond.



- 1.8. The actions that may be taken to address a substantiated complaint will depend on the particular circumstances, and consequences may include, but are not limited to, discipline up to and including termination or loss of affiliation.
- 1.9. 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. Once an investigation has been completed, all related records will be considered “restricted” and held by the Executive Assistant to the Board of Health.

## **2. Reporting Alleged Whistleblower Reprisal**

- 2.1. Any individual who, in good faith, made a complaint of alleged unethical or illegal conduct in accordance with this policy and who later believes they are experiencing reprisal for the complaint shall report the alleged reprisal to the Board Chair or designate (i.e. Vice-Chair or appointed legal counsel).
- 2.2. The complaint will be reviewed within three (3) business days and an investigation into the complaint may be undertaken should there appear to be any substance to the complaint of retaliation.
- 2.3. Individuals who are discovered to be retaliating against any whistleblower may be subject to discipline up to and including termination or loss of affiliation and where relevant legal actions.



# RESIGNATION AND REMOVAL OF BOARD MEMBERS

## PURPOSE

The purpose of this policy is to outline the process for Board Member resignation, death or for the removal of Members from the Board of Health due to improper conduct, failure to attend Board of Health meetings or other reasons as prescribed by Board of Health policies.

## POLICY

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

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

## PROCEDURE

### Board Member Resignation

Board of Health Member may resign his/her office by delivering a written resignation to the Chair of the Board of the Board of Health ~~and the Medical Officer of Health (MOH) and Chief Executive Officer (CEO)~~. The resignation shall take effect at the time it is received or the time specified in the letter whichever is later. The Chair of the Board of Health shall acknowledge and confirm the resignation, by mail, within five (5) business days of receipt.

### Board Member Death

On official confirmation of the death of the Member, the office shall be deemed vacated.

### Board of Health Member Removal

Any Member of the Board of Health may initiate the procedure for the removal of another Board of Health Member upon a motion made in-camera at a regular meeting of the Board of Health and passed by a two-third majority vote of the Board of Health. The process for removal of a Board member is outlined in Appendix A.

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

- A Board of Health Member breaches any material duty or obligation under the MLHU Governance Bylaws, policies, or other applicable legislation;
- A Board of Health Member willfully or recklessly engages in conduct that causes or will cause material harm to the MLHU, including to the reputation or mission of the Health Unit;
- A Board of Health Member is convicted or pleads guilty to any offence that would have areal effect on the Member's ability to perform their role; and
- Failure to comply with attendance requirements.

If an investigation is not required by the Board of Health, the Chair of the Board of Health shall notify the Board member of the removal. The Board member may request that an investigation be carried out. A Board of Health Member shall cease to hold office if a motion calling for the removal of the Board Member is passed by a two-thirds majority of the Members of the Board of Health.

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

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

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

If a motion is passed to remove the Board member following an investigation, the Investigated Member shall have the opportunity to submit a rebuttal within sixty (60) days of the findings of the investigation being reported to the Board of Health. This rebuttal may be submitted to the Board of Health in the form of written documentation and/or oral presentation.

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

### **Board Member Appointment**

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

## **APPENDICES**

Appendix A – Removal of BOH Member

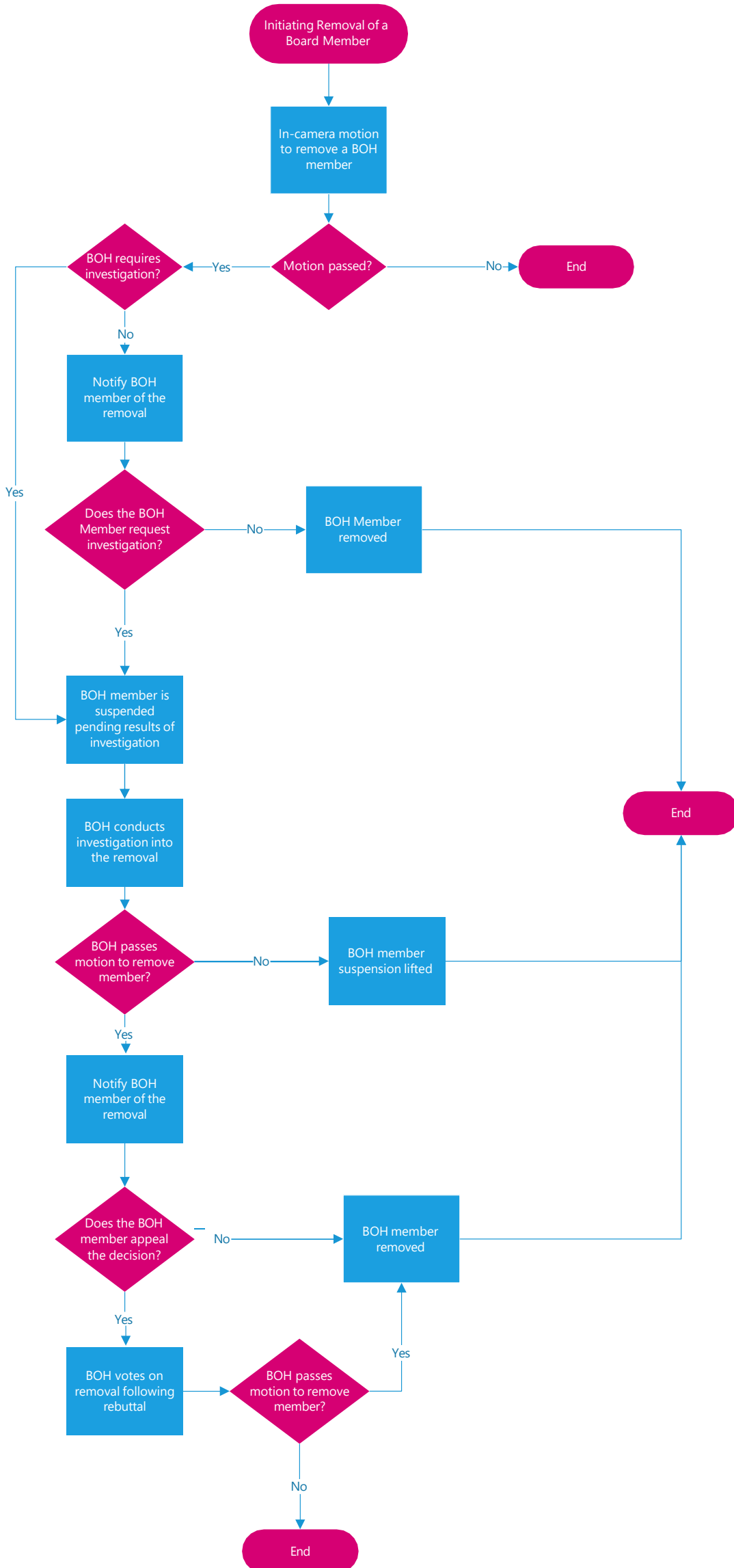
## **APPLICABLE LEGISLATION AND STANDARDS**

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

## **RELATED POLICIES**

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

G-280 – Board Size and Composition





# BOARD MEMBER REMUNERATION AND EXPENSES POLICY

## PURPOSE

To ensure that Board of Health members receive appropriate remuneration for their activities and reimbursement of incurred expenses on behalf of the Board of Health.

## POLICY

In accordance with the *Health Protection and Promotion Act*, s. 49, Board Members shall receive remuneration for each day on which they conduct business on behalf of the Board of Health. For the purposes of this policy, such business includes official meetings at which the member represents the Board and attendance at conferences but does not include ceremonial functions or special events. Board Members shall also be reimbursed for all reasonable expenses incurred.

## PROCEDURE

### 1. Remuneration

- 1.1. Remuneration for Board of Health business is to be paid for each **meeting day** on which any eligible Board Member attends a Board meeting, Board committee meeting, a meeting which the member attends on behalf of the Board of Health, or an approved convention or conference.
- 1.2. Rate of remuneration for Board of Health members who are eligible to receive remuneration are based on comparable rates passed by local municipalities and shall not exceed the limits established by s. 49(6) of *the Health Protection and Promotion Act*. **The per diem rate is reported and approved by the Board of Health on an annual basis. For 2024-25, the current rate is \$177.77 with the following calculations:**
  - 100% of the remuneration rate for meetings 1.5 hours or longer
  - 50% of the remuneration rate for meetings 30 minutes to 1.5 hours
  - 25% of the remuneration rate for meetings less than 30 minutes.
- 1.3. All community appointees shall receive this remuneration. Municipal appointees, other than the Chair, who receive annual remuneration from their municipality shall not be eligible for additional remuneration from the Middlesex-London Health Unit (MLHU). **It is noted that City of London council members on the Board do not receive remunerations, except in a Chair capacity.**

1.4. In circumstances in which the municipality does not provide annual remuneration to its councilors, MLHU shall provide remuneration for the municipal appointees, based on the days on which they are engaged in Board business.

~~1.5. Board Members eligible to receive remuneration shall complete and submit the Reimbursement for Monthly Activities form (Appendix A).~~

## 2. Expenses

Board of Health members shall ~~complete and submit the Reimbursement for Monthly Activities form (Appendix A)~~ provide the Executive Assistant to the Board of Health with original/electronic receipts, for reimbursement of eligible expenses (see Appendix B for mileage rates and out-of-town travel).

## APPENDICES

~~Appendix A — Reimbursement for Monthly Activities Form~~

Appendix B – Mileage and Out-of-Town Expenses

**Commented [SE1]:** Form not used anymore, proposed to be retired

## APPLICABLE LEGISLATION AND STANDARDS

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

## MILEAGE AND OUT-OF-TOWN EXPENSES

Note: Where applicable, consideration will be given to Board members who require an accommodation.

### **A. Mode of Transportation**

The mode of transportation chosen – air, train, or car – should be that which enables the board member to attend to MLHU business with the least cost to MLHU, consistent with a minimal amount of interruption to regular business and personal schedules. Consideration should be made as to unproductive time away from the workplace.

For travel by air or train, basic economy/coach fares will be paid by MLHU. Any upgrades are the responsibility of the board member, except where upgraded travel is authorized in accordance with this policy.

#### ***Travel by Air***

Board members may travel by air for trips that are beyond reasonable driving distance.

Every effort should be made to book travel well in advance to take advantage of discounted fares and to obtain the lowest fares compatible with necessary travel requirements. The cost of an additional night of accommodation may be incurred, and will be reimbursed, if it is required, in order to take advantage of a discount fare, provided that the cost of the extra accommodation is not greater than the savings realized from benefitting from the discounted fare.

Original boarding passes and ticket/e-ticket must be provided to the **Executive Assistant to the Board of Health attached to the Reimbursement for Monthly Activities form (Appendix A)** for each segment of travel. (For reconciliation of tickets purchased using a corporate credit card, only the ticket/e-ticket must be provided.)

#### ***Travel by Rail***

Board members will choose the most economical and direct form of transportation by train. Wherever possible, travel arrangements should be made in advance to ensure availability of economy class seats and at the best price. Business class may be authorized in exceptional circumstances if less expensive seats are not available. Board members may also pay the cost differential to upgrade to business class. (Meal reimbursement may be used to offset this cost differential where applicable.)

Original boarding passes and ticket/e-ticket must be provided to the **Executive Assistant to the Board of Health attached to the Reimbursement for Monthly Activities form (Appendix A)** for each segment of travel. (For reconciliation of tickets purchased using a corporate credit card, only the ticket/e-ticket must be provided.)

#### ***Travel by Car***

When a car is the most practical and economical way to travel, a personal vehicle can be used but mileage reimbursement will be the actual distance travelled or 250 km (round-trip),



whichever is less, at the allowable rates. For travel distances greater than 250 km, a rental vehicle should be used. Consideration will be given to board members who require an accommodation.

#### Rental Vehicle

- The car rental company approved by MLHU is Enterprise and it should be used wherever possible to ensure the most favourable rates.
- Rental of compact or mid-sized vehicles is normally to be used. Consideration may be given for a car rental upgrade based on the number of passengers, weather conditions and other safety reasons. All luxury and sports car rentals are expressly prohibited.
- Rental cars must be refueled before returning to avoid extra charges, and the receipt for the gasoline purchase must be attached to the Reimbursement for Monthly Activities form (Appendix A), together with a copy of the rental agreement.

#### Personal Vehicle

- The owner of the vehicle must ensure that the vehicle is in safe working condition and is adequately insured.
- MLHU assumes no financial responsibility for personal vehicles being used for MLHU business other than paying the mileage rate. The mileage rate covers the cost of fuel, depreciation, maintenance, and insurance. When calculating the total kilometres of a trip that originates from the Board member's home, the normal distance driven to MLHU should be excluded. A maximum of 250 km per out-of-town trip is allowed for reimbursement unless an accommodation prevents use of a rental vehicle.

### **B. Parking and Other Fees**

Cost of parking a vehicle at a transportation terminal while on out-of-town business will be reimbursed, provided that the cost of the parking does not exceed the cost of ground transportation from departure point (home or place of business) to the transportation terminal.

Cost of parking in another city while on out-of-town business will also be reimbursed.

Highway and bridge tolls and ferry charges will be reimbursed with receipts attached.

Traffic and parking violations incurred while driving on MLHU business will not be reimbursed.

### **C. Overnight Accommodations**

Government rates should be requested at the time of making the reservation. Individuals may be reimbursed for the total cost (including taxes) of either a single or double room depending on individual circumstances. Board members are encouraged to share accommodations when possible. An overnight stay in association with a one-day meeting or business event out-of-town is justified only when the Board member is required to leave home early in order to be on time for the event starting before 9:00 a.m.

While travelling on business related to MLHU, in situations where Board members choose to stay overnight with friends or relatives instead of paid accommodation, accommodation expenses will not be reimbursed, but appropriate meal allowances will still apply.

Charges incurred because of failure to cancel a reservation on a timely basis will not be reimbursed unless this is for a clearly defined business reason.

#### **D. Meals**

A meal expense will be reimbursed when board members are re out-of-town over a normal meal period or have prior approval for the meal expense.

The maximum allowable amount that will be reimbursed for meals and refreshments (inclusive of taxes and gratuities) is \$10 for non-alcoholic beverages/snacks, \$10 for breakfast, \$20 for lunch and \$30 for dinner. Original receipts must be provided for all meal expenses. Expenses must be incurred during normal working hours, or on route to home. The approver is responsible for ensuring that submissions for meal allowances fall within the maximum allowable amounts.

It is understood that gratuities may be provided during meals to acknowledge good service received. The maximum allowable gratuity that MLHU will reimburse is 15% of the total after tax amount of the meal.

#### **E. Alcohol**

The cost of alcoholic beverages will not be reimbursed. In the event that alcohol is consumed during a meal or otherwise, board members are to ask the restaurant for a separate invoice/receipt for the alcohol so that there is clarity for the reimbursable food portion.

#### **F. Combining Personal Travel**

Board members are responsible for all additional and incremental expenses incurred as a result of a spouse, partner, companion, or any other person, travelling with them. Expenses should be tracked very carefully to be able to clearly distinguish between the board member portion, and that which applies to the other person.

When personal travel is combined with business travel, only the business portion of the trip will be reimbursed. Expenses should be tracked very carefully to be able to clearly distinguish between the personal portion and the business portion.

#### **G. Other Travel-Related Expenses**

Business expenses, such as computer access charges, photocopying, word processing services, facsimile transmissions, internet connections, rental and transportation of necessary office equipment will be reimbursed provided the charges incurred are reasonable and related to MLHU business.

Additionally, board members will be reimbursed for taxicab fares, airport limousines and buses (or equivalents, e.g. subway) for transportation between the individual's home/workplace and the designated transportation terminal. While out-of-town, transportation to/from the transportation terminal and the hotel, and transportation within the destination city, will also be reimbursed. Staff should use public transit when available.

Recreational items (e.g. video rentals, mini-bars, special facilities charges, entertainment not directly related to MLHU business, etc.) will not be reimbursed.

## **H. Non-Reimbursable Expenses**

In addition to other items mentioned above, which are not reimbursable, expenses of a personal nature will not be reimbursed. Such expenses include, but are not limited to:

- Expenses resulting from unlawful conduct,
- Damage to personal vehicle as a result of a collision,
- Personal items not required to conduct MLHU business,
- Memberships to reward programs or clubs (e.g., airline clubs),
- Personal credit card fees and/or late payment charges.

# MEDIA RELATIONS

## PURPOSE

To maximize the media's appropriate interest in and coverage of public health issues, programs, activities and services and to ensure that information is accurate, timely, relevant and maintains client confidentiality.

## POLICY

The media plays an important role in the Middlesex-London Health Unit's (MLHU) efforts to inform and raise awareness about public health issues, programs and services in London and Middlesex County. Prompt response to media requests allows the MLHU to maintain strong and open lines of communication with both the media and the residents of London and Middlesex County.

## PROCEDURE

### 1. Media Enquiries

- 1.1. For matters relating to meetings and membership of the Board of Health (Board), the Chair will be considered the Board Spokesperson for all media inquiries. When the Chair is unavailable, the Vice-Chair or designate Committee Chair, the Secretary, and/or the Treasurer will be considered the spokesperson for such inquiries.
- 1.2. Board members shall accurately and adequately communicate the decisions of the Board, even if they disagree with the Board's decision, such that the respect for the decision-making processes of the Board is fostered.
- 1.3. For matters relating to the overall operations or administration of MLHU, the Medical Officer of Health (MOH), Associate Medical Officer of Health and/or the Chief Executive Officer (CEO) will be considered MLHU's spokesperson(s). For program and service-related matters, an MLHU spokesperson will be designated through consultation with the Manager, **Corporate** Communications or designate.
- 1.4. In the event of a public health emergency/crisis all media requests are to be referred to and coordinated by the Manager, **Corporate** Communications or designate.
- 1.5. MLHU has a legal obligation under the Personal Health Information Protection Act (PHIPA) to keep medical information private and confidential. Information about MLHU clients must not be released without the permission of the client unless deemed essential to protect the health of the community.

- 1.6. Members of the media are to be met by an employee and must be escorted by an employee at all times when on MLHU premises. MLHU has the right to prohibit members of the media from interviewing clients and employees, taking photographs or otherwise invading the privacy of individuals or employees.
- 1.7. Members of the Board who are approached by a media of the media must advise the Board Chair, MOH, CEO and Manager, Corporate Communications.

## 2. MLHU-Initiated Media Communications

- 2.1. In order to ensure that MLHU media relations are not compromised, all employees and Board members must consult with the Manager, Corporate Communications or designate before initiating contact with the media. All complaints or rebuttals regarding media coverage or the conduct of a member of the media must be handled by the Manager, Corporate Communications or designate.
- 2.2. Media releases are authorized by the Office of the Chief Executive Officer and/or Medical Officer of Health and must be approved by the Manager, Corporate Communications or designate prior to release.
- 2.3. When sending a media release the Manager, Corporate Communications or designate will:
  - a. Work with employees or Board members to develop effective media messages;
  - b. Edit releases;
  - c. Distribute the release to appropriate media outlets, as well as stakeholders and community partners as appropriate;
  - d. Send a copy of the media release to the Board and all MLHU employees; and post the media release on the MLHU website and social media channels;
  - e. Monitor, assess, and track media coverage and, if needed, advise/respond to media coverage.

## 3. Crisis Media Communications

- 3.1. Procedure(s) for this response are described in the Emergency Response Plan that is maintained by the Manager, Emergency Preparedness.

## 4. Employee Training

- 4.1. The Manager, Corporate Communications educates employees and Board members about media relations and provides media training as required.