

AGENDA
MIDDLESEX-LONDON BOARD OF HEALTH
Governance Committee

Microsoft Teams
Thursday, July 20, 2023 at 6:30 p.m.

1. DISCLOSURE OF CONFLICTS OF INTEREST

2. APPROVAL OF AGENDA – July 20, 2023

3. APPROVAL OF MINUTES – April 20, 2023

4. NEW BUSINESS

- 4.1. Governance Policy Review – Board of Health By-Laws (Report No. 06-23GC)
- 4.2. Q1 2023 Risk Register Update (Report No. 07-23GC)

5. OTHER BUSINESS

The next meeting of the Governance Committee will be on Thursday, September 21, 2023 at 6 p.m.

6. ADJOURNMENT



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

Thursday, April 20, 2023 at 6 p.m.
MLHU Board Room – Citi Plaza
355 Wellington St. London, ON, N6A 3L7

MEMBERS PRESENT: Michelle Smibert (Chair)
Aina DeViet
Matthew Newton-Reid
Tino Kasi (arrived at 6:03 p.m.)
Emily Williams, Chief Executive Officer (ex-officio, attended virtually)
Dr. Alexander Summers, Medical Officer of Health (ex-officio)

REGRETS: Michael Steele

OTHERS PRESENT: Stephanie Egelton, Executive Assistant to the Board of Health (recorder)
Sarah Maaten, Acting Director, Public Health Foundations
Deb Turner, Administrative Assistant to the Acting Director, Public Health Foundations
Cynthia Bos, Manager, Human Resources
David Jansseune, Assistant Director, Finance
Dr. Joanne Kearon, Public Health Medical Resident

At **6:01 p.m.** Secretary and Treasurer Emily Williams called the meeting to order.

MEETING PROCEDURES

Election of 2023 Governance Committee Chair

Secretary and Treasurer Emily Williams opened the floor to nominations for Chair of the Governance Committee for 2023.

It was moved by **M. Reid, seconded by A. DeViet**, *that Michelle Smibert be nominated for Chair of the Governance Committee for 2023.*

Carried

M. Smibert accepted the nomination.

E. Williams called three times for further nominations. None were forthcoming.

It was moved by **M. Reid, seconded by A. DeViet**, *that Michelle Smibert be acclaimed as Chair of the Governance Committee for 2023.*

Carried

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. Reid, seconded by A. DeViet**, that the **AGENDA** for the April 20, 2023 Governance Committee meeting be approved.

Carried

APPROVAL OF MINUTES

It was moved by **M. Reid, seconded by A. DeViet**, that the **MINUTES** of the November 10, 2022 Governance Committee meeting be approved.

Carried

NEW BUSINESS

Emily Williams, Chief Executive Officer introduced Deb Turner, Administrative Assistant to the Director of Public Health Foundations. E. Williams noted that D. Turner was previously the Program Assistant for the former Privacy, Risk and Project Management Office and has been providing significant support for Governance activities.

2023 Governance Committee Reporting Calendar (Report No. 01-23GC)

E. Williams presented the 2023 Governance Committee Reporting Calendar. The proposed amendments to the reporting calendar included removing the initiation of the MOH/CEO Performance Appraisal, as there is a standing committee for this purpose (MOH/CEO Performance Appraisal Committee) and spreading out policy review by subject matter area over two years for ease in reviewing by the Governance Committee.

It was moved by **M. Reid, seconded by T. Kasi**, that the Governance Committee:

- 1) Receive Report No. 01-23GC re: "Governance Committee Reporting Calendar"; and
- 2) To approve the 2023 Governance Committee Reporting Calendar (Appendix A).

Carried

Governance Policy Review (Report No. 02-23GC)

E. Williams presented the Governance Policy Review for the March meeting. It was noted that there are more policies in front of the Committee due to the cancelled Governance Committee meeting in February.

There were seven (7) policies for the Committee to review, with the subject matter areas of Board Responsibility and Transparency, and Financial Activities:

- G-180: Financial Planning and Performance
- G-205: Borrowing
- G-430: Informing of Financial Obligations
- G-200: Approval and Signing Authority
- G-260: Governance Principles and Board Accountability
- G-370: Board of Health Orientation and Development
- G-400: Political Activities

Material changes were suggested by staff for Policy G-200: Approval and Signing Authority to align with the *Broader Public Sector Accountability Act* regarding approval amounts for the Medical Officer of Health, Chief Executive Officer, those in leadership roles and the Board of Health.

Housekeeping changes were suggested by staff for Policy G-400: Political Activities to remove the former role of Director, Corporate Services and insert Medical Officer of Health and Chief Executive Officer where applicable.

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

- 1) *Receive Report No. 02-23GC re: "Governance Policy Review" for information; and*
- 2) *Approve the governance policies as amended, appended to this report (Appendix B).*

Carried

Quarterly Risk Register Update (Report No. 03-23GC)

E. Williams presented the Quarterly Risk Register Update. It was noted that the report will close out the 2022 Risk Register. All risks except five (5) risks have been mitigated

The risks that have not been adjusted for 2023 are:

- Stakeholder/Public Perception: The appointment of a permanent Associate Medical Officer of Health will assist in addressing residual risk.
- Political: Potential return of modernization discussions and reflection of continued uncertainty for COVID-19 funding for the coming year.
- Financial: The Ministry of Health's claw back of unused funds from the Ontario Seniors' Dental Program.
- Financial: With part-time staff being permitted to join OMERS (Ontario Municipal Employees Retirement System), there is an additional \$160,000 in costs. Financial: Token or access management (software licenses through the Information Technology department) is being reviewed with a plan to centralize it when impacts are known.

Committee Member Matt Newton-Reid inquired if the OMERS changes were being built into the 2023 Budget, which E. Williams confirmed.

It was moved by **A. DeViet, seconded by T. Kasi**, *that the Governance Committee recommend to the Board of Health to receive Report No. 03-23GC re: "Quarterly Risk Register Update" for information.*

Carried

2021-22 Provisional Plan Progress Update (Report No. 04-23GC)

Sarah Maaten, Acting Director, Public Health Foundations provided an update on the 2021-2022 Provisional Plan. S. Maaten reminded the Committee that the 2022 Provisional Plan was extended to Q2, 2023 and that the draft 2023-2024 Provisional Plan will be presented to the Board of Health in May for feedback.

There are currently seven (7) identified projects occurring within the current provisional plan, with six (6) of these projects ongoing:

- Employment Systems Review;
- Implementation of the Anti-Black Racism Plan;
- Onboarding and Enhancement of the Electronic Client Record (ECR);
- Transition to SharePoint;
- Implementation of the Joy in Work Framework;
- Return to Office; and
- Sociodemographic and Race-based Data Collection in Electronic Systems.

S. Maaten noted that the implementation of a framework to support shared work between multiple teams is delayed due to resource constraints.

Dr. Alexander Summers, Medical Officer of Health, noted that the significant focus of the 2023-2024 Provisional Plan will be around creating a management operating system, which is a foundation for how the Health Unit will conduct their work.

Committee Member Tino Kasi inquired on details on the implementation of the Anti-Black Racism Plan and feedback through the Anti-Black Racism Plan Advisory Committee. S. Maaten and Dr. Summers provided feedback and highlighted the ongoing prioritization of this work in the draft 2023-2024 Provisional Plan.

It was moved by **M. Reid, seconded by A. DeViet**, *that the Governance Committee recommend to the Board of Health to receive Report No. 04-23, re: "2021-22 Provisional Plan Progress Update" for information.*

Carried

2022 Occupational Health and Safety Report (Report No. 05-23GC)

Cynthia Bos, Manager, Human Resources presented the 2022 Occupational Health and Safety Report, on behalf of Lilka Young, Health and Safety Advisory and Dalia Salim, Human Resources Coordinator, Health and Safety.

C. Bos noted that providing this report to the Committee and Board is a policy requirement under Policy 8-010 Occupational Health and Safety. This report has been reviewed by the Joint Occupational Health and Safety Committee and Procurement and Operations and will be provided to all staff later this week.

Key highlights of the report included:

- Be Well's launch of Fitness on Demand with Employee Wellness Solutions Network (EWSN) and continued virtual programming.
- Over benchmark Utilization Rate for Employee and Family Assistance Plan (over 33.71%).
- Improvements in the uptake of COVID-19 and Influenza vaccines, as part of changes made to the Employee Immunization Program.
- Introduction of Employee De-Escalation Training.
- Increase in reported employee injuries and incidents (11% increase).
- Increase in reports to the Workplace Safety and Insurance Board (WSIB).

Reported incidents in 2022 included:

- 155 incident reports were received in 2022:
 - 86 employee-reported incidents (up 11% from 2021);
 - 13 non-workplace incidents (up 18% from 2021); and
 - 30 client/non-employee incident reports (down 32% from 2021).
- Most reported incidents categories:
 - Workplace Violence (40);
 - Struck with/caught by/ contact with (9);
 - Slip, Trips and Falls (8);
 - Exposures (8);
 - 4 employee needlesticks; and
 - 8 one-on-one ergonomic reviews were conducted.

Committee Member M. Newton-Reid inquired on why there was an increase in incidents at the Health Unit. C. Bos noted that the Occupational Health and Safety team anticipated higher reporting due to the systematic encouragement of reporting incidents. C. Bos added that some incidents have naturally occurred with more individuals being back in the office and with more staff employed at the Health Unit. There also have been client to staff incidents at vaccination clinics or in the community with enforcement officers.

Committee Member T. Kasi inquired if there was a sliding scale of staff being able to report incidents to Occupational Health and Safety. C. Bos noted that the Health Unit is seeing increased reporting due to staff seeing the value of reporting incidents, even if they are minor or near misses. E. Williams added that

regardless, staff should report an incident because there is awareness of the problem that needs to be resolved.

It was moved by **A. DeViet, seconded by M. Reid**, *that the Governance Committee recommend to the Board of Health to receive Report No. 05-23 GC, re: "2022 Occupational Health and Safety Report" for information.*

Carried

OTHER BUSINESS

The next meeting of the Governance Committee will be held on Thursday, June 15, 2023 at 6 p.m.

ADJOURNMENT

At **6:37 p.m.**, it was moved by **M. Reid, seconded by A. DeViet**, *that the meeting be adjourned.*

Carried

MICHELLE SMIBERT
Committee Chair

EMILY WILLIAMS
Secretary



TO: Chair and Members of the Governance Committee

FROM: Emily Williams, Chief Executive Officer
Dr. Alexander Summers, Medical Officer of Health

DATE: 2023 July 20

GOVERNANCE POLICY REVIEW – BOARD OF HEALTH BY-LAWS

Recommendation

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

- 1) Receive Report No. 06-23GC re: “Governance Policy Review – Board of Health By-Laws” for information; and*
- 2) Approve the Board of Health Governance By-Laws as amended through a first, second, third and final reading ([Appendix B](#)).*

Key Points

- 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 that have been reviewed by the subcommittees of the Board and outlines the status of all documents contained within the Governance Manual.
- There are four (4) by-laws that have been prepared for review by the Governance Committee in ([Appendix B](#)), and have been reviewed by legal counsel before being presented to the Committee for their review.

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](#).

It was determined that the four (4) Board of Health by-laws needed review from both legal counsel and the Committee. The by-laws have not had significant changes to them since their adoption, except for housekeeping amendments from March 2020 until June 2022 to update changes to applicable legislation impacting the Board of Health, along with updated roles and responsibilities.

By-Law Review

For 2023 and 2024, policies and by-laws will be grouped together (when possible) by subject matter area for ease in reviewing.

There are four (4) by-laws included as [Appendix B](#) that have been reviewed by the Governance Committee and prepared for approval by the Board of Health:

- G-B10 By-law No. 1 Management of Property
- G-B20 By-law No. 2 Banking and Finance
- G-B30 By-law No. 3 Proceedings of the Board of Health
- G-B40 By-law No. 4 Duties of the Auditor

[Appendix A](#) to this report details the recommended changes for the above by-laws as well as the status of documents contained within the Governance Manual for the 2023 review.

Next Steps

It is recommended that the Governance Committee recommend to the Board of Health to approve the by-laws as amended, outlined in [Appendix B](#). It is noted that the Governance Committee will review these by-laws bi-annually and it is anticipated that this level of review of Board of Health by-laws from legal counsel will not be needed for many years.

The draft by-laws will require the Board of Health to make a motion to amend, and formalize by giving a first, second, third and final reading of by-laws for their implementation.

This report was prepared by the Chief Executive Officer.



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



Dr. Alexander Summers, MD, MPH, CCFP, FRCPC
Medical Officer of Health

2023 Governance By-law and Policy Review Schedule and Recommendations Table

July 2023

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
Board of Health Operations	G-280 Board Size and Composition	10/21/2021	Current		11/16/2023
Board of Health Operations	G-300 Board of Health Self-Assessment	10/21/2021	Current		11/16/2023
Board of Health Operations	G-350 Nominations and Appointments to the Board of Health	10/21/2021	Current		11/16/2023
Board Responsibility and Transparency	G-260 Governance Principles and Board Accountability	4/20/2023	Current		4/20/2025
Board Responsibility and Transparency	G-370 Board of Health Orientation and Development	4/20/2023	Current		4/20/2025
Board Responsibility and Transparency	G-400 Political Activities	4/20/2023	Current		4/20/2025
By-laws	G-B10 By-law No. 1 Management of Property	10/21/2021	Reviewed	<p>Suggested changes from legal counsel:</p> <ul style="list-style-type: none"> - General housekeeping amendments - Reversing order of template to have readings above signing/seal - General summarizing and condensing of provisions <p>Suggested changes from Committee:</p> <ul style="list-style-type: none"> - None 	7/20/2023
By-laws	G-B20 By-law No. 2 Banking and Finance	10/21/2021	Reviewed	<p>Suggested changes from legal counsel:</p> <ul style="list-style-type: none"> - General housekeeping amendments - Reversing order of template to have readings above signing/seal - General summarizing and condensing of provisions 	7/20/2023

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
				Suggested changes from Committee: - None	
By-laws	G-B30 By-law No. 3 Proceedings of the Board of Health	06/16/2022	Reviewed	Suggested changes from legal counsel: - General housekeeping amendments - Reversing order of template to have readings above signing/seal - General summarizing and condensing of provisions - Suggesting if the Board wants to note a process for delegations Suggested changes/questions from Committee: - Using closed session as opposed to in-camera - Staff response: Will amend - Noting the edition of Robert's Rules to be used (12 th edition) - Staff response: Will amend - Have there ever been requests for delegations? - Staff response: In previous years there have been regarding partner organizations. - 48 hours is suggested for calling special meetings. - Staff response: There are concerns of limitations for urgent situations where a special meeting needs to be called imminently and it is suggested that no time is specified - Is non receipt of a notice of a meeting invalidate proceedings and is this required? - Staff response: Not required and can be amended/removed - There should be a motion mentioned in the procedural by-law that agendas must be approved. - Staff response: This is conducted per Robert's Rules and should be added/amended to the by-law - If quorum isn't met after 30 minutes of the meeting start, the Board should be able to decide when another meeting can be called/recess. - Staff response: This can be amended as this situation has occurred before - Delegations should make a written request and the Chair in consultation with the Secretary, shall	7/20/2023

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
				<p>approve or not approve the delegation in advance of confirming the agenda.</p> <ul style="list-style-type: none"> - Staff response: This can be amended as this situation has occurred before - Motions for by-laws can be read at once – suggestion to rewrite. - Staff response: Will be amended to shorten - Should information on remuneration be included in the procedural bylaw? - Staff response: This can be removed and amended, as Policy G-410 Board Member Remuneration and Expenses covers this - Should information on performance of board members be included in the procedural bylaw? - Staff response: This can be removed and amended, as Policy G-300 Board Member Self-Assessment covers this - Suggestion of noting that amendments need 2/3 voting support of members. - Staff response: Will amend - Suggestion that reconsideration of an amendment or vote be defined/consideration. - Staff response: Will amend and define. Per Robert's Rules, a reconsideration motion must be made within a limited time after the action on the original motion on the same day. 	
By-laws	G-B40 By-law No. 4 Duties of the Auditor	10/21/2021	Reviewed	<p>Suggested changes from legal counsel:</p> <ul style="list-style-type: none"> - General housekeeping amendments - Reversing order of template to have readings above signing/seal - General summarizing and condensing of provisions <p>Suggested changes from Committee:</p> <ul style="list-style-type: none"> - None 	7/20/2023
Financial Activities	G-180 Financial Planning and Performance	4/20/2023	Current		4/20/2025
Financial Activities	G-430 Informing of Financial Obligations	4/20/2023	Current		4/20/2025

Group	Document Name	Last Review	Status	Recommended Changes	For Review on
Financial Activities	G-205 Borrowing	4/20/2023	Current		4/20/2025
Financial Activities	G-200 Approval and Signing Authority	4/20/2023	Current		4/20/2025
Risk and Privacy	G-080 Occupational Health and Safety	06/17/2021	Current		9/21/2023
Risk and Privacy	G-100 Privacy and Freedom of Information	02/17/2022	Current		9/21/2023
Risk and Privacy	G-120 Risk Management	10/21/2021	Current		9/21/2023



 Board of Health: **By-law No. 1**

Pursuant to Section 56(1) (a) of the *Health Protection and Promotion Act*, R.S.O. 1990, as amended, chapter H.7, the Board of Health for the Middlesex-London Health Unit ~~enacts~~ has enacted By-law No. 1 to provide for the **management of property**.

1. ~~1.~~ In this by-law:

(a) ~~(a)~~ "Act" means the *Health Protection and Promotion Act*, R.S.O. 1990 (as amended), Chapter H.7.

(b) ~~(b)~~ "Board" means the corporation without share capital known as the Board of Health for the Middlesex-London Health Unit.

(c) ~~(c)~~ "Treasurer" means the Treasurer as defined in Policy G-270 as may be amended, from time to time.]

(d) ~~(d)~~ "Secretary" means the Secretary as defined in Policy G-270 as may be amended, from time to time.]

2. ~~The Board shall hold title to any real property acquired by the Board for the purpose of carrying out the functions of the Board and may sell, exchange, lease, mortgage, or otherwise charge or dispose of real property owned by it, subject to Section 52(3) of the Act. Section 52(3) of the Act does not apply unless the Board of Health has first obtained the consent of the councils of the majority of the municipalities within the health unit served by the Board of Health. R.S.O. 1990, c. H.7, s. 52 (4); 2002, c. 18, Sched. I, s. 9 (8).~~

2. Subject to the requirements of the Act, the Board: shall acquire, and hold title to any real property acquired by it, for the purpose of carrying out the functions of the Board; and, may sell, exchange, lease, mortgage, or otherwise charge or dispose of real property owned by it.

3. ~~3.~~ The Board's Chief Executive Officer (CEO) shall be responsible for [overseeing] the care and maintenance of all properties [as required by the Board].

For additional responsibilities of the CEO pertaining to property, and the terms of leasing or rental agreements, please refer to Policy G-030 MOH and CEO Position Descriptions, as amended, from time to time.

4. ~~4.~~ The Board shall ensure that [all such] properties comply with applicable ~~statutory requirements contained in local, provincial, and/or federal legislation (e.g., Building Code and Fire Code).~~ legislation, including building and fire codes.

Reviewed by:	Finance and Facilities Committee
Approved by:	Board of Health
Date:	<u>[October 21, 2021]</u>
Signature:	<hr/> <p>Ms. Maureen Cassidy Chair, Board of Health</p> <hr/> <p>Christopher Mackie Treasurer</p>

[First Reading – October 21, 2021
Second Reading – October 21, 2021
Third Reading – October 21, 2021]

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

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

[Note to draft: Above “Reading and Signing” verbiage to be revised as applicable



Board of Health: **By-law No. 2**

Pursuant to Section 56(1)(b) of the *Health Protection and Promotion Act*, R.S.O. 1990(as amended), chapter H.7, the Board of Health for the Middlesex-London Health Unit ~~enacts~~has enacted By-law No. 2 to provide for **banking and finance**.

1. ~~4.~~ In this by-law:
 - (a) ~~(a)~~ "Act" means the *Health Protection and Promotion Act*, R.S.O. 1990, as amended, Chapter H.7;
 - (b) ~~(b)~~ "Board" means the corporation without share capital known as the Board of Health for the Middlesex-London Health Unit.
 - (c) ~~(c)~~ "Bank" means a financial institution including registered chartered bank, trust company or credit union.

2. ~~2.~~ [~~The Board through the Chief Executive Officer will enter into an agreement with a bank which will provide~~ may enter into agreements with one or more banks for purposes of the following ~~services~~:
 - (a) ~~(a)~~ ~~a~~To establish chequing and / or savings account(s) for the Board;
 - (b) ~~(b)~~ provision for scanned images of cancelled cheques on demand on a monthly basis, together with a statement showing all debits and credits to facilitate timely account reconciliation;]
 - (c) ~~(c)~~ for the payment of interest ~~at a rate to, if any, on such accounts at such rates~~ be negotiated ~~between the Board and the bank for all balances temporarily held in such account(s);~~ and
 - (d) ~~(d)~~ ~~provide~~obtaining advice and other banking services as required by the Board.

3. ~~3.~~ The Board will maintain a formal list of names, titles, and signatures of those individuals who have signing authority in respect of any accounts maintained for or services provided to the Board.

4. ~~4.~~ [Formal procedures are in place to ensure that each issued cheque contains two electronic signatures, comprising one Board Member and the Chief Executive Officer.

These signatures shall be kept and held in custody with the Chief Executive Officer.

5. ~~4.~~ 4. [Notwithstanding ~~item~~Section 4 of this by-law, cheque signing shall be restricted to the Chair of the Board ~~of Health~~, the Chief Executive Officer, Medical Officer of Health, Associate Medical Officer of Health, and Assistant Director, Finance, any two of whom may sign cheques in the absence of the Chair of the Board or the Chief Executive Officer. Additional details pertaining to approval and signing authority are outlined in the current Summary of Banking Resolution maintained by the bank.
6. ~~2.~~ The Chief Executive Officer is hereby authorized on behalf of the Board to:
- (a) ~~(a)~~ deposit [to the bank] (but only for the credit of the Board) all or any cheques, Electronic Fund Transfers (EFT) or wire payments;
 - (b) ~~(b)~~ sign the Banking Resolution maintained with the bank and ensure that it is kept current;
 - (c) ~~(c)~~ invest excess or surplus funds in interest-bearing accounts or [short-term deposits].
7. ~~7.~~ The Treasurer of the Board shall prepare [and control] the Annual Budget ~~under the jurisdiction of the Board~~ for submission to and approval by the members of the Board, and perform such additional responsibilities pertaining to the Annual Budget as outlined in Policy G-030 MOH and CEO Position Descriptions, as amended, from time to time.

8. ~~The Board of Health is a corporation without share capital.~~

Reviewed by:	Finance and Facilities Committee
Approved by:	Board of Health
Date:	October 21, 2021
Signature:	<hr/> Ms. Maureen Cassidy Chair, Board of Health <hr/> Christopher Mackie Treasurer

[First Reading – October 21, 2021
Second Reading – October 21, 2021
Third Reading – October 21, 2021

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

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

[Note to draft: Above “Reading and Signing” verbiage to be revised as applicable

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

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

1. ~~4.~~ In this by-law:

- (a) ~~(a)~~ "Act" means the *Health Protection and Promotion Act*, R.S.O. 1990, c.H.7;
- (b) ~~(b)~~ "Board" means the corporation without share capital known as the Board of Health for the Middlesex-London Health Unit;
- (c) ~~(c)~~ "Chair" means the person presiding at the meeting of the members of the Board;
- (d) ~~(d)~~ "Chair of the Board" means the ~~Chairperson~~person elected ~~under to such position pursuant to~~ Section 57(2) of the Act and this by-law;
- (e) ~~(e)~~ - "City" means the Corporation of the City of London;
- (f) ~~(f)~~ "County" means the Corporation of the County of Middlesex;
- (g) ~~(g)~~ "Committee" means a committee of the members of the Board, but does not include the Committee of the Whole;
- (h) ~~(h)~~ - "Committee of the Whole" means all the members present at a meeting of the Board sitting in Committee;
- (i) ~~(i)~~ "Council" means the Council of the City ~~of London~~ and/or the Council of the County ~~of Middlesex~~, as applicable;
- (j) ~~(j)~~ "Majority" means a simple majority of members present at a meeting of members;
- (k) ~~(k)~~ "Meeting" means a meeting of the members of the Board;
- (l) ~~(l)~~ "Member" means a member of the Board;
- (m) "Minister" means the Minister of Health under the Act;
- (n) "Municipal Act" means the Municipal Act, 201, S.O. c.25, as amended from time to time;

- (o) ~~(m)~~ "Quorum" means a majority of the members of the Board (50% plus 1);
- (p) ~~(n)~~ "Secretary" and "Treasurer" means the Secretary and/or Treasurer as defined in Board Policy G-270 as may be amended, from time to time.
- (q) ~~(e)~~ "In-camera" means deliberations of the members of the Board which are closed to the public and the media.

1.0 **1.0 General**

- 1.1 ~~1.1~~ In all ~~the~~ proceedings ~~at or taken by this~~ of the members of the Board the following rules ~~and regulations~~ shall be observed and shall be the rules ~~and regulations~~ for the order and dispatch of business at ~~the Board, and in the~~ meetings of members and Committees ~~thereof~~.
- 1.2 ~~1.2~~ Except as herein provided, Robert's Rules of Order shall be followed for governing the proceedings of ~~the Board~~ meetings of members and the conduct of ~~its~~ members.
- 1.3 ~~1.3~~ A person who is not a member of the Board shall not be allowed to address the ~~Board~~ members at a meeting of members except upon invitation of the Chair or the members. [Note to draft: Would you like to consider establishing processes for "delegations" and for the submission of requests to address members?]

2.0 **2.0 Convening Meeting**

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

3.0 **3.0 Special Meetings**

- 3.1 ~~3.1~~ A special meeting of members may be called by the Chair of the Board ~~of Health~~.
- 3.2 ~~3.2~~ Any three ~~Board~~ members, by written communication to the Secretary, may ~~initiate~~ requisition a special meeting ~~of members~~. [Note to draft: Do you want to consider time parameters?]
- 3.3 ~~3.3~~ A special meeting of members shall not be summoned for a time which conflicts with a regular meeting of the members or a ~~meeting~~ previously called scheduled meeting of the Council(s) of the City ~~of London~~ and/or the County ~~of Middlesex~~.
- 3.4 ~~3.4~~ Reasonable notice shall be delivered to each member noting that the five-day prior notice as required for scheduled ~~Board Meetings~~ meetings may be waived for special meetings.

4.0 **4.0 Notifying Board Members of Meetings**

- 4.1 ~~4.1~~ The Secretary shall give notice of each regular and special meeting of the ~~Board~~ members and of each Committee to the members thereof.
- 4.2 The notice shall be accompanied by ~~the "Agenda" and any other matter,~~ an agenda which conforms with the requirements of Section 8.0 of this by-law.

- ~~so far as known, to be brought before such meeting.~~
- 4.3 ~~4.3-~~ The notice shall be delivered by electronic mail to each member so as to be received no later than five days prior to the scheduled ~~Board~~ meeting.
- 4.4 The non-receipt of a notice of meeting by any member shall not invalidate the holding of the meeting or any resolution passed or proceeding taken at the meeting.
- ~~4.4 — Lack of receipt of the notice shall not affect the validity of holding the meeting or any action taken thereat.~~
- ~~4.5 —~~ ~~4.5-~~ The notice calling a special meeting of the ~~Board~~members' shall state the business to be considered ~~at the special meeting thereat~~ and no business other than that stated in the notice shall be considered at such meeting except with the unanimous consent of the members present and voting.

5.0 5.0 Notifying the Public of ~~Board~~Member Meetings

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

6.0 6.0 Meetings Open to the Public

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

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

7.1 Pre-requirements for in-camera sessions

Before holding a meeting or part of a meeting that is closed to the public, the ~~Board~~members shall [state by resolution,] -

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

7.2 Criteria for in-camera meetings

In accordance with Section 239(2) and (3.1) of the Municipal Act, ~~R.S.O., as amended~~, a meeting or part of a meeting may be closed to the public if the subject matter being considered is:

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

- ~~(j)~~ ~~(j)~~ a trade secret or scientific, technical, commercial, or financial information that belongs to the ~~Middlesex-London Health Unit~~Board and has monetary value or potential monetary value; ~~or~~
- ~~(k)~~ ~~(k)~~ a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on or by or on behalf of the ~~Middlesex-London Health Unit~~.Board;
- ~~(l)~~ an ongoing investigation respecting the Board by the Ombudsman appointed under the Ombudsman Act, R.S.O. 1990, c.0.4, an Ombudsman referred to in subsection 223.13 (1) of the Municipal Act, or the investigator referred to in subsection 239.2 (1) of the Municipal Act; or
- ~~(m)~~ in the case of a meeting held for the purpose of educating or training the members, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.

7.3 ~~7.3~~ Criteria for in-camera voting

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

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

7.4 ~~7.4~~ In-camera record keeping requirements

The Board shall record without note or comment all resolutions, decisions and other proceedings at a meeting, whether it is closed to the public or not. [Note to draft: This language tracks Section 239(7) of the Municipal Act, which applies to open and closed meetings. Given that Section 7 deals with convening meetings and my proposed addition of Section 13.2, perhaps Section 7.4 can be deleted?]

8.0 Agenda for Meetings

~~8.0~~ ~~Preparation of the "Agenda"~~

~~8.1~~ ~~8.1~~ The Secretary shall prepare for the use of members at the regular meetings ~~the "Agenda" as follows~~an agenda which addresses the following:

- ~~(a)~~ ~~(a)~~ ~~Call~~call to Order and Declarations of Interest;
- ~~(b)~~ ~~(b)~~ ~~Minutes~~minutes of Previous Meeting;
- ~~(c)~~ ~~(c)~~ ~~List~~list of Items to be dealt with in open session including delegations;

(d) ~~(d)~~ ~~List~~list of Items to be dealt with in-camera;

(e) ~~(e)~~ ~~Other~~other Business from the Floor;

(f) ~~(f)~~ ~~Date~~date of Next Meeting; and

(g) ~~(g)~~ Adjournment

~~8.2~~ ~~8.2~~ For special meetings, the "~~Agenda~~agenda for the meeting" shall be prepared when and as the Chair of the Board may direct or, in ~~default~~the absence of such direction, as provided in ~~the last preceding section~~Section 8.1 above so far as is applicable.

~~8.3~~ ~~8.3~~ The business of each meeting shall be taken up in the order in which it stands on the "~~Agenda~~agenda for the meeting", unless otherwise ~~described by the Board~~determined by resolution of the members.

9.0 ~~9.0~~ **Commencement of Meetings**

9.1 ~~9.1~~ As soon as there is a quorum after the hour fixed for ~~the~~a meeting, the Chair or Vice-Chair, or person appointed to act in their place and stead, shall ~~take the~~ chair the meeting and call the members to order. A majority of the members of the Board is required for quorum (i.e. more than half of the [voting] members). [Note to draft: Are there voting and non-voting members?]

9.2 ~~9.2~~ If the person who ought to preside at any meeting does not attend by the time a quorum is present, the Secretary shall call the members to order and a presiding officer shall be appointed by the members present, to preside during the meeting or until the arrival of the person who ought to preside.

9.3 ~~9.3~~ If there is no quorum within thirty minutes after the time ~~appointed~~fixed for the meeting, [the meeting shall then adjourn until the next day of meeting unless the Board otherwise decides.]

9.4 ~~9.4~~ Upon any member directing the attention of the Chair to the fact that a quorum is not present, the Secretary, at the request of the Chair, shall record the names of those members present and advise the Chair if a quorum is, or is not, present.

10.0 ~~10.0~~ **Rules of Debate and Conduct of Members of the Board**

10.1 ~~10.1~~ The Chair shall preside over the conduct of the meeting, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of ~~the~~ meetings, subject to an appeal by any member ~~to the Board~~ from any ruling of the Chair.

10.2 ~~10.2~~ Each delegation will be allowed a maximum of 10 minutes, but a member of the Board may introduce a delegation in addition to the speaker or speakers. Normally, a delegation will not be heard on an item unless there is a report from staff on the item.]

- 10.3 ~~10.3-~~ When a member ~~finds it impossible~~is unable to attend any meeting, the onus is upon ~~the~~that member to advise the Secretary prior to the holding of such meeting, ~~and to advise of their wishes with respect to having an agenda item tabled.~~1
- 10.4 ~~10.4-~~ If the Chair desires to leave the chair for the purpose of taking part in the debate or otherwise, the Chair shall call on the Vice-Chair or another member in their absence, or refusal to fill their place until they resume the chair.
- 10.5 ~~10.5-~~ Every member, ~~previous~~prior to speaking to any question or motion, shall respectfully address the Chair.
- 10.6 ~~10.6-~~ When two or more members ask to speak, the Chair shall name the member who, in their opinion, first asked to speak.
- 10.7 ~~10.7-~~ A member may speak more than once on a ~~question~~matter, but after speaking shall be placed at the foot of the list of members wishing to speak.
- 10.8 ~~10.8-~~ No member shall speak to the same ~~question~~matter at any one time for longer than five minutes except upon a carried motion ~~that the Board therefore may grant~~granting an extension of time for speaking of up to five minutes for each time extended.
- 10.9 ~~10.9-~~ Any member may request the ~~question~~matter or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.
- 10.10 ~~10.10-~~ When a member desires to address the ~~Board~~meeting upon a matter that concerns the rights or privileges of the ~~Board~~members collectively or of themselves as a member thereof, they shall be permitted to raise such matter of privilege, and a matter of privilege shall take precedence over other matters.
- 10.11 ~~10.11-~~ When a member desires to call attention to a violation of the rules of procedure, they shall ask leave of the Chair to raise a point of order and after leave is granted, they shall state the point of order with a concise explanation and then not speak until the Chair has decided the point of order.
- 10.12 ~~10.12-~~ Unless a member immediately appeals ~~to the Board~~, the decision of the Chair on a point of order shall be final.
- 10.13 ~~10.13-~~ If the decision of the Chair on a point of order is appealed, the ~~Board~~members shall by resolution decide the question without debate and ~~its~~such decision shall be final.
- 10.14 ~~10.14-~~ When the Chair calls a member to order, they shall immediately cease speaking until the point of order is dealt with and they shall not speak again without the permission of the Chair unless to appeal the ruling of the Chair.

11.0 ~~11.0~~ **Motions and Order of Putting Questions**

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

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

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

* these items are to be voted on without debate.

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

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

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

12.0 ~~12.0~~ **Voting**

12.1 ~~12.1~~ Only one amendment at a time can be presented to the main motion and only one amendment can be presented to an amendment, but when the amendment to the amendment has been disposed of, another may be introduced, and when an amendment has been decided, another may be introduced.

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

13.0 ~~13.0~~ Minutes

- 13.1 ~~13.1~~ Minutes shall be taken at all regular and special meetings by the Secretary or ~~Designate~~in the absence of the Secretary such other person as the members may designate by resolution.
- 13.2 ~~13.2~~ The names of all ~~Board~~ members and ~~Health Unit~~Board employees who attend the meeting shall be recorded.
- 13.3 Minutes of member meetings shall record without note or comment all resolutions, decisions and proceedings at the subject meeting.
- 13.4 ~~13.3~~ ~~All Board motions shall~~Member resolutions shall become effective immediately upon approval, unless otherwise stated. ~~All approved~~Approved and defeated motions shall be recorded.
- 13.5 ~~13.4~~ There shall be a motion to approve the minutes or amended minutes of each ~~Board~~ meeting.

13.6 ~~13.5~~ All ~~Board of Health minutes~~ Minutes of member meetings shall be ratified by signature of the ~~Board Chair~~ and of the applicable meeting and the Secretary.

14.0 ~~14.0~~ **Adjournment**

14.1 ~~14.1~~ A motion to adjourn the Board Meeting or adjourn the debate shall be in order, except:

(a) ~~(a)~~ when a member is properly in possession of the floor;

(b) ~~(b)~~ when it has been decided that ~~the~~ a vote is to be ~~now~~-taken; or

(c) ~~(c)~~ during the taking of the vote; no second motion to the same effect shall be made until after some intermediate proceedings shall have taken place. [Note to draft: Don't follow. To discuss.]

[15.0 ~~15.0~~ **Communications**

15.1 ~~15.1~~ Every communication intended to be presented to the Board must be written, dated and signed.

15.2 ~~15.2~~ Every such communication shall be delivered to the Secretary before the commencement of the meeting of the Board.]

16.0 ~~16.0~~ **Proceedings on By-laws**

16.1 ~~16.1~~ Every proposed by-law of the Board shall be introduced by a member upon motion for leave specifying the title of the by-law, and a by-law shall not be in ~~form~~ blank form or incomplete.

16.2 ~~16.2~~ Every by-law shall receive three readings at ~~the Board of Health~~ member meeting(s) before being ~~passed~~ approved. The ~~Board members~~ may, by a majority vote, provide approval for two or more readings at one meeting.

16.3 ~~16.3~~ The procedure for approving a by-law or amendments to the by-laws is as follows:

(a) ~~(a)~~ The motion "this by-law be now read for a first time" shall be decided without amendment or debate;

(b) ~~(b)~~ The motion "this by-law be now read for a second time" with debate [and decision that the adoption of the by-law follow thereafter]; _____

(c) ~~(c)~~ The motion "the by-law be now read for a third time" with resolution that the adoption of the by-law follow thereafter.

[16.4 ~~16.4~~ All amendments made at ~~the Board of Health~~ a meeting shall be [reported] by the Chair thereof to the ~~Board which~~ [members at the meeting], who shall

receive the same forthwith without debate.]

16.5 ~~16.5~~ The Secretary shall endorse on all by-laws read at the Board the dates of the several readings and of the passing thereof and shall be responsible for the correctness of such bills should they be amended.

16.6 ~~16.6~~ Every by-law which has been ~~passed~~approved by resolution of the Board members shall be sealed with the seal of the Board; signed by the Chair of the Board (or by the Chair of the meeting at which the by-law was ~~passed~~approved) and by the Secretary; and deposited with the Secretary for custody.

16.7 ~~16.7~~ All by-laws ~~adopted~~approved by the Board members shall be kept in a separate volume.

17.0 ~~17.0~~ **Secretary**

17.1 ~~17.1~~ It shall be the duty of the Secretary:

(a) ~~(a)~~ to attend or cause an assistant to attend all meetings of the Board;

(b) ~~(b)~~ to keep or cause to be kept full and accurate: minutes of ~~the meetings of all the Board meetings, text of By-laws and Resolutions passed by it;~~member meetings and resolutions passed thereat; and, texts of by-laws duly adopted;

(c) ~~(c)~~ to forward a copy of all resolutions, enactments and orders of the Board to ~~those concerned in order to give effect to the~~such parties' as are required to receive same; and

(d) ~~(d)~~ to forward all reports of the Board requiring City/County Council approval to the appropriate official so that the same may be considered by the applicable Council at ~~the~~their next regular meeting.

18.0 ~~18.0~~ **Elections and Appointment of Committees**

18.1 ~~18.1~~ At the first meeting of each calendar year, the Board members shall elect by a majority vote a Chair of the Board, Vice-Chair, Secretary, and Treasurer for that year.

18.2 ~~18.2~~ The Chair of the Board shall be selected by the [voting] members to serve for a term of one year. The Chair of the Board may be nominated to serve for a consecutive term.

18.3 ~~18.3~~ The Vice-Chair, Secretary, and Treasurer shall be elected for a one-year term.

18.4 ~~18.4~~ The Secretary and Treasurer are separate roles that may be performed by any member (appointed and/or ex-officio) of the Board of Health with the requisite skill set. This will be determined on an annual basis in accordance with the

appropriate by-law procedure.

18.5 ~~18.5~~ At the first meeting of each calendar year, the ~~Board~~members shall appoint the representative or representatives required to be appointed annually at the first meeting by the ~~Board~~members to other ~~Boards~~boards, bodies, or commissions where appropriate.

18.6 ~~18.6~~ The ~~Board may appoint~~members may establish committees from time to time to consider such matters as ~~specified by the Board~~members may determine (e.g., Finance and Facilities, Governance, Performance Appraisal Committee etc.).

19.0 ~~19.0~~ **Conduct of Business in Committees**

19.1 ~~19.1~~ The rules governing ~~the member~~ proceedings ~~of the Board~~ shall be observed in Committee meetings ~~the Committees~~ insofar as applicable.

19.2 ~~19.2~~ It shall be the duty of ~~the each~~ Committee:

(a) ~~(a)~~ to report to the ~~Board~~members on all matters referred to ~~them~~the Committee and to recommend such action ~~as they deem necessary (s) as the Committee has determined appropriate~~;

(b) to forward minutes of Committee meetings to the Secretary [for distribution to the members]; and

~~(b) — to forward to the Board the minutes of meetings;~~

(c) ~~(c)~~ to forward to the ~~incoming~~Secretary for distribution to subsequent members of that Committee ~~for the following year~~ any matter ~~indisposed~~not disposed of.

20.0 ~~20.0~~ **Corporate Seal**

20.1 ~~20.1~~ The corporate seal of the Board shall be in the form impressed hereon and shall be kept by the Secretary ~~and/or~~ Treasurer ~~of the Board~~.

21.0 ~~21.0~~ **Signing Authority**

21.1 ~~21.1~~ The Chair of the Board ~~of Health~~, Vice-Chair, Secretary, ~~and~~ Treasurer may sign on behalf of the Board and affix the corporate seal to any particular contract, arrangements, conveyance, mortgage, obligation, or other document or any class of contracts, arrangements, by-law, conveyances, mortgages, obligations or documents; provided that, the members may by resolution direct another person or persons for those purposes.

22.0 ~~22.0~~ **Duties of Officers**

22.1 ~~22.1~~ The Chair of the Board shall:

- (a) ~~(a)~~ preside at all meetings of the Board;
- (b) ~~(b)~~ represent the Board at public or official functions or designate another Board member to do so;
- (c) ~~(c)~~ be ex-officio a member of all Committees to which they have not been named a member;
- (d) ~~(d)~~ perform such other duties as may from time to time be determined by resolution of the ~~Board~~members.

22.2 ~~22.2~~ The Vice-Chair shall have all the powers and perform all the duties of the Chair of the Board in the absence or disability of the Chair of the Board, together with such powers and duties, if any, as may be from time to time assigned ~~by~~to the ~~Board~~Vice-Chair by resolution of the members.

23.0 ~~23.0~~ **Remuneration**

23.1 ~~23.1~~ ~~Board of Health members~~Members shall receive equal, daily remuneration, as well as payment for any reasonable and actual expense properly incurred as a ~~Member of the Board~~member. However, the rate of the remuneration paid shall not exceed the highest rate of remuneration of a member of a standing committee of ~~a municipality within the health unit~~the City or the County. Where no remuneration is paid to members of such standing committees, the rate shall not exceed the rate fixed by the Minister and the Minister has power to fix the rate.

23.2 Members, other than the Chair of the Board, who are paid annual remuneration or expenses by the City or County and whose appointment as a member has been at such parties' behest will not receive any remuneration of expenses.

~~23.2- However, Board of Health members, other than the Chair, who are a member of the council of a municipality and are paid annual remuneration or expenses, by the municipality will not receive any remuneration of expenses.~~

24.0 ~~24.0~~ **Board of Health Performance Assessment**

24.1 The Board ~~of Health members~~ shall conduct ~~self-evaluations, and members shall participate in, evaluations~~ of the Board's governance practices and outcomes at least biannually; including, self-evaluations by its members. The foregoing may be supplemented by evaluation(s) from other stakeholders.

24.2 The results of the ~~self-evaluations~~above-referenced evaluations shall be summarized by ~~Health Unit staff and will translate into~~administrative staff, including any recommendations for improvements in ~~the Board's~~ effectiveness and engagement. ~~This may be supplemented by evaluation(s) from key partners and/or~~

- 24.3 The ~~self-evaluation~~forementioned evaluation process shall include a record of ~~Board-member attendance and consideration of~~at member meetings and will also address whether:
- (a) ~~Decision-making is based on access to~~ appropriate information ~~with~~and sufficient time ~~for~~is provided to members for their deliberations;
 - (b) ~~Compliance~~compliance with all federal and provincial regulatory requirements is ~~being~~achieved;
 - (c) ~~Any material notice of wrongdoing~~awareness of wrongdoings or irregularities ~~is~~and whether same are responded to in a timely manner;
 - (d) ~~Reporting~~ systems ~~for reporting to members~~ provide ~~the Board~~members with information ~~that is~~in a timely and complete manner;
 - (e) ~~Members remain~~how members are being kept abreast of ~~major~~ developments in governance and public health best practices, including emerging practices among peers; and
 - (f) ~~The Board as a~~the members as a whole and as the governing body ~~is achieving~~of the Board are assisting with the Board's achievement of its strategic outcomes.

25.0 ~~25.0~~ Amendments

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

Reviewed by:	Governance Committee
Approved by:	Board of Health
Date:	June 16, 2022
Signature:	

	<hr/> Mr. Matthew Reid Chair, Board of Health	<hr/> Ms. Emily Williams Secretary
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[\[Note to draft: Above “Reading and Signing” verbiage to be revised as applicable.\]](#)

First Reading – June 16, 2022

Second Reading – June 16, 2022

Third Reading – June 16, 2022

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

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



Board of Health: By-law No. 4

Pursuant to Section 56(1)(d) of the Health Protection and Promotion Act, R.S.O. 1990, c. H.78, the Board of Health for the Middlesex-London Health Unit ~~enacts~~ (the "Board") has enacted this By-law No. 4 to provide for the ~~duties of the Auditor of the Board of Health, namely:~~ appointment of an auditor.

1. ~~1.~~ (a) The ~~Board members~~ shall, by resolution, annually appoint an ~~auditor who shall not be a member of the Board and shall be~~ accounting firm, duly licensed under the Public Accounting Act, 2004, S.O. 2004, c. 8, to be the auditors of the Board.
 - ~~(b) In accordance with the Municipal Act, s. 296, where the board represents more than one municipality, only the auditor of the municipality that is responsible for the largest share of the expenses of the board in the year is required to audit the board in that year.~~
2. ~~2.~~ 2. The ~~Auditor~~ appointed auditors shall:
 - ~~(a)~~ (a) audit the accounts and transactions of the Board ~~of Health;~~
 - (b) perform such duties as are prescribed by the Ministry of Municipal Affairs and Housing, ~~the~~ Ministry of Health and Long-Term Care, and the Ministry of Children, Community and Social Services with respect to local ~~Boards~~ boards under the Municipal Act, S.O. 2001, c. 25 and the Municipal Affairs Act, R.S.O. 1990, c. M. 46 and boards of health under Health Protection and Promotion Act, R.S.O. 1990, c. H.7
 - (c) perform such other duties as may ~~be required by~~ by resolution be determined by the members of the Board ~~that, so long as same~~ do not conflict with the ~~duties prescribed by the aforementioned Ministries as set out in clause~~ prescribed duties set out in Section 2(b) of this by-law ~~above;~~ and
 - (d) have a right of access at all reasonable hours to all books, records, documents, accounts and vouchers of the Board and ~~is~~ are entitled to require from the members and officers of the Board and from the Officers of the Board such information and ~~explanation~~ explanations as in ~~their~~ the ~~auditors'~~ auditors' opinion may be necessary to enable ~~him/her~~ them to carry out ~~such duties as are prescribed by the Ministry of Municipal Affairs and Housing and under the Health Protection and Promotion Act~~ their duties

First Reading – October 21, 2021
Second Reading – October 21, 2021
Third Reading – October 21, 2021

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

Executed in London, in the Province of Ontario, on this December 8, 2016.1

Reviewed by:	Finance and Facilities Committee
Approved by:	Board of Health
Date:	October 21, 2021
Signature:	<hr/> Ms. Maureen Cassidy Chair, Board of Health <hr/> Christopher Mackie Treasurer

[\[Note to draft: “Reading” language and wording / information which follows same to be updated.\]](#)



TO: Chair and Members of the Governance Committee

FROM: Emily Williams, Chief Executive Officer
Dr. Alexander Summers, Medical Officer of Health

DATE: 2023 July 20

QUARTERLY RISK REGISTER UPDATE – Q1 2023

Recommendation

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

- 1) *Receive Report No. 07-23GC re: “MLHU Q1 2023 Risk Register” for information; and*
- 2) *Approve the Q1 2023 Risk Register ([Appendix A](#)).*

Key Points

- A Manager, Privacy, Risk and Client Relations was been successfully recruited, and started May 15, 2023.
- There were 24 risks identified in Q4 of 2022, 16 of which have been completed or mitigated to a point they are no longer of relevance for the Risk Register.
- Of the eight (8) risks identified on the Q1 2023 Risk Register: five (5) are high risk and three (3) are medium risk.
- Residual risk in Q1:
 - Six (5) classified as minor risk.
 - Two (2) classified as moderate risk.
 - One (1) classified as significant risk – Political risk re: uncertainty of Public Health Modernization.

Background

In January 2018, the Ministry of Health and Long-Term Care (now called the Ministry of Health) implemented modernized Ontario Public Health Standards (OPHS) and introduced new accountability and reporting tools required under the Public Health Accountability Framework.

The OPHS require boards of health to have a formal risk management framework in place that identifies, assesses, and addresses risks. In response to OPHS, MLHU maintains a Risk Register ([Appendix A](#)) which is a repository for all risks identified across the organization and includes additional information about each risk (priority rating, mitigation strategies, and residual risk). It captures MLHU’s response and actions taken to address risks, which are monitored on a quarterly basis and reported to the Board.

Q1 2023 Risk Register

There are eight (8) risks identified on the Q1 Risk Register. A total of sixteen (16) risks have been removed from the Risk Register since Q4 2022.

Of the 16 risks that were removed from the Risk Register, they represent the following risk categories:

- Operational/Service Delivery
- Equity
- People/Human Resources
- Technology

- Stakeholder/Public Perception
- Financial
- Privacy

Of the 8 risks identified on the Q1 2023 Risk Register:

- Five (5) are high risk.
 - One (1) has been classified with significant residual risk due to uncertainty in public health funding mechanisms related to inflation and ongoing COVID-19 associated work. The City, County and the MLHU continue to advocate to the Ministry for adequate funding.
 - One (1) has been reduced to moderate residual risk through implementation of effective mitigation strategies. Uncertainty regarding Public Health Modernization exists; the Medical Officer of Health (MOH) and Chief Executive Officer (CEO) continue to endorse the role of a strengthened public health sector at Association of Local Public Health Agencies (aLPHa) and Council of Medical Officers of Health (COMOH) tables.
 - Three (3) have been reduced to minor residual risk through implementation of effective mitigation strategies.
- Three (3) are medium risk.
 - One (1) carries a moderate residual risk rating related to the Technology risk category. Further work is underway to understand vulnerabilities and implement effective mitigation strategies.
 - Two (2) have been reduced to minor residual risk through implementation of effective mitigation strategies.

Risk management education at the MLHU is ongoing, as work to embed enhanced risk management principles and practices across the continuum of activities continues.

Next Steps

It is recommended that the Governance Committee recommend to the Board of Health review and approve the Q1 2023 Risk Register ([Appendix A](#)) included with this report.

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



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