



**WINDSOR-ESSEX COUNTY HEALTH UNIT**

**BOARD OF HEALTH**

**BY-LAW NO. 1 – GOVERNANCE**

A by-law relating generally to the **conduct of the affairs** of the Board of Health for the Windsor-Essex County Health Unit (“Health Unit”) passed under the Health Protection and Promotion Act, R.S.O. 1990, c. H.7 (“HPPA”)

BE IT ENACTED as a by-law of the Health Unit as follows:

**ARTICLE 1 INTERPRETATION**

**1.1 Definitions and Acronyms.**

The terms and acronyms apply to this bylaw and all other by-laws of the Health Unit, unless the context otherwise requires:

<b>Agreement</b>	means the accountability agreement between the Health Unit and the Ministry of Health of Ontario as dated January 1, 2014, and as amended or superseded from time to time, is an agreement pursuant to both HPPA section 76 [Grants] and subsection 81.2 [Agreements].
<b>AMOH</b>	means Associate Medical Officer of Health as described in section 64 of the HPPA.
<b>Best Value</b>	means approach that aims to deliver products and services with a lower Total Life Cycle Cost while maintaining a high standard.
<b>Board</b>	means the board of health of the Windsor-Essex County Health Unit “the Health Unit”.
<b>By-law</b>	means this by-law and all other by-laws of the Corporation from time to time in force and effect.
<b>CEO</b>	means the Health Unit’s Chief Executive Officer as appointed by the board.

<b>Chair</b>	means the individual elected as chairperson of the Board as per Section 57 (2) of the HPPA.
<b>Committee</b>	means a committee of the Board, but does not include the Committee of the Whole.
<b>Council</b>	means the Council of the City/County/Township.
<b>Delegation</b>	means any member of the public who seeks to address the Board regarding an item of business on a Board meeting agenda.
<b>Employee</b>	means an employee of the Health Unit.
<b>Health Unit</b>	means The Board of Health for the Windsor-Essex County Health Unit/Conseil de santé de la circonscription sanitaire de Windsor-comté d'Essex
<b>HPPA</b>	means the <i>Health Protection and Promotion Act, R.S.O. 1990</i> , (HPPA) and its regulations and amendments thereto.
<b>Leadership Team</b>	means the CEO, MOH, AMOH, Directors and such other Health Unit senior administrative positions as from time to time designated by the CEO.
<b>Medical Officer of Health</b>	means a Medical Officer of Health (“MOH”) of a Board of Health and the role as defined by the HPPA.
<b>Member</b>	means a member of the Board.
<b>Ministry</b>	means the Ministry of Health.
<b>MFIPPA</b>	means <i>Municipal Freedom of Information and Protections of Privacy Act, R.S.O. 1990, c.M.56</i> .
<b>Officer</b>	means an officer of the Board, which officers include the Chair, Vice-Chair, Secretary and Treasurer.
<b>OPHS</b>	means Ontario Public Health Standards (current version) published by the Ministry of Health pursuant to HPPA section 7.
<b>Perquisite</b>	means a privilege that is provided to an individual or to a group of individuals, provides personal benefit, and is not generally available to others.
<b>PHIPA</b>	means <i>Personal Health Information Protection Act, 2004, S.O. 2004, c.3, Sched. A</i> .

<b>Policy</b>	means the policies approved and adopted by the Board.
<b>Purchasing</b>	means purchasing, renting, leasing, or otherwise acquiring deliverables; including all functions (that pertain to the acquisition, including requisition, budget confirmation, method of purchasing, receipt and payment).
<b>Purchasing Documents</b>	means Health Unit documents used in connection with the administration of a Purchasing process.
<b>PO</b>	means a standard Purchasing Document issued by the Health Unit to a Supplier to evidence an agreement for the purchase of Deliverables
<b>Quorum</b>	means a majority of the members of the Board.
<b>Risk</b>	means the expression of the likelihood and impact of an event with the potential to influence the achievement of the Health Unit's mission and vision.
<b>Secretary</b>	means the secretary of the Board.
<b>Supplier</b>	means a person, corporation or other entity that responds, or intends to respond, to a solicitation issued by the Health Unit or provides Deliverables to the health Unit including, but not limited to, contractors, consultants, suppliers, service organizations, etc.
<b>Treasurer</b>	means the treasurer of the Board.
<b>Vice-Chair</b>	means the vice-chair of the Board.

## 1.2 Interpretation

In this By-law and all other By-laws of the Health Unit, unless the context otherwise requires:

- (a) words importing the singular numbers shall include the plural number and vice versa;
- (b) references to persons shall include individuals, firms, corporations or any other form of entity or organization;
- (c) words importing one gender shall include all genders; and
- (d) any reference to a statute shall mean the statute and includes the regulations made under it an any statute that may be substituted therefore, as from time to time amended.

## ARTICLE 2 AMENDMENT

- 2.1 Introduction.** New by-laws or proposed amendments to existing by-laws shall be introduced by a Board Member upon motion for leave specifying the general nature of the new By-laws or proposed amendments. Notice of new by-laws or proposed amendments to existing by-laws shall be provided in advance to the Board at a previous meeting. The notice must state the proposed amendment and must be seconded.
- 2.2 Readings.** New by-laws or proposed amendments to existing By-laws shall:
- (a) **Body.** In the case of the body of the By-laws, have two readings. Each reading shall be at a different Board meeting unless the Board decides by a two-thirds vote at a properly constituted Board meeting to provide the two readings at one meeting. The first reading shall be decided without amendment or debate.
  - (b) **Schedules.** In the case of the schedules to a By-law, have one reading and such reading shall be subject to amendment and debate.
- 2.3 Endorsements.** By-laws shall be endorsed as follows:
- (a) the date of each reading shall be indicated and endorsed by the Secretary to evidence such readings; and
  - (b) the date of adoption shall be indicated and endorsed by the Chair or chair of the meeting at which the by-laws were adopted and the Secretary to evidence such adoption,
- 2.4 Records.** All by-laws adopted by the Board:
- (a) shall be kept with the corporate records of the Health Unit; and
  - (b) shall be posted to the Health Units website.
- 2.5 Review.** All by-laws shall be reviewed at least every **two** years or more often if necessary to respond to changing circumstances.

## ARTICLE 3 ROLE, DUTIES and RESPONSIBILITIES

- 3.1 Role.** The role of the Health Unit is to promote and protect public health and to ensure the provision of programs and services in accordance with the *Health Protection and Promotion Act* and other applicable laws.
- 3.2 Duties and Responsibilities.** Each Board Member shall:
- (a) Ensure that he or she is familiar with the Health Unit including its programs and services;

- (b) Prepare for Board meetings in advance by reviewing the agenda, any supporting materials;
- (c) Attend Board meetings prepared to participate in the proceedings and when unable to attend review the minutes of missed meetings and take such other follow-up steps as may be appropriate;
- (d) Act honestly, in good faith and in the best interests of the Health Unit.
- (e) Only use information acquired as a Board Member for the purposes of fulfilling his or her duties as a Board Member;
- (f) Keep confidential the confidential information of the Health Unit;
- (g) Not make any improper use of his or her position as a Board Member;
- (h) Develop and comply with Board bylaws.

#### **ARTICLE 4 ACCOUNTABILITY**

- 4.1 Code of Ethical Conduct.** Board members shall adopt and comply with a Code of Ethical Conduct. The Board shall review the Code of Ethical Conduct on an annual basis.
- 4.2 Conflict of Interest.** Board members shall comply with the *Municipal Conflict of Interest Act* and with any conflict of interest policy adopted by the Board.
- 4.3 Strategic Plan.** The Board shall develop and adopt a strategic plan for the health unit in accordance with the Ontario Public Health Standards that establishes the strategic priorities of the health unit and shall have a three to five year outlook.
- 4.4 Risk Management.** The Board shall ensure that a risk management framework is developed and maintained for the Health Unit that creates a systematic approach to identifying and managing existing, emerging, internal and external risks and the effect of such risks on the Health Unit's ability to achieve its mission and vision through its strategic plan.
- 4.5 Whistle Blowing Policy.** The Health Unit will have in place a Whistle Blowing Policy which shall be reviewed on an annual basis by the Board and staff of the Health Unit.
- 4.6 By-laws.** The Board shall establish and maintain the By-laws of the Health Unit and policies therein.
- 4.7 Monitoring.** The Board shall monitor the Health Unit's compliance with its governance policies.

#### **ARTICLE 5 STRUCTURE OF THE BOARD**

- 5.1 Number.** The Board shall be comprised of eight municipal appointees as required by the HPPA Regulation 559 and such additional appointees as may be appointed by the Lieutenant Governor in Council pursuant to the HPPA.

**5.2 Qualifications.** No person whose services are employed by the Health Unit shall be qualified to be a Board Member.

**5.3 Competencies Matrix and Appointee Recommendations.** If the appointing municipalities and/or the Lieutenant Governor in Council seek appointee recommendations, the Board shall develop a competencies matrix and make appointee recommendations based on the same. The Board shall update any such competencies matrix at least annually and otherwise when vacancies arise.

**5.4 Term.** Board Members shall be appointed for terms as follows:

(a) **Municipal Appointees.** The term of a municipal appointee continues during the pleasure of the appointing municipal council, providing that it shall end with the term of office of the appointing municipal council.

(b) **Appointees of the Lieutenant Governor in Council.** The term of an appointee of the Lieutenant Governor in Council shall be for one, two or three years as appointed by the Lieutenant Governor in Council.

**5.5 Vacation of Office.** The office of a Board Member shall be vacated:

(a) **Municipal Appointees.** In the case of municipal appointees for the same reasons that the seat of a member of council becomes vacant under section 259(1) of the Ontario *Municipal Act, 2001*.

(b) **Death.** Upon the death of the Board Member.

(c) **No Longer Qualified.** Upon a Board Member ceasing to be qualified pursuant the HPPA.

(d) **Written Resignation.** By the Board Member delivering notice of resignation in writing to the Secretary in which case, such resignation shall be effective at the next Board meeting or the time specified in the notice, whichever is later.

(e) **Removal.** Upon lawful removal.

**5.6 Filling of Vacancies.** Vacancies on the Board shall be forthwith filled by the same person or body that appointed the Board Member whose position has been vacated.

## **ARTICLE 6 OFFICERS OF THE BOARD**

**6.1 Officers of the Board.** The Board shall at the first Board meeting of each year appoint Officers as follows: from among the Board Members, a Chair, a Vice-Chair, and a Treasurer. There shall also be a Secretary who shall *ex officio* be the CEO (or in the event there is no CEO, the MOH).

**6.2 Duties.** The duties of the Officers of the Board shall be as set out in the By-laws and related Policies.

**6.3 Removal of Officers.** Officers of the Board shall be subject to removal by resolution of the Board at any time.

## **ARTICLE 7 COMMITTEES OF THE BOARD**

**7.1 Standing Committees.** There may be such standing Committees for such purposes as the Board may determine from time to time.

**7.2 Ad Hoc Committees.** There may be such ad hoc Committees for such purposes as the Board may determine from time to time.

**7.3 Committee Membership.** Membership on Committees may, but need not, be restricted to Board Members.

**7.4 Terms of Reference.** The Board shall establish terms of reference for every standing and ad hoc Committee that it appoints. Terms of Reference shall be reviewed at least once per year by the committee first and then approved by the Board.

## **ARTICLE 8 ORIENTATION AND TRAINING**

**8.1 Individual Board Member Responsibility.** Each Board Member shall be individually responsible to take advantage of available orientation, training opportunities and resources and to ensure that he or she has the appropriate level of orientation and training necessary to fulfil his or her duties as a Board Member.

**8.2 Plan.** The orientation and training plans for Board Members shall be as per the Board Members' Orientation and Training Plan Policies. The Board shall annually review and amend the plans as appropriate to ensure orientation and training is: in accordance with the requirements of the Organizational Standards; timely; relevant; reflects the orientation and training needs of both individual Board Members and the Board as a whole; convenient in both format and location; and cost effective.

**8.3 Implementation.** The Chair shall ensure that the orientation and training plans for Board Members are implemented.

**8.4 Training.** The CEO and MOH or designate will, as appropriate, arrange for additional orientation to particular aspects of the Health Unit's operations for one or more members of the Board, or the entire Board and upon request.

## **ARTICLE 9 LIABILITY PROTECTION**

- 9.1 No Liability.** No action or other proceeding for damages or otherwise shall be instituted against a Board Member and/or Officer for any act done in good faith in the execution or the intended execution of any duty or power under the HPPA or for any alleged neglect or default in the execution in good faith of any such duty or power.
- 9.2 Indemnification.** Every Board Member and/or Officer who has undertaken or is about to undertake any liability on behalf of the Health Unit and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Health Unit, from and against:
- (a) all costs, charges and expenses whatsoever which such Board Member sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of her or his office or in respect of any such liabilities; and
  - (b) all other costs, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by her or his own willful neglect or default or that relate to her or his failure to act honestly and in good faith in performing her or his duties.
- 9.3 Insurance.** The Health Unit shall secure directors' and officers' insurance coverage that is consistent with sector norms for like organizations.

## **ARTICLE 10 CALLING AND PROCEEDINGS OF MEETINGS**

- 10.1 Application.** The provisions in the bylaws shall apply to the calling and proceedings of Board meetings and subject to any applicable terms of reference and with the necessary modifications to committee meetings, where at least fifty per cent of the committee composition is comprised of Board Members.
- 10.2 Place.** Board meetings shall be held at the Health Units offices or another location as agreed upon and determined by the board.
- A meeting of the Board may also be conducted by teleconference, videoconference or other means of distance communication, provided that the requirements of the *Municipal Act, 2001* and amendments are complied with.
- 10.3 Frequency.** The Board shall meet with sufficient frequency to fulfil its governance responsibility, provided that it shall meet not less than six times in any twelve month period.
- 10.4 Calling.**



- (a) **Regular.** The Board may appoint a day, time and place (or places changing on a periodic basis) for regular meetings.
- (b) **Special.** Board meetings may otherwise be called by the Chair or any three Board Members.

**10.5 Meeting Agenda.** Agendas for all Board meetings shall be subject to and in accordance with the following:

- (a) **Regular.** Agendas for regular Board meetings shall be prepared by the Secretary or designate in collaboration with the Board Executive. The agenda and any supporting materials shall be given to Board Members by secure electronic folder at least seven Business Days in advance of the meeting. Further the agenda and supporting materials in respect of those items on the agenda for the open portion of the meeting, shall be posted on the Health Unit's Website also at least seven Business Days in advance of the meeting.
- (b) **Special.** Agendas for special Board meetings shall be prepared by the Secretary in collaboration with the individuals calling the meeting. In the case of special Board meetings, the agenda and any supporting materials shall be given to Board Members along with the notice of meeting. Further for special meetings the agenda shall be posted on the Health Unit's Website when notice is given and in respect of those items on the agenda for the open portion of the meeting the supporting materials shall also be posted on the Health Unit's Website when notice is given.

**10.6 Notice.** Notice for Board meetings shall be subject to and in accordance with the following:

- (a) **For Regular Meetings Only.** Notice of regular Board meetings shall be given or caused to be given by the Secretary by posting the regular appointed day, time and place(s) on the Health Unit Website and in a conspicuous place in the Health Unit's reception area.
- (b) **For Special Meetings Only.** Notice of special meetings shall be in accordance with the following:
  - (i) **Responsibility.** The Secretary shall give or cause to be given the required notice of special Board meetings.
  - (ii) **Amount of Notice.** At least seven days' notice of special Board meetings shall be given (exclusive of the day on which the notice is sent or delivered but inclusive of the day on which notice is given), provided that in the event circumstances arise needing the attention of the Board on a basis that makes it impossible to provide seven days' notice then the greatest amount of notice practical in the circumstances shall suffice.

- (iii) **Content and Format.** Notice of special Board meetings shall include the date, time and place of the meeting.
- (iv) **To Whom Given and Method.** Notice of special Board meetings (whether open or closed) shall be given to:
  - 1. each Board Member by e-mail, failing which by personal delivery to the Board Member's residence;
  - 2. each member of the Senior Leadership Team by e-mail, failing which by personal delivery to the Senior Leadership Team member's residence; and
  - 3. the public by posting on the Health Unit Website and in a conspicuous place in the Health Unit's reception.

**10.7 Anticipated Absence of Board Members.** Board Members shall notify the Secretary as early as possible if they anticipate being unable to attend any Board meeting.

**10.8 Cancellation.** Board meetings may be cancelled as follows:

- (a) **Regular.** The Chair shall have the authority to cancel any regular Board meeting if it appears that quorum will not be met.
- (b) **Special.** The Board Members who called a special Board meeting shall have the authority to cancel it, for any or no reason.

Notice of cancellation shall be given in the same way as notice of meeting.

**10.9 Attendance and Participation.**

**Board Members.** Board members shall be entitled to attend all Board Meetings. Board members are entitled to participate by being heard (verbally or in writing), debating and voting.

**Senior Leadership Team.** Members of the senior leadership team inclusive of the MOH and CEO shall be entitled to attend all Board meetings unless the Board requires withdrawal, in accordance with the HPPA. The Senior Leadership Team shall not be entitled to participate in Board meetings by voting or debating but shall be entitled to participate by being heard (verbally or in writing) if recognized by the Chair.

**Invited Guests.** Invited guests shall be entitled to attend all Board meetings on invitation of the Board or with the consent of the meeting. Invited guests shall not be entitled to participate in Board meetings by voting or debating but shall be entitled to participate by being heard (verbally or in writing) if recognized by the Chair.

**Participation by Teleconference or Electronic Means.** Attendance of Board members, Senior Leadership or invited guests may be in person or by teleconference or electronic means. Any attendance by teleconference, video conference or other means of distance communication shall:

- (a) ensure they are alone in a secure location;
- (b) refrain from using any electronic device other than the device used to connect to the meeting.

**10.10 Chair.** The Chair shall chair Board meetings or if the Chair is absent, unable or unwilling, the Vice-Chair, or if both the Chair and Vice-Chair are absent, the Treasurer. If the Chair, Vice-Chair and Treasurer are absent, unable or unwilling to attend and/or Chair the meeting, Board Members present shall choose another Board Member to act as chair. The Chair shall preside over the conduct of the meeting, including the preservation of order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meeting, subject to an appeal by any Board Member to the Board from any ruling of the Chair.

**10.11 Order of Business.** The Secretary will prepare the agenda for the regular Board of Health meetings in the following order:

- Call to Order
  - Land Acknowledgement
  - Quorum
  - Declaration of Conflict of Interest
- Approval of the Agenda
- Approval of Minutes
- MOH Updates
- Consent Agenda
  - Information Reports (and various items for approval)
- Correspondence
- Presentations
- Business Arising
- Resolutions/Recommendation Reports
- New Business
- Next meeting
- Adjournment

For all other meetings of the Board the secretary will prepare the agenda in the following order:

- Call to Order
- Declaration of Conflicts of Interest
- Approval of Agenda
- Approval of the Minutes
- Business Arising

- New Business
- Next meeting
- Adjournment

### 10.12 Public Attendance and Delegations.

In accordance with Board of Health policy, any member of the public may attend the regular meetings of the Board of Health, provided that the Board may, by resolution, declare any part of a regular meeting of the Board of Health to be closed to the public, in accordance with section 239(1) of the *Municipal Act, 2001*.

### 10.13 Transaction of Business.

- (a) **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board. For greater clarity the following Board Members shall be counted in quorum:
- (i) Chair.
  - (ii) Any Board Member attending in person, by teleconference or electronic means.
  - (iii) Any Board Member who has disclosed a direct or indirect pecuniary interest pursuant to the *Municipal Conflict of Interest*, unless prohibited by that Act.
  - (iv) Any Board Member who has declared a conflict of interest or inability to exercise independent judgment at common law.
- (b) **Absence of Quorum.** No business shall be transacted in the absence of quorum. If there is no quorum within thirty minutes after the time appointed for the meeting, the meeting shall then adjourn until the next regular meeting.
- (c) **Debate and Decorum.**
- (i) No Board Member shall speak:
    1. Unless recognized by the Chair.
    2. To a question at any one time for longer than five minutes.
    3. If to do so would interrupt a Board Member who is speaking except to raise a question of privilege or point of order.
  - (ii) Board Members shall obey the rules of order and any direction of the Chair or of the Board.
  - (iii) Board Members shall not criticize any decision of the meeting except for the purpose of moving that the question be reconsidered.

- (iv) Board Members shall not leave their seat or make any noise or disturbance while a vote is being taken and until the result is declared.
  - (v) Board Members shall conduct themselves with decorum.
- (d) **Voting.**
- (i) Every Board Member present at a meeting shall vote unless the Board Member has disclosed a direct or indirect pecuniary interest pursuant to the Ontario *Municipal Conflict of Interest Act* or has declared a conflict of interest or inability to exercise independent judgment at common law.
  - (ii) Each Board Member shall be entitled to one vote. For greater clarity the Chair shall have a vote but shall not have a second or casting vote.
  - (iii) Questions arising at any Board meeting shall be decided by a majority of votes, unless otherwise required by these By-laws or by law. For greater clarity, a tie vote shall be lost. In the event that a Board Member who is required to vote fails to vote, such Board Member shall be deemed to have voted in the negative.
  - (iv) Voting shall in the first instance be by a show of hands unless a recorded vote be demanded by any Board Member. If a recorded vote be demanded and not withdrawn, the recorded vote shall be taken in such manner as the Chair shall direct.
  - (v) If a Board Member disagrees with the declaration of the Chair as to the result of a vote, the Board Member may immediately object and require that the vote be retaken.
  - (vi) A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- (e) **Reconsideration of a Matter.** After a question has been decided, any Board Member may move for reconsideration at any time and such motion and any subsequent reconsideration shall be decided by ordinary resolution, unless the question was originally decided by recorded vote. If the question was originally decided by recorded vote then only a Board Member who voted in favour of the question can move for reconsideration and no discussion of the question shall be allowed until the motion for reconsideration has carried by a two-thirds vote, and no such matter shall be reconsidered more than once in the same six-month period.

- 10.14 Minutes.** The Secretary shall keep or cause to be kept minutes of all Board meetings (regular and special, open and closed) subject to and in accordance with the *Municipal Act, 2001*. Minutes shall include every declaration of interest.
- 10.15 General Rules of Conduct.** All persons present at and/or participating in Board meetings, including Board Members, shall conduct themselves with decorum and shall refrain from disturbing the proper conduct of the proceedings or otherwise conducting themselves in a disorderly or unseemly manner.
- 10.16 Discipline.** Any person present at and/or participating in a Board Meeting who breaches any provision of these By-laws may be ordered by the Chair to leave the meeting and if such person refuses to do so, the Chair may seek the assistance of the police.
- 10.17 Recording of Meetings.** Regular meetings of the Board of Health will be recorded electronically and posted to the Health Unit website for the public. Other meetings of the Board may be recorded for the purposes of accuracy and completeness of minutes. Recordings for the purposes of minute taking only will be deleted once the meeting minutes are approved.
- 10.18 Attendance Tracking.** The Secretary or the Secretary's designate shall track individual attendance at Board and Committee meetings on an ongoing basis. Results of attendance tracking will be provided as per the Board Performance Management Policy.

## ARTICLE 11 EXTERNAL ADVISORS

- 11.1 Board.** If the Board resolves from time to time that it is necessary and/or appropriate to obtain the advice of external advisors in order to discharge its responsibilities, the Health Unit shall engage such advisors at the Health Unit's expense.
- 11.2 Committees.** If, in the opinion of a Committee, it is necessary and/or appropriate from time to time to obtain the advice of external advisors in order to discharge its responsibilities, the Committee shall seek a resolution of the Board in that regard, and if the Board so resolves, the Health Unit shall engage such advisors at the Health Unit's expense.
- 11.3 Board Members.** Subject to any indemnity obligations owed by the Health Unit to individual Board Members, individual Board Members may at their own discretion obtain the advice of external advisors subject to and in accordance with the following:
- (a) The Health Unit shall not engage such advisors. The subject individual Board Member must engage any such advisors on his or her own behalf.
  - (b) Any associated expenses shall not be allowable expenses in connection with which the subject Board Member can seek direct payment by the Health Unit or claim for reimbursement.

- (c) The individual Board Member shall ensure that any such advisors are bound to maintain confidentiality and shall not use any information provided, for any purpose other than providing advice to the subject Board Member.

## **ARTICLE 12 INTERNAL CONFLICT MANAGEMENT**

- 12.1 When Conflict Arises.** When conflict arises those involved shall seek to manage it informally through direct discussion, failing which the Chair, or if the Chair is involved in the conflict, a designated member of the Executive, or if the Executive is involved in the conflict, another Board Member selected by the Board; or if the entire Board is involved in the conflict a neutral facilitator selected by the Board, shall, in consultation with those involved in the conflict, select and implement a conflict management process appropriate to the nature and level of the subject conflict.

## **ARTICLE 13 COMPLIANCE**

- 13.1 Compliance.** Management of all operations by the CEO and MOH where applicable, shall, unless the Board approves otherwise, be undertaken in material compliance with the following:
  - (a) all laws, regulations, orders, judgments and decrees;
  - (b) the By-laws;
  - (c) all other Board resolutions; and
  - (d) all contractual obligations and commitments of the Health Unit.
- 13.2 Notice of Non-compliance.** Notice to the Board of any material non-compliance shall be provided by the MOH, if the non-compliance is in relation to the delivery of public health programs or services and otherwise by the CEO and shall additionally be reported by the CEO in the CEO Quarterly Compliance Report.

## **ARTICLE 14 OPERATIONAL PLAN**

- 14.1 Development.** The CEO and MOH shall develop and implement an operational plan that will be presented and approved annually by the Board. Inclusive in the operational plan, is the development of underlying programs and processes.
- 14.2 Policies and Procedures.** The CEO shall ensure the development of policies and procedures over: i) Health and Safety; ii) Human Resource Management; iii) Information systems and records management; iv) Communications.

## ARTICLE 15 RESEARCH

- 15.1 The Board of Health shall ensure that appropriate policies are in place with regard to research/evaluation activities, so that such research follows applicable legislative requirements, standards and codes of ethics, and does not interfere with the attainment of the Health Unit's goals and objectives.

## ARTICLE 16 EXECUTION OF DOCUMENTS

- 16.1 The Board may at any time and from time to time direct the manner in which and the person or persons who may sign on behalf of the Board for a particular agreement. More specifically:
- (a) Agreements relating to the sale, acquisition, or lease of real property shall be signed by one of the Chair, Vice Chair or Treasurer and the CEO or designate.
  - (b) Agreements relating to borrowing (By-Law No. 2, Section 8: Borrowing) shall be signed by one of the Chair, Vice Chair or Treasurer and the CEO or designate.
  - (c) Agreements relating to the data sharing shall be signed by the MOH and the CEO or designate.
  - (d) All other agreements that are operational in nature shall be signed by the CEO or designate.

**FIRST READING** by the Board this 15<sup>th</sup> day of **September, 2022**



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Nicole Dupuis, CEO, Secretary

**SECOND READING** by the Board this 20<sup>th</sup> day of **October, 2022**



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Ken Blanchette, CEO, Secretary

**ENACTED** by the Board this 10<sup>th</sup> day of **November, 2022**



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Gary McNamara, Chair





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Ken Blanchette, CEO, Secretary

**Revision:**

- Section 10.11 - Order of Business - May 18, 2023

**FIRST READING** by the Board this **18<sup>th</sup>** day of **May, 2023**



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Ken Blanchette, CEO, Secretary

**ENACTED** by the Board this **18<sup>th</sup>** day of **May, 2023**



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Fabio Costante, Chair

To be **reviewed** no later than the **10<sup>th</sup>** day of **November, 2024**

50013283.1



## **WINDSOR-ESSEX COUNTY HEALTH UNIT**

### **BOARD OF HEALTH**

#### **BY-LAW NO. 2 – FINANCE**

A by-law respecting the **financial and asset management** of the Board of Health for the Windsor-Essex County Health Unit ("Health Unit") passed under the Health Protection and Promotion Act, R. S.O. 1990, c. H.7 ("HPPA")

#### **1. FINANCIAL YEAR**

1.1 The financial year-end of the Health Unit shall be on December 31 of each year.

#### **2. APPOINTMENT of AUDITOR**

2.1 The Board shall annually appoint an auditor to audit the accounts of the Health Unit.

#### **3. FINANCIAL AFFAIRS and ASSET MANAGEMENT**

3.1 All matters related to the financial affairs and asset management of the Health Unit shall be carried out by the Chief Executive Officer or designate.

3.2 The Chief Executive Officer (CEO) or designate shall ensure the:

- i) Maintenance of a system of internal controls designed to provide reasonable assurance that assets are safeguarded, transactions are properly authorized and recorded in compliance with legislative and regulatory requirements and reliable financial information is available on a timely basis.
- ii) Preparation of an annual budget that complies with the requirements of the Ontario Public Health Standards: Requirements for Programs, Services and Accountability and the HPPA, for approval by the Board of Health.
- iii) Reporting on financial information, more specifically, a statement of operating expenses, on a quarterly basis, commencing in the second quarter of the financial year. Reporting shall be in accordance with the Organization's Budget Policy.
- iv) Preparation of the annual financial statements in accordance with the prescribed financial reporting framework as established by the Chartered Professional Accountants of Canada. The Auditor shall audit the accounts, transactions, and disclosures included in the annual financial statements of the Health Unit in accordance with the prescribed auditing standards. The annual

financial statements shall be recommended by the Audit Committee to be approved by the Board.

- v) Preparation of an Asset Management Policy and annual report of asset acquisition and disposal. The Asset Management Policy will be reviewed minimally on a three (3) year basis, or more frequently, if appropriate. For the purposes of the Asset Management Policy, assets mean an item, thing or entity that has potential or actual value to the Health Unit. It can be tangible or intangible, financial or non-financial, and includes considerations of risks and liabilities. It does not include real property.

#### **4. FUNDING**

- 4.1 Municipal funding shall be approved by the Board on an annual basis. Notices shall be delivered to The Corporation of the City of Windsor, The Corporation of the County of Essex and The Corporation of the Township of Pelee (collectively referred to as the Obligated Municipalities), representing their pro-rata share (based upon population data from the latest available Census) of contributions required to defray expenses for the Health Unit to perform its legislated functions and duties. Such notices shall include the amount and timing of the contributions.
- 4.2 Additional notices shall be delivered to the Obligated Municipalities, in the event there are additional, unanticipated expenses identified and or incurred by the Health Unit to perform its legislated functions and duties. Additional contributions shall be approved by the Board of Health on an as needed basis. Notices shall include the Obligated Municipalities pro-rata share of the contributions required to defray such costs as well as the time of the contributions.

#### **5. PURCHASING**

- 5.1 The Board of Health shall adopt and maintain policies with respect to its procurement of goods and services. The Procurement Policy will be reviewed on a two (2) year basis, or more frequently, if appropriate.

#### **6. USER FEES**

- 6.1 The Board of Health shall adopt a policy to govern the establishment and maintenance of the Health Unit's user fees that complies with the requirements of the Municipal Act, 2001. The User Fee Policy will be subject to review on a three year basis, or more frequently, if appropriate.

#### **7. BANKING**

- 7.1 The Board shall by resolution designate the financial institution in which the money or other financial instruments of the Health Unit shall be placed for safekeeping. The Health Unit shall periodically, but not longer than every ten years, select a financial institution in accordance with the requirements of the Health Unit's Procurement Policy.

## **8. BORROWING**

8.1 In accordance with the Health Unit's Borrowing Policy, the Board of Health may approve the following transactions:

- i) Borrowing money upon the credit of the Board of Health;
- ii) Issue, sell or pledge debt obligations of the Board of Health, including without limitation, bonds debentures, notes or other similar obligations of the Board of Health whether secured or unsecured;
- iii) Charge, mortgage, hypothecate or pledge as or any currently owned or subsequently acquired personal or movable property of the Board of Health, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Board of Health.

## **9. REMUNERATION for BOARD MEMBERS**

9.1 The Health Unit shall pay remuneration to each Board Member on a daily basis and all Board Members shall be paid at the same rate, provided that:

- i) Other than in the case of the Chair, no such remuneration shall be paid if the Board Member is a member of the council of a municipality and is paid annual remuneration by the municipality; and
- ii) The rate of the remuneration shall not exceed the highest rate of remuneration of a member of a standing committee of a municipality within the County of Essex, but where no remuneration is paid to members of such standing committees the rate shall not exceed the rate fixed by the Ministry of Health.

9.2 In determining whether and to what extent Board of Health Members should be compensated for their work beyond an applicable daily remuneration, the Board of Health shall give consideration to the current fiscal environment, and to whether the general population of the municipalities within the Health Unit served by the Board of Health would be supportive of such rewards for its members.

9.3 The Health Unit shall pay directly or reimburse, as the case may be, the expenses of each Board Member provided that expenses are:

- i) Approved in advance of being incurred;
- ii) Reasonable, and
- iii) Be in accordance with the Health Unit policies.

## **11. SIGNING AUTHORITIES**

11.1 Any two of the CEO, Director of Corporate Services, Chair, Vice-Chair and Treasurer are authorized as signing authorities.

## **12. INSURANCE**

12.1 With reference to insurance coverage, the CEO or their designate shall:

- i) Ensure adequate insurance coverage against insurance risks;
- ii) Preserve the validity of insurance coverage;
- iii) Review any significant changes to the operations of the Health Unit, at least annually, with the insurance broker. The insurance broker shall review the amounts and types of insurance maintained by the Health Unit and provide advice and recommendations.
- iv) Annually, report
  - a) significant changes to insurance coverage;
  - b) any claims pursuant to the Health Unit's insurance coverages maintained.

**13. INSURANCE BROKER**

13.1 The Board shall by resolution designate an insurance broker to:

- i) secure insurance coverage that is consistent with sector norms for like organizations;
- ii) such other insurance related services as the CEO determines appropriate from time to time.

13.2 The WECHU shall periodically, but not longer than every ten years, select an insurance broker in accordance with the requirements of the Health Unit's Procurement Policy.

**FIRST READING** by the Board this **15<sup>th</sup>** day of **September, 2022**



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Nicole Dupuis, CEO, Secretary

**SECOND READING** by the Board this **20<sup>th</sup>** day of **October, 2022**



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Ken Blanchette, CEO, Secretary

**ENACTED** by the Board this **10<sup>th</sup>** day of **November, 2022**



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Gary McNamara, Chair



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Ken Blanchette, CEO, Secretary

To be **reviewed** no later than the **10<sup>th</sup>** day of **November, 2024**



## WINDSOR-ESSEX COUNTY HEALTH UNIT

### BOARD OF HEALTH

#### BY-LAW NO. 3 – Human Resources

A by-law respecting the **human resources** of the Board of Health for the Windsor-Essex County Health Unit (“Health Unit”) passed under the Health Protection and Promotion Act, R.S.O. 1990, c.H7 (“HPPA”).

#### ARTICLE 1 HUMAN RESOURCE GOALS/STRATEGIC APPROACH.

**1.1 Human Resource Goals.** In addition to the generalized goals of the operational plan, the Health Unit’s interrelated and sometimes competing human resources goals are as follows:

- (a) Fair and Positive. Foster a work environmental that is fair and positive, creating a culture of integrity, supportive of the Code of Ethical Conduct.
- (b) Attract and Retain Talent. Attract, recognize and retain talent.
- (c) Effective Performance Management. Effectively manage individual performance, whether meeting or falling above or below expectations.

**1.2 Workforce Development.** The Health Unit shall adopt a strategic approach to human resources management, having regard to the following:

- (a) Workforce Assessment. An assessment of its workforce based on size, composition and competencies.
- (b) Assessment of Future Workforce Needs. An assessment of the Health Unit’s future workforce needs.
- (c) Projection of Workforce Supply. A projection of the future workforce supply, including consideration of the composition of the community served by the Health Unit.

Based on the above and as part of its strategic approach, the Health Unit shall establish a workforce development plan, identifying the training needs of staff, including discipline specific and management training and encouraging opportunities for the development of core competencies and, when appropriate, partnerships with

academic institutions. Further the Health Unit shall foster an interest in public health practice by future health professionals by supporting student placements.

## **ARTICLE 2 POLICIES AND PROCEDURES**

- 2.1 Openness.** Human resources policies and procedures shall be accessible to all individuals undertaking or participating in work activities on behalf of the Health Unit, including employees, student placements and volunteers.
- 2.2 Content.** The CEO shall ensure that the organization has human resources policies and procedures to address the following:
- (a) Recruitment and Retention
  - (b) Orientation and Training
  - (c) Occupational Health and Safety
  - (d) Professional and leadership development
  - (e) Succession Planning
  - (f) Performance management
  - (g) Compensation
  - (h) Discipline
  - (l) Conflict Management
- 2.3 Equity, Diversity and Inclusion.** Policies and Procedures shall be open and fair and consider equity, diversity and inclusion.
- 2.4 Employment Contracts.** Terms of employment shall be documented in written employment contracts and/or collective agreements, as applicable. Employment contracts shall be presented at the time of any offer of employment and shall be finalized, signed and delivered to the Health Unit prior to any commitments of employment.
- 2.5 Personnel Files.** Separate personnel files shall be maintained for each Health Unit employee with a clear articulation as to what the file contents are to include and who shall have access to the files.

## **ARTICLE 3 ROLES of the CEO and MOH**

- 3.1 CEO.** The CEO shall, in addition to any specific duties assigned by the Board, be generally responsible for all Health Unit day to day operational matters, policies and directives, program and service delivery, matters of human resources and finances. As part of that, the CEO shall, with respect to operational matters:

- (a) Ensure the implementation of the Board's governance policies, as outlined in the By-laws and otherwise, through an operational plan by establishing and enforcing related operational policies, systems and procedures.
- (b) Monitor compliance with operational policies, systems and procedures and address any non-compliance.
- (c) Support the Board in satisfying the Board's role by providing appropriate data, analysis and recommendations.
- (d) Be accountable to the Board.

**3.2 MOH.** The MOH shall, in addition to any specific duties assigned by the Board, be generally responsible for matters directly relating to public health programs and services and issues relating to the protection and promotion of the public's health. As part of that, the MOH shall, with respect to operational matters directly related to the delivery of health programs and services:

- (a) Support the Board in satisfying the Board's role by providing appropriate data, analysis and recommendations
- (b) Be accountable to the Board.

#### **ARTICLE 4 QUALIFICATIONS OF THE CEO and MOH**

**4.1 CEO Qualifications.** Minimum qualifications for the position of CEO, if one is appointed, shall include the following:

- (a) Education and experience appropriate to the implementation of the strategic plan and consistent with that of chief executive officers at other health units.
- (b) Emotional Intelligence. The CEO shall demonstrate emotional intelligence including self-awareness; self-regulation; motivation; empathy; and social skills.

**4.2 MOH Qualifications.** Minimum qualifications for the position of MOH, shall include the following:

- (a) Education and Experience. The MOH shall have at minimum the education and experience required by the HPPA and HPPA Regulation 566.
- (b) Emotional Intelligence. The MOH shall demonstrate emotional intelligence, including self-awareness; self-regulation; motivation; empathy; and social skills.



- 4.3 Job Description.** The Board shall develop a job description for the CEO and MOH position. The Board shall review the job description regularly and revise as appropriate and in accordance with legislation and Ministry guidance.

## **ARTICLE 5 RECRUITMENT OF THE CEO/MOH**

- 5.1 External Consultant or Recruitment Committee.** In order to carry out tasks and make recommendations related to MOH/CEO recruitment and selection:
- (a) a reputable, qualified external consultant shall be engaged; and/or
  - (b) the Board shall establish an ad hoc recruitment committee. Such committee composition shall contribute to the integrity of and confidence in the recruitment and selection process by:
    - (i) including stakeholder representation by not restricting composition to only Board Members but at the same time not including Health Unit staff or an existing MOH or CEO; and
    - (ii) ensuring that each committee member is appropriately qualified including having human resources expertise. Establishment of the committee shall otherwise be in accordance with applicable by-law provisions including the requirement for terms of reference.
- 5.2 Appointment.** Subject to the approval by the Ministry of Health, the final MOH appointment decision shall remain with the Board. The final appointment decision of the CEO shall also remain with the Board. Both positions will be appointed through resolution by the Board.

## **ARTICLE 6 RENUMERATION, PERFORMANCE AND DISCIPLINE**

- 6.1 Remuneration.** Remuneration of both the MOH and CEO shall be in accordance with provincial legislation where applicable and external benchmarking.
- 6.2 Performance Management.** The Board will establish a policy and procedure for the regular performance management, monitoring and review of the CEO and the MOH. Performance shall be managed in accordance with the established policy adopted and approved by the board.
- 6.3 Discipline.** Any consideration of a proposal to discipline the MOH or the CEO, including dismissal, shall be subject to and in accordance with the following:
- (a) **Notice.** Reasonable written notice of the time, place and purpose of the Board meeting at which the discipline is to be considered shall be given.
  - (b) **Reasons.** A written statement detailing the reasons for the proposed discipline shall be given along with the notice.
  - (c) **Opportunity to be Heard.** The MOH or CEO shall be given an opportunity to attend and to make representations to the Board at the meeting.
  - (d) **Two-Thirds Decision.** Any decision to discipline the MOH or the CEO shall be carried by a vote of two-thirds of the Board Members present at a

properly constituted Board meeting, provided that if the decision is to dismiss, such decision shall also be subject to the consent in writing of the Ministry of Health (“The Ministry”) in the case of the MOH.

The foregoing is provided that when it is not reasonably practicable for the Board to meet in a timely manner, both the Chair and Vice-Chair acting jointly, shall have the authority to suspend the MOH and/or the CEO with pay, pending Board determination.

## **ARTICLE 7 CEO AND MOH SUCCESSION**

**7.1 Preparedness.** The Board shall ensure that the Health Unit is prepared for a change in CEO and/or MOH, whether such change is planned or unplanned through a successional planning framework.

**7.2 Un-Planned Transition.** Unplanned transitions of the CEO and/or MOH, necessitating interim arrangements, shall be subject to and in accordance with the following:

- (a) **CEO.** In the case of an unplanned transition of the CEO:
  - (i) The MOH and Corporate Services Director jointly or the Corporate Services Director alone if the position of MOH is also subject to an unplanned transition, shall act as CEO until an acting or permanent replacement is appointed by the Board.
  - (ii) The Board shall meet as soon as reasonably practicable and shall forthwith appoint an acting CEO.
  
- (b) **MOH.** In the case of an unplanned transition of the MOH:
  - (i) The AMOH, if there is one, shall act as MOH until a replacement is appointed.
  - (ii) If there is no AMOH the Board shall forthwith appoint a physician as acting MOH.
  
- (c) **Communication Plan.** The Board shall ensure there is a communication plan for the un-planned transition of the CEO and/or MOH that includes reassurance for both internal staff and external stakeholders.

**FIRST READING** by the Board this 15<sup>th</sup> day of **September, 2022**



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Nicole Dupuis, CEO, Secretary

**SECOND READING** by the Board this 20<sup>th</sup> day of **October, 2022**



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Ken Blanchette, CEO, Secretary

**ENACTED** by the Board this **10<sup>th</sup>** day of **November, 2022**



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Gary McNamara, Chair



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Ken Blanchette, CEO, Secretary

To be **reviewed** no later than the **10<sup>th</sup>** day of **November, 2024**



**WINDSOR-ESSEX COUNTY HEALTH UNIT**

**BOARD OF HEALTH**

**BY-LAW NO. 4 – Management of Real Property**

A by-law respecting the **management of real property** of the Board of Health for the Windsor-Essex County Health Unit.

1. The Chief Executive Officer or designate, shall be responsible for the care and maintenance of all properties required by the Board (where they are owned not leased), including but not limited to, the following:
  - a) The repair and maintenance of building systems such as heating and cooling systems, roof, structural work, plumbing, electrical systems;
  - b) The repair and maintenance of the parking areas and exterior of buildings, where applicable;
  - c) The care and upkeep of the grounds of the property, where applicable;
  - d) The cleaning, maintaining, decorating, and repairing of the interior of the buildings, where applicable; and
  - e) The maintenance of up-to-date fire and liability insurance coverage.
2. Where a property required by the Board is a leased, not owned, property, the Board shall enter into a lease that addresses all maintenance, care and insurance requirements. The Chief Executive Officer shall be responsible for ensuring that the property is operated in accordance with the terms of any such lease.
3. The Board shall ensure that all such properties comply with all applicable local, provincial and/or federal statutory requirements (I.e. Building codes and fire codes).
4. The Board shall maintain and adopt policies with respect to the acquisition, sale and other disposition of real property. The Asset Management Policy will be reviewed on a three (3) year basis, or more frequently, if appropriate. The CEO shall report asset disposals to the Board annually as per the Health Unit's Asset Management Policy.

**FIRST READING** by the Board this 15<sup>th</sup> day of **September, 2022**



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Nicole Dupuis, CEO, Secretary

**SECOND READING** by the Board this 20<sup>th</sup> day of **October, 2022**



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Ken Blanchette, CEO, Secretary

**ENACTED** by the Board this 10<sup>th</sup> day of **November, 2022**



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Gary McNamara, Chair



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Ken Blanchette, CEO, Secretary

To be **reviewed** no later than the 10<sup>th</sup> day of **November, 2025**