



**BOARD OF HEALTH**  
**FOR THE THUNDER BAY DISTRICT HEALTH UNIT**  
**BY-LAW NUMBER 2022-01**

**PART 1 – PREAMBLE**

The Board of Health is convened in accordance with the *Health Protection and Promotion Act 1990* (HPPA) and Regulations and constitutes a local board of the obligated municipality/municipalities in accordance with the *Municipal Act* (Section 1).

The purpose of the Board of Health is to ensure the delivery of public health programs and services under the *Health Protection and Promotion Act, 1990*, to prevent the spread of communicable disease, and to promote and protect the health of the populations in the public health unit.

Whereas the governing body of the Thunder Bay District Health Unit deems it expedient that all prior By-laws made before October 19, 2022, and the amendments thereto and which have been enacted, be cancelled and revoked and that the following By-law be adopted for regulating the affairs of the Board of Health of the Thunder Bay District Health Unit.

Now therefore be it enacted and it is hereby enacted that By-law No.2021-01 and the amendments thereto and which have been enacted, be cancelled and revoked and that the following By-law No. 20221-01 be substituted in lieu thereof.

As amended by Resolution No.: 83-2022 this 19<sup>th</sup> day of October, 2022.

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## 1. DEFINITIONS

1. **“Absent”** means non-attendance at a meeting of the Board without notification
2. **“Board of Health”** or **“Board”** means a Board of Health established or continued under the HPPA and includes:

“a single-tier municipality that, under the Act establishing or continuing it, has the powers, rights and duties of a local Board of Health or a Board of Health established under this Act”.

For the purpose of this document, **“Board of Health”** or **“Board”** also refers to the Board of Health of the Thunder Bay District Health Unit.
3. **“Chair”** means the person presiding at the meeting of the Board.
4. **“Chair of the Board”** means the Chair elected under Section 57(2) of the HPPA, R.S.O. 1990.
5. **“Closed meeting”** or **“in-camera”** means a meeting or part of a meeting that may be closed to the public if the subject matter being considered is:
  - a) a matter in respect of which the Board has authorized a meeting to be closed under another Act;
  - b) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.
  - c) a proposed or pending acquisition of land for Board purposes;
  - d) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
  - e) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local 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;
  - f) if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act, R.S.O., 1990*, if the Board is designated as head of the institution for the purposes of that Act;
  - g) In accordance with the *Municipal Act, 2001*, and amendments thereto, a “information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
  - h) labour relations or employee negotiations;
  - i) litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
  - j) personal matters about an identifiable individual, including municipal or Board employees;
  - k) the meeting is held for the purpose of educating or training the members and at the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board or one of its committees;

- l) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- m) the security of the property of the Board;

Before holding a meeting or part of a meeting that is to be closed to the public, the Board or committee of the Board must state by resolution the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting, in accordance with the *Municipal Act, 2001*, and amendments thereto.

6. **“Committee of the Whole”** means all the members present at a meeting of the Board sitting in Committee;
7. **“Committee”** means a committee of the Board, but does not include the Committee of the Whole;
8. **“Consent to Own Real Property”** a Board of Health must obtain the consent of the councils of the majority of the municipalities within the health unit served by the Board of Health to own real property in its own name.
9. **“Corporation”** every Board of Health is a corporation without share capital, however the Corporations Act and the Corporations Information Act do not apply to a Board of Health.
10. **“Council”** means the Council of a Municipality;
11. **“Designated Board Member”** means a Board of Health member appointed by the board with signing authority in the event that the Chair or Vice Chair are not available.
12. **“Dissolution of Local Board”** means the municipality is authorized to dissolve or change a local board.
13. **“Health Unit”** means an area that, by or under any Act, is the area of jurisdiction of Board of Health.
14. **“HPPA”** means the *Health Protection and Promotion Act, R.S.O. 1990*, and its regulations and amendments thereto.
15. **“Local board”** means a municipal service board, transportation commission, public library board, Board of Health, police services board, planning board, or any other board, commission, committee, body or local authority established or exercising any power under any Act with respect to the affairs or purposes of one or more municipalities, excluding a school board and a conservation authority.
16. **“Medical Officer of Health and Chief Executive Officer”** means the person appointed by the Board of Health in the combined leadership role of both Medical Officer of Health and Chief Executive Officer.
17. **“Medical Officer of Health”** means a Medical Officer of Health of a Board of Health. and refers to the individual in the combined leadership role of Medical Officer of

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Health and Chief Executive Officer executing the role specific to Medical Officer of Health as defined by the HPPA.

18. **“Meeting”** means any regular, special or other meeting of a council, of a local board or of a committee of either of them.
19. **“Member”** means a member of the Board.
20. **“Minister”** means the Minister of Health;
21. **“Ministry”** means the Ministry of Health;
22. **“Municipal Member,”** in relation to a Board of Health, means a person appointed to the Board of Health by the council of a municipality.
23. **“Past Chair”** means a presently appointed member of the Board who was the immediate past chair of the board and who holds no other executive officer position on the Board;
24. **“Present”** means attendance in person at a meeting of the Board.
25. **“Provincial Member,”** in relation to a Board of Health, means a person appointed to the Board of Health by the Lieutenant Governor in Council.
26. **“Quorum”** constitutes a majority of the members of a Board of Health
27. **“Real Property”** a Board of Health may acquire and hold real property in its name 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.
28. **“Regulations”** means regulations made under the HPPA;
29. **“Regrets”** means advance notification of absence at a meeting of the Board.
30. **“Restriction on dissolution of Local Board”** means the municipality shall not, in accordance with the *Municipal Act, 2001*, dissolve or change a local board that is a “Board of Health” as defined in subsection 1(1)(b) & (c) of the HPPA.
31. **“Vice Chair”** means the board member elected to be vice-chair of the board for the year under Section 57(2) of the HPPA, R.S.O.1990, who acts on behalf of the Chair in their absence.

## **2. CORPORATIONS WITHOUT SHARE CAPITAL**

1. Every Board of Health is a corporation without share capital (i.e. Corporations Act and Corporations Information Act do not apply).

## **3. BOARD COMPOSITION AND APPOINTMENTS**

1. There shall be a Board of Health for each public health unit.

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2. A Board of Health is composed of the members appointed to the board under the HPPA and Regulations.
  3. There shall be not fewer than three and not more than thirteen municipal members of each Board of Health.
  4. The number of municipal members per municipality for specific Boards of Health is set out under the HPPA, and Regulations.
  5. The Board of Health of the Thunder Bay District Health Unit shall have 12 municipal members as follows:
    - Three members to be appointed by the Municipal Council of the City of Thunder Bay.
    - One member to be appointed by the Municipal Council of the Town of Marathon.
    - One member to be appointed by the Municipal Council of the Township of Manitouwadge.
    - One member to be appointed by the Municipal Council of The Corporation of the Municipality of Oliver Paipoonge.
    - One member to be appointed by the Municipal Council of the Municipality of Shuniah.
    - One member to be appointed by the Municipal Councils of The Corporation of the Municipality of Neebing and the Township of Gillies.
    - One member to be appointed by the Municipal Councils of the townships of Conmee and O'Connor.
    - One member to be appointed by the Municipal Council of The Corporation of the Municipality of Greenstone.
    - One member to be appointed jointly by the Municipal Councils of the townships of Terrace Bay and Schreiber.
    - One member to be appointed jointly by the Municipal Councils of the townships of Dorion, Nipigon and Red Rock.
  6. The Lieutenant Governor in Council may appoint one or more persons as members of a Board of Health, but the number of members so appointed shall be less than the number of municipal members of the Board of Health.
  7. A Board of Health for a public health unit and the council of the band on a reserve within the public health unit may enter into an agreement in writing under which (a) the board agrees to provide health programs and services to the members of the band; and (b) the council of the band agrees to accept the responsibilities of the council of a municipality within the public health unit.
  8. The council of the band that has entered into the agreement has the right to appoint a member of the band to be one of the members of the Board of Health for the public health unit. An appointment under this section may be for one, two or three years.
  9. The councils of the bands of two or more bands that have entered into agreements under HPPA, Section 50(1) have the right to jointly appoint a person to be one of the members of the Board of Health for the public health unit instead of each appointing a member under HPPA, Section 50(2).

10. No person whose services are employed by a Board of Health is qualified to be a member of the Board of Health.

Any employee of the Thunder Bay District Health Unit who wishes to become a member of the Board must resign from their position prior to applying.

#### **4. TERM OF OFFICE**

1. A member of a Board of Health appointed by the Lieutenant Governor in Council may be appointed for a term of one, two or three years.
2. The term of office of a municipal member of a Board of Health continues during the pleasure of the council that appointed the municipal member, but unless ended sooner, ends with the ending of the term of office of the council.

#### **5. VACANCY ON THE BOARD**

1. If a vacancy occurs on the Board of Health by the death, disqualification, resignation or removal of a member, the person or body that appointed the member shall appoint a person forthwith to fill the vacancy for the remainder of the term of the member.
2. If a board member misses three consecutive board meetings without just cause, the appointing council shall be asked to make an alternate appointment for the remainder of the term and the said member shall so be notified in writing.

#### **6. RESPONSIBILITIES OF THE BOARD**

1. The Board of Health is the legal authority for the organization. Board members act in a position of trust for the community and are responsible for the effective governance of the organization.
2. The Board of Health shall superintend and ensure the carrying out of Part II (Health Programs and Service), Part III (Community Health Protection), and Part IV (Communicable Diseases), of the HPPA, and the Regulations relating to those Parts in the health unit served by the Board of Health.
3. The Board shall:
  - Establish general policies and procedures which govern the operation of the health unit;
  - Be accountable to the community for ensuring that its health needs are addressed by the appropriate programs and ensuring that the health unit is well managed;
  - Establish overall objectives and priorities for the organization in its provision of health programs and services, to meet the needs of the community;
  - Appoint a full-time Medical Officer of Health and may appoint one or more Associate Medical Officers of Health of The Board of Health;
  - Be responsible for assessing the performance of the Medical Officer of Health.
4. A Board of Health shall pass by-laws respecting:
  - a) the management of its property;
  - b) banking and finance;



- c) the calling of and proceedings at meetings;
  - d) the appointment of an auditor.
5. A Board of Health may pass by-laws respecting:
- a) the appointment, duties and removal of officers (other than the Medical Officer of Health or Associate Medical Officer of Health) and employees, and the remuneration, pensions and other benefits of officers and employees; and
  - b) any other matter necessary or advisable for the management of the affairs of the Board of Health.
6. A local board shall adopt and maintain policies with respect to the following matters:
- a) its sale and other disposition of land.
  - b) its hiring of employees.
  - c) its procurement of goods.

## **7. RESPONSIBILITIES OF BOARD OF HEALTH MEMBERS**

1. Attend and participate in regularly scheduled Board meetings.
2. Assist in developing and maintaining positive relations among the Board, Medical Officer of Health and Chief Executive Officer, Senior Management Team and the community to enhance the organization's mission.
3. Review and monitor the by-laws and organizational policy manual, and recommend by-law changes.
4. Review and approve the organization's budget.
5. Support and participate in evaluating the Medical Officer of Health and Chief Executive Officer.
6. Be knowledgeable of the organization's programs and services.
7. Identify and advocate for the development of healthy public policy.
8. Establish the Health Unit's vision and direction through values; mission; strategic planning; programs and services and evaluation.
9. Evaluate Board performance.
10. Participate in self education and development.
11. Ensure the health unit is not operated for gain by the members.

## **8. BOARD MEMBERS' REMUNERATION**

1. A Board of Health shall pay remuneration to each member of the Board of Health on a daily basis and all members shall be paid at the same rate.
2. The Board of Health shall pay the reasonable and actual expenses of each member of the Board of Health.

3. The rate of remuneration paid by a Board of Health to a member of the Board of Health shall not exceed the highest rate of remuneration of a member of a standing committee of a municipality within the health unit served by the Board of Health, but 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.
4. HPPA, Section 49(4) and (5) do not authorize payment of remuneration or expenses to a member of a Board of Health, other than the chair, who is a member of the council of a municipality and is paid annual remuneration or expenses, as the case requires, by the municipality.
5. In determining whether and to what extent board members should be rewarded 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 board members.
4. The Board of Health shall adopt a procedure to comply with the provisions of the *Health Protection and Promotion Act* with respect to remuneration of Board members.

## **9. ORIENTATION OF NEW BOARD MEMBERS**

1. Board members will be presented with the knowledge necessary for the discharge of their duties. New Board members shall be provided with a direct and supportive educational program.
2. The Medical Officer of Health and Chief Executive Officer or designate will obtain input at the beginning of each year from the Chair and from the Board concerning their orientation needs and the preferred format.
3. The Medical Officer of Health and Chief Executive Officer or designate will, as necessary, 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, upon request.
4. All new Board members shall be provided with orientation materials in a suitable format.
5. The Board shall adopt a procedure relative to the Orientation of New Board Members.

## **10. CONFLICT OF INTEREST**

1. Board members shall comply with the *Municipal Conflict of Interest Act* and with any conflict of interest policy adopted by the Board.

## **11. CODE OF CONDUCT**

1. Board members shall comply with the Code of Conduct Policy. Each Board member is expected to sign a declaration annually to signify their understanding and responsibility for this Code.

**12. CONFIDENTIALITY OF INFORMATION**

1. Upon appointment to the Board of Health, all members, new or re-appointed are required to sign a Confidentiality Agreement at the beginning of each term of the Board.

**13. CONTINUING EDUCATION AND PROFESSIONAL DEVELOPMENT FOR BOARD MEMBERS**

1. Board members are expected to participate in continuing education opportunities as per Board of Health policy.

**14. APPOINTMENT OF MEDICAL OFFICER OF HEALTH/ASSOCIATE MEDICAL OFFICER OF HEALTH**

1. Every Board of Health shall appoint a full-time Medical Officer of Health; and may appoint one or more Associate Medical Officers of Health.
2. No person is eligible for appointment as a Medical Officer of Health or an Associate Medical Officer of Health unless:
  - He or she is a physician
  - He or she possesses the qualifications and requirements prescribed by the regulations for the position, and
  - The Minister approves the proposed appointment.
3. Before the Board of Health makes any appointment of a Medical Officer of Health or Associate Medical Officer of Health, a proposal shall be submitted to the Minister of Health, containing the following:
  - a) Board Resolution of the appointment;
  - b) Current curriculum vitae (C.V.) from the applicant, outlining qualifications and experience;
  - c) Statement of confirmation from the Board that registration with the College of Physicians and Surgeons of Ontario (CPSO) is confirmed;
  - d) Statement of confirmation from the Board that registration with the College of Physicians and Surgeons of Canada (RCPSC) is confirmed, where applicable;  
OR
  - e) Statement of confirmation that the appointee has the degree(s) stated in C.V.;
  - f) Certificate/degree information, e.g., transcript, course description, academic record, as required;
  - g) If applicant possesses qualifications from a university outside of Canada, official course description and length of program study should be made available. (the onus is on the applicant to provide this information to the Board).

4. Once the Board of Health has received notification of the Minister's approval of the appointment, it shall then be made official.

**15. ROLE OF MEDICAL OFFICER OF HEALTH/  
ASSOCIATE MEDICAL OFFICER OF HEALTH**

1. Medical Officer of Health

- a. The Medical Officer of Health of a Board of Health reports directly to the Board of Health on issues relating to public health concerns and to public health programs and services under this or any other Act.
- b. The employees of and the persons whose services are engaged by a Board of Health are subject to the direction of and are responsible to the Medical Officer of Health of the board if their duties relate to the delivery of public health programs or services under this or any other Act.
- c. The Medical Officer of Health of a Board of Health is responsible to the board for the management of the public health programs and services under this or any other Act.
- d. The authority of the Medical Officer of Health of a Board of Health under this Act and the regulations is limited to the health unit served by the Board of Health.
- e. The Medical Officer of Health of a Board of Health is entitled to notice of and to attend each meeting of the board and every committee of the board, but the board may require the Medical Officer of Health to withdraw from any part of a meeting at which the board or a committee of the board intends to consider a matter related to the remuneration or the performance of the duties of the Medical Officer of Health.

2. Associate Medical Officer of Health

- a. The Associate Medical Officer of Health of a Board of Health, under the direction of the Medical Officer of Health of the board, shall assist in the performance of the duties of the Medical Officer of Health and, for the purpose, has all the powers of the Medical Officer of Health.
- b. Where the office of the Medical Officer of Health of a Board of Health is vacant or the Medical Officer of Health is absent or unable to act, the Associate Medical Officer of Health of the board shall act as and has all the powers of the Medical Officer of Health.

3. Vacancy of the Medical Officer of Health Position

- a) If the position of Medical Officer of Health of a Board of Health becomes vacant, the Board of Health and the Minister, acting in concert, shall work expeditiously towards filling the position with a full-time Medical Officer of Health.

4. Use of Title

- a) A Board of Health shall not describe the position of a person whose services are employed by the board by a title that incorporates the title "medical officer of

health” or “médecin-hygiéniste”, or the designation “MOH” or “m.-h.” or other designation representing the title, unless the person is the Medical Officer of Health, Associate Medical Officer of Health or Acting Medical Officer of Health of the Board.

5. Dismissal

- a) A decision by a Board of Health to dismiss a Medical Officer of Health or an Associate Medical Officer of Health from office is not effective unless;
- the decision is carried by the vote of two-thirds of the members of the board, and
  - the Minister consents in writing to the dismissal.
  - A Board of Health shall not vote on the dismissal of a Medical Officer of Health unless the board has given to the Medical Officer of Health,
    - reasonable written notice of the time, place and purpose of the meeting at which the dismissal is to be considered;
    - a written statement of the reason for the proposal to dismiss the Medical Officer of Health; and
    - an opportunity to attend and to make representations to the board at the meeting.

**16. ACTING MEDICAL OFFICER OF HEALTH**

1. Where,

- a) the office of the Medical Officer of Health of a Board of Health is vacant or the Medical Officer of Health is absent or unable to act; and
- b) there is no Associate Medical Officer of Health of the Board or the Associate Medical Officer of Health of the Board is also absent or unable to act,

the Board of Health shall appoint forthwith a physician as Acting Medical Officer of Health.

2. An acting Medical Officer of Health of a Board of Health shall perform the duties and has authority to exercise the powers of the Medical Officer of Health of the board.

**17. ORGANIZATIONAL AND MANAGEMENT STRUCTURE**

1. The Board of Health is responsible for the overall organizational structure of the Thunder Bay District Health Unit.
2. The Board of Health shall have a drawn Organizational Chart to illustrate the lines of communication and responsibility at all levels of the Health Unit structure, including the Board of Health.
3. The Organizational Chart shall be maintained by the Executive Assistant to the Medical Officer of Health and Chief Executive Officer and shall be made available to all staff. The Organizational Chart shall be reviewed annually by the Executive Committee, at their summer meeting.

4. The Senior Management Team shall be comprised of the Medical Officer of Health and Chief Executive Officer and the Director of each Division. The Senior Management Team is responsible for carrying out the policies and directives of the Board of Health in a manner consistent with the Vision, Mission, Goals and Objectives of the Organization; for the employment of sound administrative practices, and for keeping the Board apprised of such matters.

#### **18. AGENCY STAFF REQUIREMENTS**

1. The Board of Health shall ensure that there are qualified, competent staff in sufficient numbers to carry out the services and programs which the Board has undertaken. Staffing considerations shall be based on needs assessments, program evaluations and availability of personnel and which are recommended by Senior Management.
2. Every Board of Health shall engage the services of such persons as are considered necessary to carry out the functions of the Board of Health including the obligations of the Board of Health with respect to delivery of public health programs and services, in accordance with the requirements of the HPPA and any other applicable legislation.

#### **19. RESEARCH ACTIVITIES**

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.

#### **20. PUBLIC EDUCATION AND PROMOTION**

1. The public shall be informed of the purposes and activities of the Thunder Bay District Health Unit. The Board of Health shall ensure the publication and general distribution of an Annual Report on the Health Unit's activities. The report shall include the names of members of the Board of Health.

#### **21. SPONSORSHIPS**

1. The Board of Health shall adopt a Sponsorships Policy and Procedure for the Thunder Bay District Health Unit.

#### **22. CONVENING OF MEETINGS**

1. The Annual Meeting of the Board of Health shall be held between the 15<sup>th</sup> and the 31<sup>st</sup> of January in each year on a day to be fixed by the Board, and members shall be notified no less than seven (7) clear days in advance.
  - a) The regular meetings shall be held at a date and time as determined by the Board at the Annual Meeting.
  - b) The Board may, by resolution, alter the time, day or place of any meeting.
2. The Board shall hold a minimum of ten meetings each year on days to be fixed by the Board at the Annual Meeting, except in a Municipal Election year. During a

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Municipal Election year, the Board of Health will hold a minimum of nine meetings and will not hold a meeting in the month of December of that year.

3. No notice of a regular meeting or annual general meeting will be given following the establishment of a schedule by the Board, but the requirements hereof respecting agenda material shall be complied with.
4. The Medical Officer of Health and Chief Executive Officer or designate in collaboration with the Chair shall prepare the agendas, with supporting material, to be delivered to the Members of the Board preferentially five (5) consecutive days in advance of a regular meetings and forty-eight (48) hours prior to a special meeting.
  - a) Notice shall be given personally or by first class mail provided that where a Member has provided the Secretary with a fax number or e-mail address for delivery of notice, notice may be sent by fax or e-mail.
  - b) Notice of a special meeting, including agenda information, may be given by telephone, so long as the notice is given directly to the Member.
  - c) Lack of proper notice of a meeting will not affect the validity of holding a meeting or of any action taken at the meeting provided that all members attend the meeting or members who are not in attendance individually inform the Secretary that they consent to the holding of the meeting even though they cannot be present.
5. Requests for items to be placed on the agenda are to be submitted to the Medical Officer of Health and Chief Executive Officer or designate through the Executive Assistant by 4:30 p.m. on the Monday two weeks prior to the Board meeting, in order that they may be reviewed and revised, if necessary, prior to consideration by the Board Chair during the agenda approval process.

Any item not included in the agenda can only be introduced with the consent of the majority of the members present.

6. 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 thereto, are complied with. Any board member joining by teleconference, videoconference or other means of distance communication shall:
  - a) ensure they are alone in a secure location
  - b) be counted for the purposes of quorum
  - c) be able to participate fully in both open and closed meetings
  - d) follow all existing meeting procedures and rules of order
6. The Medical Officer of Health of a Board of Health is entitled to notice of and to attend each meeting of the board and every committee of the Board, but the Board may require the Medical Officer of Health to withdraw from any part of a meeting at which the Board or a committee of the Board intends to consider a matter related to the remuneration or the performance of the duties of the Medical Officer of Health.

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**23. PUBLIC NOTICE OF MEETINGS**

1. Public notice of meetings shall be provided in accordance with the Municipal Act, 2001, and amendments thereto.
2. Following the Annual Meeting, dates and times of the approved regular meetings will be posted to the Thunder Bay District Health Unit website ([www.tbdhu.com](http://www.tbdhu.com)).
3. Prior to the meeting, a Media Advisory shall be faxed or emailed to local media sources outlining the content of the agenda, including presentations, issue reports, information reports, report of the Medical Officer of Health, and communications.
4. The Regular Board of Health and Executive Committee (as scheduled) agenda format pages will be posted to the Thunder Bay District Health Unit website prior to the meeting.
5. If a matter arises, which in the opinion of the Medical Officer of Health and Chief Executive Officer or designate, in consultation with the Chair, is considered to be of an urgent or time sensitive nature, the Executive Assistant will make his/her/their best efforts to provide as much prior notice as is reasonable under the circumstances or will provide notice of the action as soon as possible following the action.

**24. PROCEEDINGS OF MEETINGS OF DIRECTORS**

1. As soon as there is a quorum after the hour fixed for the meeting, the Chair of the Board, or Vice-Chair, or person appointed to act in their place and stead, shall take the chair and call the meeting to order.
  - a) The Medical Officer of Health and Chief Executive Officer or designate is the Chair of the Annual Meeting until such time as a new Chair is appointed during the election of officers at that meeting.
2. If the person who ought to preside at any meeting does not attend by the time a quorum is present, the Medical Officer of Health and Chief Executive Officer or designate shall call the members to order and a presiding officer shall be appointed to preside during the meeting or until the arrival of the person who ought to preside.
3. If no quorum is present after 30 minutes from the hour fixed for the meeting, the meeting will be adjourned until the next scheduled date for meeting, or as called by the Chair of the Board.
4. In all the proceedings at or taken by this Board, the following rules and regulations shall be observed and shall be the rules and regulations for the order and dispatch of business at the Board, and in the Committees thereof:
  - a) Except as herein provided, Robert's Rules of Order shall be followed for governing the proceedings of the Board and the conduct of its members, including rules of debate, questions of privilege and points of order, motions and order of putting of questions, voting and adjournment.
  - b) A copy of Robert's Rules of Order will be available at all meetings.



- c) The Board of Health shall normally make decisions by resolutions duly moved and seconded and approved by a majority of the members present.
- d) The meetings will be adjourned by resolution.

## **25. ORDER OF BUSINESS AT A MEETING**

1. The Secretary will prepare the agenda for regular Board of Health meetings in the following order:
  - Call to Order
  - Declarations of Pecuniary Interest
  - Agenda Approval
  - Information Session
  - Minutes of Previous Meetings
  - Business Arising from the Previous Minutes
  - Closed Session
  - Decisions of the Board
  - Communications for Information
  - Next Meeting
  - Adjournment

## **26. RECORD OF BOARD MEETINGS**

1. A Board of Health shall keep or cause to be kept minutes of its proceedings and the text of the by-laws and resolutions passed by it.
2. In accordance with the *Municipal Act, 2001*, and amendments thereto, the Board of Health or one of its committees shall record without note or comment all resolutions, decision and other proceedings at a meeting of the body, whether it is closed to the public or not, by the appropriate officer.
3. Every declaration of interest and the general nature thereof made under section 5 shall, where the meeting is open to the public, be recorded in the minutes of the meeting by the clerk of the municipality or secretary of the committee or local board, as the case may be.
4. Every declaration of interest made under section 5, but not the general nature of that interest, shall, where the meeting is not open to the public, be recorded in the minutes of the next meeting that is open to the public.
5. The Board of Health shall adopt a procedure for the Recording of Board Meetings.

## **27. PUBLIC ATTENDANCE AND DEPUTATIONS**

1. In accordance with Board of Health policy, any member or members 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.

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## 28. COMMUNICATION

1. Any communication intended to be considered by the Board must be submitted in accordance with Board of Health Communication policy and procedure.
2. Any communication received by Board members, or issues wishing to be raised by Board members at Board meetings are to be submitted to the Chair and the Medical Officer of Health and Chief Executive Officer, or designate in accordance with Board of Health policy.
3. Communication between the Board of Health and the personnel of the Thunder Bay District Health Unit shall be through the Medical Officer of Health and Chief Executive Officer or designate, in accordance with Board of Health policy.

## 29. OFFICERS

1. At the first meeting of a Board of Health in each year, the members of the Board shall elect one of the members to be chair and one to be vice-chair of the Board for the year.
2. The Chair of the Board is appointed for a one year term at the Board's Annual meeting and shall:
  - a) preside at all meetings of the Board of Health;
  - b) be Chair of the Executive Committee;
  - c) represent the Board or appoint a delegate at public or official functions;
  - d) be an ex-officio member of all Committees to which he or she has not been named a member;
  - e) hold office as Chair for a maximum of four consecutive years;
  - f) on completion of a four year term may not serve again as Chair for a minimum of two years;
  - g) Maintain regular communication with the Medical Officer of Health and Chief Executive Officer or designate on Board of Health issues and set the Agenda for Board meetings.
3. The Vice-Chair is appointed for a one year term at the Board's Annual meeting and shall:
  - a) have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such powers and duties, if any, as may be from time to time assigned by the Board;
  - b) hold office as Vice-Chair for a maximum of four consecutive years;
  - c) on completion of a four year term may not serve again as Vice-Chair for a minimum of two years.
4. The Designated Board member is appointed for a one year term at the Board's Annual meeting and shall:
  - a) have signing authority in the absence of the Chair or Vice Chair;
  - b) not be a member of the Executive Committee;
  - c) live within 50km of the Thunder Bay District Health Unit;
  - d) be appointed for a maximum of four consecutive years;
  - e) on completion of a four year appointment, may not be appointed again for a minimum of two years.

5. The Past Chair is the immediate past Chair of the Board of Health and shall:
  - a) not be elected as Chair following completion of a four year term may not serve again as Chair for a minimum of two years;
  - b) is a member of the Executive Committee
  - c) serve for a maximum of four (4) consecutive years

### **30. MEETING INVESTIGATOR**

1. The Ontario Ombudsman will be the investigator for the purposes of any Closed Meeting investigations.

### **31. COMMITTEES OF THE BOARD**

1. The Executive Committee shall be a standing committee and its members, with the exception of the past chair, shall be elected at each annual meeting. The Executive Committee shall be comprised of:
  - a) the Chair of the Board;
  - b) the Vice-Chair of the Board;
  - c) the Past Chair of the Board if he or she is re-appointed to the Board;
  - d) two members at large who are presently not an officer of the Board. Three members will be selected if the Past Chair of the Board is no longer a member of the Board or is ineligible.
2. The functions of the Executive Committee shall be:
  - a) to meet monthly, in the absence of a Regular Board Meeting, or as required to review and resolve routine matters;
  - b) to exercise the full powers of the Board in all matters of administrative urgency, should such arise;
  - c) to deal with such other matters as the Board may deem expedient to delegate to the Committee;
  - d) study and advise or make recommendations to the Board on any matter as directed by the Board;
  - e) to plan and review the year-end Audited Financial Statements, on behalf of the Board of Health and recommend their approval, in accordance with the Audit Responsibilities for the Executive Committee;
  - f) to report to the Board all actions taken between successive Board meetings;
  - g) an Executive Committee meeting will be scheduled, if necessary, prior to a Board of Health Meeting, for the purposes of adopting the previous Executive Committee Meeting minutes;
  - h) the approved Executive Committee Minutes be distributed to the Members of the Board at the Board of Health meeting, for information.
3. The Board may appoint ad hoc or special committees to undertake designated tasks. Such committees shall be terminated upon completion of their work or study and submission of their written report to the Board.
4. The same rules governing the proceedings of the Board shall be observed in the Committees as applicable.
5. It shall be the duty of any Committee:
  - a) to report to the Board on all matters referred to them and to recommend such action as they deem necessary;

- b) to report to the Board the number of meetings;
  - i) called during the year
  - ii) at which a quorum was present (where applicable)
  - iii) attended by each member of the Committee;
- c) to forward to the incoming Committee for the following year any matter undisposed of.

## **32. BANKING AND FINANCE**

1. The Board, through the Director of Corporate Services, will enter into an agreement with a recognized chartered bank(s) that will provide the following services:
  - a) a current or savings account(s) for the Board;
  - b) provision of cancelled cheques on a monthly basis, together with a statement showing all debits and credits;
  - c) payment of interest at a rate to be negotiated between the Board and the bank for all surplus funds temporarily held in such account(s);
  - d) provide advice and other banking services as required by the Board.
2. Signing authorities shall be restricted to the Chair, Vice-Chair, Designated Board of Health Member, Medical Officer of Health and Chief Executive Officer, Director of Corporate Services and Manager of Finance. The signing authority of the Chair, Vice-Chair and Designated Board Member shall continue until the election of officers.

The individuals listed above have the authority to bind the organization. The Board will maintain a formal list of names, titles and signatures of those individuals who have signing authority.

3. The Board of Health shall give annually to each obligated municipality in the health unit served by the Board of Health a written notice that complies with the following requirements:
  - a) the notice shall specify the amount that the Board of Health estimates will be required to defray the expenses incurred by it in performance of its functions and duties under this or any other Act for the year specified in the notice.
  - b) where the obligated municipalities and the health unit have entered into an agreement under the Health Protection and Promotion Act of the amounts to be paid by each of them, the notice shall specify the amount for which the obligated municipality is responsible in accordance with the agreement.
  - c) where no agreement has been entered into by the obligated municipality and the health unit the notice shall specify the amount for which the obligated municipality is responsible in accordance with the regulations under the HPPA.
  - d) the notice shall specify the times at which the Board of Health requires payments to be made by the obligated municipality and the amount of each payment required to be made.
4. Where additional expenses that were not anticipated at the time the notice was given are incurred during the year, the Board of Health may give another written notice to each obligated municipality in the health unit specifying the additional amount for which the obligated municipality is responsible under this section and the time at which the additional amount must be paid.

5. An obligated municipality that is given notice by a Board of Health for expenses shall pay to the Board of Health the amounts required by the notice at the times required by the notice.

**33. AUDITOR**

1. The Board of Health shall appoint an Auditor annually in accordance with S.296 of the *Municipal Act*, who shall not be a member of the Board and shall be licensed under the *Public Accountancy Act*.
2. Only the auditor of the municipality which is responsible for the largest share of the operating costs of the local board is required to audit the local board.

**34. BORROWING OF MONEY AND THE ISSUE OF SECURITIES**

1. The Board of Health may from time to time approve the following transactions:
  - a) borrow money upon the credit of the Board of Health;
  - b) 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;
  - c) charge, mortgage, hypothecate or pledge as or any currently owned or subsequently acquired real or personal, movable or immovable 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;
2. In exercising the foregoing powers the Board of Health shall at all times comply with Section 512(3) of the HPPA and amendments thereto.

**35. HEDGING/COMMODITY PRICE HEDGING**

1. The Board of Health for the Thunder Bay District Health Unit is authorized to enter into certain hedging transactions.
2. The Board of Health may from time to time enter into interest rate swap agreements to reduce or eliminate interest rate exposure with respect to money borrowed upon the credit of the Board of Health at a rate other than a fixed rate.
3. The Board of Health may from time to time enter into commodity agreements for the purpose of reducing the total costs of purchasing such commodity to provide price stability/cost certainty by fixing some portion of future commodity prices.
4. Signing authorities for such transactions shall be in accordance with those set out in the Section on Banking and Finance.

**36. PURCHASING**

1. The Board of Health shall adopt and maintain policies with respect to its procurement of goods and services.

**37. BOARD BUDGET**

1. The Board of Health shall adopt and maintain a formal Budget Process Policy with respect to the establishment and maintenance of the Health Unit's budgets

**38. RESERVE FUND**

1. The Board of Health shall adopt a Reserve and Reserve Fund Policy and guidelines for the establishment and maintenance of Reserves and/or Reserve Funds.

**39. USER FEES**

1. The Board of Health shall adopt a policy to govern the establishment and maintenance of the organization's user fees that complies with all requirements under the HPPA and the *Municipal Act, 2001*.

**40. PERSONNEL POLICIES**

1. The Board of Health shall adopt and maintain policies with respect to the hiring of employees.

**41. MANAGEMENT OF PROPERTY**

1. The Board may acquire and hold title to any real property, in accordance with S.52 (3) of the HPPA, 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.
2. The Board of Health shall adopt and maintain policies with respect to the sale and other disposition of land.

**42. BOARD SOLICITOR**

1. The Board Solicitor is the legal firm retained by the health unit. It shall be the duty of the Board Solicitor:
  - a) To examine reports of the Board on request and to report whenever any matter contained therein is beyond the power of the Board or otherwise illegal.
  - b) To advise the Board and Committees as to the legality of all matters considered or proposed to be considered by the said bodies of which he shall have notice.

**43. OCCUPATIONAL HEALTH AND SAFETY PROGRAM**

1. There shall be an Occupational Health and Safety Policy Statement for the Health Unit.
2. The Medical Officer of Health and Chief Executive Officer or designate is responsible to ensure adherence to this policy.
3. The Board of Health recognizes that everyone who undertakes, or has the authority, to direct how another person does work or performs a task is under legal duty to take reasonable steps to prevent bodily harm to that person, or any other person, arising from that work, or task (*Canadian Criminal Code - Section 217.1*); therefore, in

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- addition to an Occupational Health and Safety Orientation and Training Program for all employees, there shall also be an orientation specifically for anyone who undertakes, or has the authority, to direct how another person does work or performs a task.
4. The program shall include policies/procedures related to:
    - a) a safe and healthy work environment
    - b) the safe use of substances, equipment and medical devices
    - c) safe and healthy work practices
    - d) the prevention of accidents to persons on the premises; and
    - e) the elimination and/or reduction of health and safety risks and hazards
  5. There shall be a Joint Health and Safety Committee comprised of worker and management representatives. (*Occupational Health and Safety Act*, R.S.O.1990, c.O.1,s.9(2)(a))
  6. The committee shall consist of at least four persons or such greater number of people as may be prescribed, for a workplace where fifty or more workers are regularly employed. (*Occupational Health and Safety Act* R.S.O. 1990, c.O.1.s.9(6)(b))
  7. At least half the members of a committee shall be workers employed at the workplace who do not exercise managerial functions. (*Occupational Health and Safety Act* R.S.O. 1990, c.O.1. s. 9(7))
  8. It is the responsibility of the Medical Officer of Health and Chief Executive Officer or designate to ensure the establishment of a Joint Health and Safety Committee.
  9. The Senior Management Team will appoint a Health and Safety Coordinator who will be responsible for the coordination of the Health and Safety Program.
  10. The Medical Officer of Health and Chief Executive Officer or designate shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

#### **44. PROCEEDINGS ON BY-LAWS**

1. All by-laws and amendments thereto shall be passed by a two-thirds majority vote of the members present at the Annual General Meeting or at a Special Meeting of the Board.
2. Any by-law of the Board may be repealed or amended provided advanced written notice is given to the Board at a previous meeting. The notice must state the proposed amendment and must be seconded.
3. Every by-law which has passed the Board shall be sealed with the seal of the Board, signed by the Chair of the Board (or by the Chair of the meeting at which the by-law was passed) and by the Medical Officer of Health and Chief Executive Officer or designate.  
By-laws shall be maintained by the Executive Assistant to the Medical Officer of Health and Chief Executive Officer.

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4. The Board of Health by-laws shall be reviewed in whole at least ever five (5) years by the Executive Committee or an Ad Hoc Committee of the Board.

The Executive Assistant maintains an on-going awareness of policy changes that might affect the by-laws.

**45. CORPORATE SEAL**

The corporate seal of the Board shall be in the form impressed here on and shall be kept in the office of the Medical Officer of Health and Chief Executive Officer.

**46. EXECUTION OF DOCUMENTS**

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

Passed this 19<sup>th</sup> day of October, 2022.



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Chair, Board of Health



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Medical Officer of Health/ Chief Executive Officer