



BOARD OF HEALTH BYLAWS

To Regulate the Proceedings of the Board of Health

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PREAMBLE:

The Bylaws of the Board of Health of the North Bay Parry Sound District Health Unit are intended to direct the operations of the Board, specifically:

- A) Banking and finance
- B) Appointment of an auditor
- C) Management of its property
- D) Calling of and proceedings at meetings
- E) Appointment and duties of Medical Officer of Health
- F) Other appropriate matters

in order to comply with Section 56 of the *Health Protection and Promotion Act, Revised Statutes of Ontario 1990*.

INTERPRETATION:

- a) **ACT** means the *Health Protection and Promotion Act, Revised Statutes of Ontario 1990*,
- b) **BOARD** means the Board of Health of the North Bay Parry Sound District Health Unit. The Board of Health is an autonomous corporation without share capital (R.S.O. 1990, c.H.7, s. 52 (1)).
- c) **NORTH BAY PARRY SOUND DISTRICT HEALTH UNIT** (Health Unit) means all the area municipalities served by the Health Unit under O. Regulation 64/05, amending O. Regulation 553 of the *Health Protection and Promotion Act, Revised Statutes of Ontario 1990*,
- d) **CHAIRPERSON** means the person presiding at a meeting of the Board or a Committee of the Board, or their designate,
- e) **CHAIRPERSON OF THE BOARD** means the Chairperson elected under Section 57 of the *Act*,
- f) **COMMITTEE** means any advisory or other Committee or similar entity of which at least 50 per cent of the members are also members of one or more councils or the Board of Health,
- g) **COMMITTEE OF THE WHOLE** means all members present at a meeting of the Board sitting in Committee,
- h) **COUNCIL** means the Councils of the Member Municipalities of the North Bay Parry Sound District Health Unit, as listed under O. Regulation 65/05, amending O. Regulation 559,
- i) **MEDICAL OFFICER OF HEALTH** means the Medical Officer of Health/Executive Officer of the Health Unit as under Section 62, 64 and 67 of the *Act*,
- j) **MEETING** means any regular, special, or other meetings of the Board of Health or of a Committee of either of them,
- k) **MEMBER** means a member of the Board or of a Committee,
- l) **MOTION** means a proposal brought before the Board,
- m) **QUORUM** means one half (50%) of the members of the Board, or of the members of a Committee,
- n) **RESOLUTION** means a motion passed at a meeting,
- o) **SENIOR MANAGEMENT STAFF/EXECUTIVE TEAM** are those staff who report directly to the Medical Officer of Health.
- p) **COMPLAINT – OFFICIAL** means a complaint received verbally or in writing in a direct work-related capacity.
- q) **COMPLAINT – INFORMAL** means a complaint received in an unofficial capacity.

SECTION I. BYLAW ON CALLING OF AND PROCEEDINGS AT MEETINGS

In accordance with Section 238, subsection 2 of the *Municipal Act, 2001*, every board shall pass a procedure bylaw for governing the calling, place, and proceeding of meetings.

Rules

1. The Board of Health must meet a minimum of six (6) times per calendar year.
2. In all the proceedings at or taken by this Board the following rules shall be observed 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 most recent version shall be followed for governing the proceedings of the Board and its Committees.
 - b) No person shall consume alcohol, cannabis, or tobacco at a meeting.

Notice of Meeting

3. The Medical Officer of Health/Executive Officer shall:
 - a) Give notice of all meetings of the Board to the members and those concerned with such meetings;
 - b) Ensure that the notice provides verification that the agenda and any other available documents relevant to the business of the meeting, e.g., minutes of the previous meeting, Committee reports, reports of the Medical Officer of Health/Executive Officer, correspondence, and any other matters required by the Board are available in the secure site; and
 - c) Cause notice to be delivered electronically to each member so as to be received not later than two working days previous to the day of the meeting, if applicable.
4. The recording secretary shall:
 - a) Provide public notice of all meetings of the Board one week prior to the meeting as follows:
 - Post notice of the meeting(s) start time(s) on the North Bay Parry Sound District Health Unit website.
 - Provide Communications with notice to forward to media representatives in North Bay Parry Sound district.
 - Provide Communications with notice to forward to local office of the Members of Provincial Parliament.
 - Email agenda or link to the agenda on the website to the clerks of member municipalities.
 - b) Ensure Communications emails the Board of Health meeting schedule three times a year to cable operators in the Health Unit catchment area.
 - c) Post notice of all Board of Health meetings on the Health Unit website once the schedule is set at the first meeting of the year with the disclaimer that the meeting date is subject to change.

Lack of Notice

5. The lack of receipt of the notice shall not affect the validity of the holding of the meeting or any action taken thereat.

Board of Health Members Attendance at Meetings

6. Board of Health/Committee members are expected to be present at all regular Board of Health meetings and Committee meetings, using a minimum of 75% attendance as a guideline.
7. Board of Health/Committee members are expected to prepare for all meetings and give early notice to the Medical Officer of Health/Executive Officer/Executive Officer or recording secretary if unable to attend.
8. In the event that a Board of Health member does not attend three consecutive meetings of either the Board of Health or a Committee, without notice of reasonable cause, the Chairperson of the Board of Health/Committee initiates the following appropriate measure(s):
 - a) Discussion with the absent member regarding reasons for their absence and whether they are able to improve their attendance or wish to resign from the Board of Health.
 - b) If applicable, a follow-up letter is sent to the member.
 - c) If applicable, a follow-up letter is sent to the municipality of the geographic area the member is representing and/or the Accountability and Liaison Branch – Public Health of the Ministry of Health (Ministry) regarding the appointment of a replacement.

Medical Officer of Health/Executive Officer Attendance at Meetings

9. In accordance with Section 70 of the *Act*, 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.
10. It is the policy of the Board of Health that the Medical Officer of Health/Executive Officer must attend all Board of Health and/or Committee meetings, unless requested otherwise as noted in [Bylaw Section I #9](#).

Management/Staff Attendance at Meetings

11. Members of the management team or other employees are invited to attend the meetings of the Board of Health, or its Committees as deemed necessary by the Medical Officer of Health/Executive Officer.

Agenda

12. The Medical Officer of Health/Executive Officer shall have prepared for the use of members at the regular Board of Health meetings an agenda of the following items:
 - a) Call to Order

- b) Approval of Agenda
- c) Conflict of Interest Declaration
- d) Approval of Previous Minutes
- e) Date of Next Meeting
- f) Business Arising
- g) Report of Medical Officer of Health/Executive Officer
- h) Board Committee Reports
- i) Correspondence
- j) New Business
- k) In Camera
- l) Adjournment

Order of Business

13. The business of each meeting shall normally be taken up in the order described in the agenda. Items not on the prepared agenda may be added to the agenda by agreement at the beginning of the meeting with the motion to approve the agenda noted as “carried as amended”. The addition shall be reflected in the minutes.

Commencement of Meeting

14. As soon as there is a quorum after the hour fixed for the meeting, the Chairperson of the Board, or Vice-Chairperson, or person elected to act in their place and stead, shall take the Chair and call the members to order.
 - a) If the Chairperson at any meeting does not attend by the time a quorum is present, the Vice-Chairperson shall call the members to order and preside during the meeting or until the arrival of the Chairperson.

Lack of Quorum

15. Upon any member directing the attention of the Chairperson to the fact that a quorum is not present, the recording secretary, at the request of the Chairperson, shall record the names of those present and advise the Chairperson if a quorum is or is not present. If there is no quorum within thirty minutes after the time appointed for the meeting, the meeting shall then adjourn until the next scheduled day of meeting.

Special Meetings

16. The Chairperson may, when circumstances dictate, convene a special meeting of the Board. In addition, any three (3) Board members by written communication to the Medical Officer of Health/Executive Officer may initiate a special meeting.
 - a) The rules of notice for regular meetings do not apply,

- b) When necessary, the first order of business at that special meeting shall be approval of the special meeting by a majority of the Board, and
- c) The minutes of such a meeting must be presented to the next regular Board meeting for approval.
- d) The Board of Health may hold a special meeting to amend an applicable procedure bylaw for the purpose of subsection 238 (3.3) of the *Municipal Act, 2001*, related to electronic participation.

Teleconference/Electronic Participation at Meetings

- 17. Any Board member may actively participate in meetings of the Board by means of teleconference, electronic, or other communication facilities and may be counted in determining whether or not a quorum of members is present at any point in time.
- 18. Board members may participate electronically in a meeting that is open or closed to the public.
- 19. The rules for special meetings as outlined in [Bylaw Section I, #16.](#), shall be observed.

Public Attendance at Meetings

- 20. All meetings of the Board shall be open to attendance by members of the public, except for closed/in-camera sessions.

Meetings Closed to the Public

- 21. In accordance with Section 239 of the *Municipal Act, 2001*, a meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - a) Personal matters about an identifiable individual;
 - b) The security of the property of the Board;
 - c) Proposed or pending acquisition of land for Board purposes or disposition;
 - d) Labour relations or employee negotiations;
 - e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
 - f) The receiving of advice that is subject to solicitor - client privilege, including communications necessary for that purpose;
 - g) A matter in respect of which the Board, Board Committee or other body has authorized a meeting to be closed under another Act;
 - h) Information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;
 - i) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the 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 or persons, or organization;

- j) A trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value; or
- k) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board.

Other Criteria:

A meeting or part of a meeting shall be closed to the public if the subject matter being considered is,

- a) A request under the Municipal Freedom of Information and Protection of Privacy Act, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- b) An ongoing investigation respecting the municipality, a local board or a municipally controlled corporation by the Ombudsman appointed under the Ombudsman Act, and Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1)

Education or Training:

A meeting of the Board, or of a Committee, may be closed to the public if the following conditions are both satisfied:

- a) The meeting is held for the purpose of educating or training the members.
 - b) 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 Committee.
22. Before holding a meeting or part of a meeting that is to be closed to the public, the Board shall pass a resolution, at a public meeting, indicating the fact of holding a closed meeting and the general nature of the matter(s) to be considered.
23. Upon completion of the in-camera meeting, a motion to rise and report out of camera is required. Any motions from the in-camera meeting are put to vote out of camera with the exception of motions relating to a procedural matter or for giving directions or instructions (e.g. prepare a report) to employees or persons retained by or under a contract with the Health Unit.
24. All Board members, along with any other attendees present during an in-camera meeting are responsible for maintaining confidentiality of information shared during the session in compliance with the rules set out in the Code of Conduct Regulating the Board of Health document.
25. During an in-camera meeting, the Board of Health/Committee may:
- a) Draft a motion(s) to be considered during the public meeting.
 - b) Vote, if the vote relates to matters described under section 11 and if the vote is for a procedural matter or for giving directions or instructions to employees or persons retained by or under a contract with the Health Unit.

- c) Give direction to Medical Officer of Health/Executive Officer and/or Health Unit management to take any specific action on a matter.
26. Upon completion of the in-camera meeting, a resolution to rise and report to the public meeting is read by the Chairperson. Motions arising from the in-camera meeting are put to vote in the public meeting and recorded in the regular Board of Health/Committee minutes.
27. Minutes of an in-camera meeting are recorded by the recording secretary. In the recording secretary's absence, minutes are taken by the Medical Officer of Health /Executive Officer. In rare circumstances in which the Board of Health meets without the Medical Officer of Health/Executive Officer, the Board of Health Vice-Chairperson records the in-camera minutes.
28. In camera minutes must record without comment all motions and conclusions:
 - a) In camera minutes are distributed to the Board of Health/Committee in a confidential manner.
 - b) In camera minutes are approved by the Board of Health/Committee at the next regular Board of Health/Committee meeting.
 - c) Prior to discussion of in camera minutes, the Board of Health/Committee will move in camera, by resolution, using the original reason used to move in camera.
 - d) Approved in camera minutes are kept in the Office of the Medical Officer of Health/Executive Officer.
29. As stated in Clause 239 (9) of the *Municipal Act*, 2001, Chapter 25, Clause 6 (1) (b) of the *Municipal Freedom of Information and Protection of Privacy Act* does not apply to a record of a meeting closed under the *Municipal Act*, subsection (3.1), 2006, c. 32, Sched. A, s. 103 (3). Subsection 3.1 of the *Municipal Act* refers to educational or training sessions.
30. In accordance with the *Municipal Act*, 2001, S.O. Chapter 25, s. 253 (1) (c), records considered during a meeting that is closed to the public are not subject to the *Municipal Freedom of Information and Protection of Privacy Act*.
31. Upon receipt of a written complaint of a perceived violation of the Board of Health Bylaws or Code of Conduct Regulating the Board of Health regarding in-camera meetings, it is recommended that the Board of Health refer the complaint to the Local Authority Services (LAS) Branch of the Association of Municipalities in Ontario who would have the authority to investigate the complaint.

Delegations

32. The following rules shall apply to delegations:
 - a) Any individual or group of individuals wishing to make a presentation to the Board shall inform the Medical Officer of Health/Executive Officer in writing of their intention, at least five (5) days in advance of the meeting at which they wish to appear, including a written submission of their presentation.
 - b) The Medical Officer of Health/Executive Officer shall include the delegation on the agenda.

- c) Delegations that do not provide appropriate notice may be heard at Board meetings by resolution of the Board of Health.
- d) Each delegation will be allowed a maximum of two (2) speakers for a maximum of ten (10) minutes in total. An extension may be granted by resolution of the Board; and
- e) Unless otherwise directed by a resolution, no action respecting the presentation of a delegation will be taken until members have had an opportunity to discuss the presentation and receive advice from the Medical Officer of Health/Executive Officer.

Duty of Committees

- 33. It shall be the duty of the Committee:
 - a) To report to the Board on all matters referred to them and to recommend such action as they deem necessary;
 - b) To forward to the incoming Committee for the following year any matter undisposed of; and
 - c) Committee Chairpersons are elected by the Committee at the first Committee meeting of the year.

Information Provided by the Medical Officer of Health/Executive Officer

- 34. In accordance with the *Act*, the Medical Officer of Health/Executive Officer 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.
- 35. The Medical Officer of Health/Executive Officer or designate shall provide regular and periodic information to the Board of Health regarding, but not limited to:
 - a) Minutes from the previous Board of Health meeting
 - b) Report of the Medical Officer of Health/Executive Officer to address key issues since the last report that may include:
 - Updates on the implementation of public health programs and services
 - Updates on emerging provincial public health issues
 - Updates on community based public health issues or actions
 - Descriptions of new or ongoing corporate initiatives
 - Information on staffing issues
 - Information on policy and procedure issues
 - Biannual updates on progress related to the Strategic Plan
 - Annual Risk Assessment reporting (Bylaw VIII)
 - Other reporting as required
 - c) Quality Issue Reporting (annual reporting).
 - d) Briefing notes that outline an issue, recommended course of action, alternative courses of action, background and analysis, and financial implications on matters for which the Board of Health will be required for effective decision making.

- e) In addition to the regular reports provided the Medical Officer of Health/Executive Officer or designate will apprise the Board of Health on a timely basis, and as required, of any key developments and decisions that impact the Board of Health's ability to fulfill its roles and responsibilities.
 - f) A list of Board of Health correspondence received and sent which is included in the Board of Health agenda package ([Bylaw I, #12. i](#)). Access to the listed correspondence shall be available through a secure Board of Health portal.
 - g) Comprehensive information about the Health Unit through an orientation process provided by the Medical Officer of Health/Executive Officer, including a governance manual to all new Board members. ([Bylaw II](#))
 - h) Information as requested by the Board.
 - i) Other information items of relevance to the Board of Health.
36. The Medical Officer of Health/Executive Officer or designate presents information to the Standing Committees of the Board of Health on the following matters as required:
- a) Finance and Property Committee**
 - Annual public health operational plan and financial budget proposal.
 - Other budgets and proposals for funding that arise during the year.
 - Quarterly financial statement detailing the budget to actual financial performance of the Health Unit to the quarter end.
 - Quarterly financial statement showing the details of the Medical Officer of Health/Executive Officer's expenses.
 - Banking related to signing officers, long-term loans, and mortgages.
 - Property matters related to long-term commitments, occupational, health and safety issues, and accessibility.
 - Insurance.
 - Information on any remedial actions taken to address financial issues previously identified by the Board of Health.
 - Financial operational policy.
 - b) Personnel Policy, Labour/Employee Relations Committee**
 - Medical Officer of Health/Executive Officer Employment Contract and Evaluation.
 - Collective agreements (unions) and employment policies (non-union).
 - Personnel operational policies.

Adjournment

37. Adjournment of Board of Health/Committee meetings may be reached by unanimous consent, without the formality of a motion. If there is an objection to adjourn by any Board member, the Chair may state the question in a motion to allow for discussion and formal vote. (Chapter II, Robert's Rules of Order)

Record of Meetings

38. The Medical Officer of Health/Executive Officer shall keep full and accurate minutes of all meetings of the Board and Committees, including text of bylaws and resolutions passed.

Regular Meetings

39. A permanent record of all approved Board of Health/Committee agendas, minutes, motions, and supporting documentation distributed to the Board of Health is maintained by the recording secretary of the Board of Health and stored in the administrative area of the Medical Officer of Health/Executive Officer for 2 years and then archived as per the Retention and Management of Records – 2-1. A copy of the approved Board of Health minutes (with the exception of in camera meeting minutes) is posted on the Health Unit website.
40. All other copies of minutes from Board of Health/Committee meetings are considered individual reference copies and should be shredded at the end of each calendar year.

In Camera Minutes

41. In camera meeting procedure is described in [Bylaw I #27 through #30](#).

SECTION II. BYLAW ON ORIENTATION AND TRAINING OF BOARD OF HEALTH MEMBERS

42. All new Board of Health members are required to participate in an orientation session at the start of each new term. Additionally, Board members are expected to actively participate in continuing education, which includes, but not limited to Health Unit required training modules.

SECTION III. BYLAW ON THE CALLING OF AND PROCEEDINGS AT THE FIRST MEETING

Calling of First Meeting

43. The Medical Officer of Health/Executive Officer is responsible for calling the first meeting of the year, setting the agenda, and conducting the first meeting, until such time as the Chairperson is elected.

Election of Officers

44. At the first meeting, as the first order of business, the Board shall elect:
 - a) A Chairperson of the Board; and
 - b) A Vice-Chairperson of the Board.
45. The secret ballot (paper ballot or electronic voting app) is used if necessary.
46. The Medical Officer of Health/Executive Officer will be responsible for the appointment of scrutineers to oversee the voting if with paper ballots.

Appointment of Standing Committees, Auditor, and Legal Advisor(s)

47. At the first meeting, the Board shall appoint/recognize by resolution the following:

- a) A **Finance and Property Committee** comprised of all Board members to deal with matters of finance, banking, insurance, property, and financial policies and procedures of the Board of Health;
- b) A **Personnel Policy, Labour/Employee Relations Committee** comprised of all Board members to deal with matters related to collective agreements (unions) and employment policies (non-union), and personnel policies and procedures of the Board of Health;
- c) Auditor for the current contract; and
- d) Legal Advisor(s).

48. Board of Health members may attend in a non-voting capacity any Board of Health Committee meetings of which they are not a member.

Schedule of Meetings

49. At the first meeting, the Board shall determine by resolution the schedule and place of regular Board and Board Committee meetings. The Board may, by resolution alter the day, time, and place of any subsequent meeting.

Representatives to Other Boards

50. The Board may appoint the representative or representatives required to be appointed annually to other Agencies, Boards, or Commissions, where appropriate.

Ad Hoc Committees

51. The Board may appoint Ad Hoc Committees from time to time to deal with specific matters referred by the Board. Ad Hoc Committees will be dissolved at the pleasure of the Board.
- a) The rules governing the procedure of Board shall be observed in the Committees insofar as applicable.
 - b) Board of Health members may attend in a non-voting capacity any Board of Health Committee meetings of which they are not a member.

SECTION IV. BYLAW ON DUTIES, POWERS, AND TERM OF OFFICERS AND APPOINTEES

Chairperson

52. The Chairperson of the Board shall:
- a) Preside at all meetings of the Board and ensure meetings are efficient and effective,
 - b) Represent the Board at public official functions or designate the Vice-Chairperson or another Board member to do so,
 - c) Ensure the Board of Health fulfills its governance responsibilities, and the Board of Health bylaws and policies are followed,
 - d) Ensure the integrity of Board of Health process,

- e) Ensure all matters relevant to the Board of Health mandate are brought to the attention of the Board of Health for discussion,
- f) Serve as ex-officio member of all Committees to which they have not been named a member. As an ex-officio member of a Committee, the Chairperson of the Board has the same rights as the other Committee members and is counted in determining if a quorum is present, but is not obligated to attend meetings of the Committee,
- g) Serve as a point of official communication with the Medical Officer of Health/Executive Officer and counsels the Medical Officer of Health/Executive Officer regarding Board of Health's expectations and concerns. Other members of the Board that communicate directly with the Medical Officer of Health/Executive Officer, when in writing, shall copy the Board of Health Chairperson,
- h) Serve as the Board of Health's exclusive contact with the media or designates another Board member to do so,
- i) Serve as a mentor to other Board of Health members and ensure that all Board of Health members contribute fully to the work of the Board of Health,
- j) Set a high standard for Board of Health conduct and enforce bylaws and polices regarding Board of Health member conduct,
- k) Act on non-attendance at Board of Health or Board Committee meetings,
- l) Facilitate co-operative relations and foster a collaborative work environment for Board of Health members and the Medical Officer of Health/Executive Officer,
- m) Lead in monitoring and evaluating the performance of the Medical Officer of Health/Executive Officer,
- n) Perform such other duties as may from time to time be determined by the Board.

Vice-Chairperson

- 53. The Vice-Chairperson shall work collaboratively with the Board of Health Chairperson and support the Board of Health Chairperson in fulfilling their role.
- 54. The Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson of the Board in the absence or disability of the Chairperson of the Board, together with such powers and duties, if any, as may from time to time be determined by the Board.
- 55. In the event that the Vice-Chairperson is unable to complete their term of office, the Board will elect a new Vice-Chairperson forthwith to fill the vacancy for the remainder of the term.

Committee Chairperson

- 56. The Chairperson of a Committee shall:
 - a) Preside at all meetings of the Committee;
 - b) Report on the deliberations and recommendations of the Committee to the Board; and

- c) Perform such other duties as may from time to time be determined by the Board or the Committee.

Auditor

- 57. In accordance with the *Municipal Act*, the Board of Health recognizes the audit firm used by the Corporation of the City of North Bay. Employees of the audit firm cannot serve as members of the Board of Health or be directly related to senior management or financial service employees of the Health Unit.

- 58. The Auditor of the Board shall:
 - a) Be a licensee under the *Public Accountancy Act*,
 - b) Meet with the Board of Health twice a year to present the planning letter for the audit, and to present the audited financial statements.
 - c) Audit the accounts and transactions of the Board of Health,
 - d) Perform such duties as are prescribed with respect to local Board under the *Health Protection and Promotion Act*, the *Municipal Act*, and the *Municipal Affairs Act*, and the Ontario Public Health Standards: Requirements for Programs, Services and Accountability,
 - e) Perform such other duties as may be required by the Board that do not conflict with the duties prescribed as set out in [Bylaw IV, Clause 58\(c\)](#),
 - f) Have a right of access at all reasonable hours to all books, records, documents, accounts, and vouchers of the Board and is entitled to require from the Board and from the Medical Officer of Health such information and explanations as in their opinion may be necessary to enable them to carry out such duties as set out in [Bylaw IV Clause 58\(c\)](#), and under the *Act*,
 - g) Be entitled to attend any meeting of the Board and be heard at any such meeting that they attend on any part of the business of the meeting that concerns them as Auditor,
 - h) Provide the Board with a management letter at the conclusion of the audit.

Legal Advisor(s)

- 59. The Legal Advisor(s) of the Board shall:
 - a) Examine reports of the Board on request and to report whenever any matter contained herein is beyond the power of the Board or otherwise illegal,
 - b) Advise the Board and Committees as to the legality of all matters considered or proposed to be considered by the said bodies of which they shall have notice,
 - c) Advise the Medical Officer of Health/Executive Officer, Associate Medical Officer of Health, Directors/Interim Directors, Managers and staff regarding application and enforcement of public health legislation, including but not limited to, the following statutes and their respective regulations or bylaws:
 - *
 - i. *The Act*
 - ii. *Immunization of School Pupils Act*
 - iii. *Municipal Tobacco Control Bylaws*

iv. Ontario Public Health Standards: Requirements for Programs, Services, and Accountability

and on other legislation including but not limited to the following:

- v. Accessibility for Ontarians with Disabilities Act*
- vi. Child Care and Early Years Act*
- vii. Fluoridation Act*
- viii. Emergency Management and Civil Protection Act*
- ix. Employment Standards Act*
- x. French Language Services Act*
- xi. Healthy Menu Choices Act*
- xii. Labour Relations Act*
- xiii. Mandatory Blood Testing Act*
- xiv. Municipal Act*
- xv. Municipal Conflict of Interest Act*
- xvi. Municipal Freedom of Information and Protection of Privacy Act*
- xvii. Occupational Health and Safety Act*
- xviii. Pay Equity Act*
- xix. Personal Health Information Protection Act*
- xx. Safe Drinking Water Act*
- xxi. Skin Cancer Prevention Act (Tanning Beds)*
- xxii. Smoke-Free Ontario Act, 2017*

- d) Advise the Medical Officer of Health/Executive Officer, Associate Medical Officer of Health, Directors/Interim Directors, Managers and staff regarding orders made under the *Act*, including appeals made to the Health Services Appeal and Review Board.

Term of Office

60. The term of office for the Chairperson and Vice-Chairperson of the Board of Health expires no later than immediately preceding the first meeting referred to in [Bylaw III #44](#). In the year of an election, if the Chairperson or Vice-Chairperson is a municipal appointee, the term of the Chairperson or Vice-Chairperson continues in that capacity until the new council of that municipality is organized and at least three municipal appointees are appointed to the Board of Health, or until December 31, whichever occurs sooner.
61. The Chairperson may serve a maximum of three consecutive one-year terms of office. After this, they must revert to serving as a member of the Board of Health. After serving one year in the capacity of a member of the Board they can once again stand for the position of Chairperson for up to a maximum of three consecutive one-year terms.
62. Under special circumstances, with the Board of Health's approval (by resolution), the Chairperson's term of office may be extended. A member cannot serve more than a total of six consecutive one-year terms of office as Chairperson.

Appointment of Board Members

63. The membership of the Board of Health shall consist of a maximum of 13 members, up to 3 of which are public appointees as per Section 49 (3) of the *Act*, and 10 of which are municipal appointees as per Section 49 (2) of the *Act* and as listed under O. Regulation 65/05 amending Regulation 559, Revised Statutes of Ontario 1990, under the *Act*.

Annual Review of Membership

64. The Board of Health directs the Medical Officer of Health/Executive Officer to review annually:
 - a) The membership of municipal/citizen appointments, and
 - b) The membership of appointments by the Lieutenant Governor in Council (provincial appointments).

Responding to Complaints from the Public

65. Board of Health members are accountable to the public for the provision of programs and services delivered under their mandate. Board members shall forward any official or informal complaints received by members of the public to the Medical Officer of Health/Executive Officer.
66. The Medical Officer of Health/Executive Officer shall follow up on the complaint and shall report back to the Board member(s) and shall notify the Board of Health Chairperson.
67. Complaints about the Medical Officer of Health/Executive Officer (official or informal) received by Board members shall be referred to the Board of Health Chairperson who will follow up with the Medical Officer of Health/Executive Officer.

SECTION V. BYLAW ON THE RULES OF DEBATE AND CONDUCT OF MEMBERS

Chairperson of Meeting

68. The Chairperson shall preside over the conduct of the meeting, including the preservation of good order and decorum, ruling on points of order, and deciding all questions relating to the orderly procedure of the meeting.
69. If the Chairperson of the Board desires to leave the Chair for the purpose of taking part in the debate or otherwise, the Chairperson shall call on another member to fill their place until they resume the Chair.

Points of Order

70. When a member desires to call attention to a violation of the rules of procedure, they shall, rise and, without waiting for recognition, immediately address the Chairperson and state the point of order with a concise explanation and then not speak until the Chairperson has decided the point of order is well taken or the point of order is not well taken, stating briefly their reasons which shall be recorded in the minutes:

- a) Unless a member immediately appeals to the Board, the decision of the Chairperson shall be final.
- b) If the decision is appealed, the Board shall decide the question by majority vote without debate and its decision shall be final.
- c) When the Chairperson calls a member to order, the member shall immediately cease speaking until the point of order is dealt with and they shall not speak again without the permission of the Chairperson unless to appeal the ruling of the Chairperson.

Motions

71. The Chairperson may require that any motion be submitted in writing:
 - a) No motion shall be considered by the Board:
 - i. Until it is moved by a member and seconded by another member;
 - ii. The mover and seconder, respectively, shall have the privilege of commencing debate.
 - a) No motion will be considered by a Committee until it is moved by a member. It is not required that a motion be seconded by a member to be considered by a Committee. Motions adopted in Committee may be presented as recommendations to the Board.
 - b) Every motion shall be deemed to be in possession of the Board for debate after it is presented by the Chairperson, but may with permission of the Board, be withdrawn at any time before amendment or decision.

Speaking to Motions

72. The following rules shall apply to motions:
 - a) A member may speak more than once to a motion, but after speaking shall be placed at the foot of the list of members wishing to speak,
 - b) No member shall speak to the same motion at any one time for longer than five minutes except that the Board upon motion, therefore, may grant extensions of time for speaking of up to five minutes for each time extended,
 - c) When a matter is under debate, no motion shall be received other than a motion:
 - i. To adopt,
 - ii. To amend,
 - iii. To defer action,
 - iv. To refer,
 - v. To receive,
 - vi. To adjourn the meeting, or
 - vii. That the vote be now taken.
 - d) When a motion that the vote be now taken is presented, that motion shall be put to a vote without debate, and if carried by a majority vote of the members present, the motion and any amendments thereto under discussion shall be submitted to a vote forthwith without further debate.

Motion to Refer

73. A motion to refer shall take precedence over any amendment.

Amendment to a Motion

74. Amendment to a motion shall be dealt with as follows:
- a) Only one amendment can be presented to the main motion and only one amendment can be presented at any time to that amendment, but when the amendment to the amendment has been disposed of, another may be introduced, and when an amendment has been decided, another may be introduced,
 - b) The amendment to the amendment, if any, shall be voted on first, then if no other amendment to the amendment is presented, the amendment to the motion shall be voted on next, then if no other amendment to the motion is introduced, the main motion as introduced or amended, shall be put to a vote, and
 - c) Nothing in this section shall prevent other proposed amendments being read for the information of the members,
 - d) Upon the request of any member, when the motion under consideration contains distinct propositions, each proposition shall be voted on separately,
 - e) After the Chairperson commences to take a vote, no member shall speak to or present another motion until the vote has been taken on such motion, amendment, or sub-amendment.

Obligation to Vote

75. Every member, including the Chairperson present at a meeting of the Board when a vote is taken on a matter shall vote thereon unless prohibited by Statute, including the *Municipal Conflict of Interest Act, 1990*:
- a) The failure of a member to vote on a motion shall be counted as a negative vote.
 - b) Any member may require that the vote on a motion be recorded.
 - c) A motion must be supported by a majority of the members present to be carried.

Objection of the Result of a Vote

76. If a member disagrees with the announcement by the Chairperson of the result of any vote, they must object immediately to the Chairperson's declaration and require that the vote be retaken and recorded.

SECTION VI. BYLAW ON REMUNERATION

Payment of Expenses

77. The Board of Health shall have a process in place to fairly remunerate Board of Health members for meetings and reimburse them for their travel expenses as the *Health Protection and Promotion Act (HPPA)* and the *Municipal Act* permits:

- a) "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. R.S.O. 1990, c. H.7., s. 49 (4)."
 - b) "A board of health shall pay the reasonable and actual expenses of each member of the board of health. R.S.O. 1990, c. H.7, s. 49 (5)."
 - c) Expenses include, but are not limited to:
 - i. Mileage: Calculated using the current Health Unit variable per kilometre mileage rate in accordance with the Health Unit internal negotiated rate. The maximum kilometres allowed per meeting is the distance from the Board of Health member's home or place of work, whichever is shorter, to the location of the meeting.
 - ii. Authorized meeting/activities expenses:
 - 1. Registration
 - 2. Accommodation
 - 3. Transportation (car, bus, air, train)
 - 4. Meals
 - 5. Taxis/shuttles
 - 6. Parking
78. "The rate of the 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 of Health (Minister) and the Minister has power to fix the rate. R.S.O. 1990, c. H.7, s. 49 (6)."
79. HPPA, s.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. *Health Protection and Promotion Act*, R.S.O.1990, c. H.7, s. 49 (11).
80. At the Health Unit, remuneration is paid to all eligible Board of Health members, except those who are prohibited from receiving payment by the municipal council who appointed them or those who opt out of receiving payment for their time.
81. Remuneration is paid at the following rates for meetings/activities:
 - a) \$70.00 per meeting or activity of 4 hours or less (not including travel time)
 - b) \$140.00 per meeting or activity of more than 4 hours (not including travel time)
82. Any member eligible to receive payment may opt out of receiving payment for their time by submitting their request in writing to the Chairperson of the Board of Health.
83. Expenses are reimbursed after the approval of the Board of Health by resolution.

SECTION VII. BYLAW ON EXECUTION OF DOCUMENTS

84. The Board may, at any time direct by motion the manner in which the person or persons may sign on behalf of the Board any contracts, arrangements, conveyances, mortgages, obligations, or other documents.

SECTION VIII. BYLAW ON BANKING AND FINANCE

85. The Board shall direct the Medical Officer of Health/Executive Officer to:
- a) Ensure the preparation of budgets for submission to the Board and administer approved budgets under the jurisdiction of the Board,
 - b) Ensure the preparation of the financial and operating statements for the Board in accordance with established Ministry policies and generally accepted accounting principles, indicating the financial position of the Board with respect to current operation,
 - c) Act as custodian of the books of account and records of the Board required to be kept by legislation or by the Board,
 - d) Ensure that all accounting books and records are audited on an annual basis by a licensed public accountant,
 - e) Register the Health Unit as a charitable organization and follow all the legal requirements associated therewith,
 - f) Enter into an agreement with a recognized chartered bank or trust company which will provide the following services:
 - i) current accounts
 - ii) provision of monthly bank statements
 - iii) payment of interested or surplus funds held at the institution
 - iv) payroll services, as needed
 - v) lending of money to the Board, as required
 - vi) advice and other banking services, as required
 - g) Perform other financial duties as the Board may direct.

Signing Authority

86. The Board of Health delegates annually, by motion, responsibility to the Medical Officer of Health/Executive Officer, or delegate, the signing authority of cheques, contracts, leases, mortgages, and other obligations, as well as authorizing electronic payments to allow for adequate internal controls and the efficient running of the day-to-day operations of the Health Unit.
87. Signing authority for cheques and electronic payment will include:
- a) The Board of Health Chairperson,
 - b) The Board of Health Vice-Chairperson,
 - c) The Medical Officer of Health/Executive Officer, and
 - d) All Executive Team members.

Procurement

88. The Board of Health shall have a process for procurement, including quotations, tenders, and requests for proposal is in place that permits the public to bid in a fair, open, transparent, objective, efficient, and equitable fashion and that controls are in place to guarantee consistency in the management of those procurement related processes.
89. The Board of Health acknowledges that procurement planning is an integral part of their planning cycle. This ensures that all business requirements are met, and sufficient time is allowed to complete the procurement process.
90. The Board of Health delegates responsibility to the Executive Team that purchased products and services conform to specified requirements and that the purchasing procedure used ensures that the Health Unit purchases materials, supplies, consulting and other services, equipment, and furnishings at the most economical price and meets the user's requirements for suitability, quality, safety, delivery, and accessibility. Internal responsibilities are set out in Financial Management OP-POL 16 (operational policy).
91. The Board of Health has the authority, in consultation with the Medical Officer of Health/Executive Officer, to elect not to tender or request for proposal items or services (not including consultants).
92. Corporate credit cards from the Health Unit's financial institution are authorized by the Board of Health to permit the Medical Officer of Health/Executive Officer, the Executive Director, Finance, and other Health Unit staff, to carry out approved business transactions.
93. Where the expenditure limit of a tender or request for proposal is expected to exceed 15% or greater of the approved amount, but the project remains within its approved budget (including contingency), the matter is presented to the Board of Health.
94. The disclosure of information received relevant to the issue of tenders, requests for proposal, or the awarding of contracts is in accordance with the provisions of the *Municipal Freedom of Information and Protection of Privacy Act*, as amended.

Management of Property

95. The Board may acquire and hold real property for the purposes of carrying out the functions of the Board and may sell, exchange, lease, mortgage, or otherwise change or dispose of real property owned by it in accordance with Section 52 of the *Act*.

Municipal Reserve

96. The Board of Health provides approval of a municipal reserve. Additionally, the Board approves all deposits and withdrawals to the municipal reserve.

SECTION IX. BYLAW ON RISK MANAGEMENT AND ASSET PROTECTION

Risk Management and Asset Protection

97. The Board of Health shall have an Integrated Risk Management process in place with appropriate systems and processes to identify and manage organization-wide risk. The Board is alert for

organizational dysfunctional behaviour that can lead to excessive risk taking or insufficient risk taking and provides input to the Executive Team regarding critical risk issues. The Board also provides direction on the extent and categories of risk that it regards as acceptable risk tolerance and defines the scope and frequency of risk management reporting.

98. The Board of Health shall:
- a) Review the insurance coverage annually.
 - b) Review the audit findings report annually.
 - c) Review and approve the audited financial statements annually.
 - d) Review the risk management process annually.

SECTION X. BYLAW ON AMENDMENTS TO BYLAWS

99. Any bylaw of the Board may be repealed or amended by majority vote of the Board, provided advanced written notice is given to the Board at the previous meeting. The notice must state the proposed amendment and must be seconded.

SECTION XI. MEDICAL OFFICER OF HEALTH/EXECUTIVE OFFICER

Appointment of Medical Officer of Health/Associate Medical Officer of Health

100. The Board of Health:
- a) Pursuant to Subsection 62 (1) of the *Act*, shall appoint a full-time Medical Officer of Health,
 - b) Pursuant to Subsection 62 (1) of the *Act*, may appoint one or more Associate Medical Officers of Health of the Board of Health,
 - c) 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 designation “MOH” 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.

Medical Officer of Health Absence or Inability to Act

101. Pursuant to Subsection 69 (1) and (2) of the *Act*, 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 and 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 shall appoint forthwith a physician as Acting Medical Officer of Health who shall perform the duties and has the authority to exercise the powers of the Medical Officer of Health of the Board,
102. Where necessary may appoint an Acting Medical Officer of Health in the short-term absence of the Medical Officer of Health/Associate Medical Officer of Health from one of the following health units, by a qualified locum Medical Officer of Health, or by a physician previously approved by Board of Health resolution, to ensure that the statutory duties and powers of the Medical Officer of Health may continue to be fulfilled,

Algoma Public Health
Northwestern Health Unit
Porcupine Health Unit
Public Health Sudbury & Districts
Simcoe Muskoka District Health Unit
Thunder Bay District Health Unit
Timiskaming Health Unit

103. Shall pass a motion naming and updating the roster of Acting Medical Officers of Health of the health units specified in [Bylaw Section XI #102](#).

Eligibility for Appointment

104. No person is eligible for appointment as a Medical Officer of Health or an Associate Medical Officer of Health unless:
- a) They are a physician;
 - b) They possess the qualifications and requirements prescribed by the regulations for the position; and
 - c) The Minister approves the proposed appointment.

Dismissal

105. Pursuant to Section 66 (1) of the *Act*, a decision by the Board of Health to dismiss a Medical Officer of Health or an Associate Medical Officer of Health from office is not effective unless:
- a) The decision is carried by the vote of 2/3 (two-thirds) of the members of the Board; and
 - b) The Minister consents in writing to the dismissal.

Notice and Attendance

106. Pursuant to Section 66 (2) of the *Act*, 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:
- a) Reasonable written notice of the time, place and purpose of the meeting at which the dismissal is to be considered;
 - b) A written statement of the reason for the proposal to dismiss the Medical Officer of Health; and
 - c) An opportunity to attend and to make representations to the Board at the meeting.

Duties of Medical Office of Health/Executive Officer

107. Pursuant to Section 67 (1) (2) and (3) of the *Act*, 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 and is responsible to the Board for management of the public health programs and services and related employees.

SECTION XII. SENIOR MANAGEMENT

Dismissal Senior Management Staff/Dismissal with Just Cause

108. Following the recommendation by the Medical Officer of Health/Executive Officer:
- e) A decision by a Board of Health to dismiss a senior management staff member from office is not effective unless the decision is carried by the vote of 2/3 (two-thirds) of the members of the Board.
 - f) A Board of Health shall not vote on the dismissal of a senior management staff member unless the Board has given to the member:
 - i. Reasonable written notice of the time, place and purpose of the meeting at which the dismissal is to be considered;
 - ii. A written statement of the reason for the proposal to dismiss the member; and
 - iii. An opportunity to attend and to make representations to the Board at the meeting.
109. [Section XII, #108 a., b. i., ii., iii](#), does not apply to the dismissal of a senior management staff member on probation. That process is delineated in the individual’s employment contract under sections “Probation” and “Termination and Resignation”.

SECTION XIII. HIRING SENIOR MAINAGEMENT STAFF

110. Pursuant to Section 67 (2) of the *Act*, the Medical Officer of Health has the authority to hire those staff members who are directly responsible to them. It is further understood that there be a Board representative on the Selection Committee.

SECTION XIV. APPROVAL AND AUTHORIZATION OF BOARD OF HEALTH

111. The foregoing bylaws of the North Bay Parry Sound District Health Unit Board of Health, adopted from the bylaws of the North Bay and District Health Unit, have been duly reviewed and approved by the Board of Health as per Resolution #BOH/2024/04/06.

Original signed by Rick Champagne

Rick Champagne
Chairperson, Board of Health
North Bay Parry Sound District Health Unit

Original Signed by Dr. C. Zimbalatti

Dr. Carol Zimbalatti
Medical Officer of Health/Executive Officer
North Bay Parry Sound District Health Unit

Dated: 2024/04/24 at North Bay, Ontario
(Year/Month/Day)

Amendments to Board of Health Bylaws approved as follows:

Resolution #BOH/2005/11/03
Resolution #BOH/2009/09/04

Resolution #BOH/2009/10/04
Resolution #BOH/2009/10/05
Resolution #BOH/2009/10/06
Resolution# BOH/2009/12/07
Resolution #BOH/2010/01/16
Resolution #BOH/2011/11/03
Resolution #BOH/2013/01/12
Resolution #BOH/2016/04/08
Resolution #BOH/2017/06/10
Resolution #BOH/2018/01/14
Resolution #BOH/2020/04/04
Resolution #BOH/2023/01/10
Resolution #BOH/2024/04/06