



Leeds, Grenville and Lanark District Health Unit

By-Law #1

November 19, 2015

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This By-law relates to the organization and transaction of the business of the Leeds, Grenville and Lanark District Health Unit.

AND WHEREAS the Leeds, Grenville and Lanark District Health Unit desires to amend the by-laws respecting the conduct of its affairs,

BE IT ENACTED as By-law #1 of the Leeds, Grenville and Lanark District Health Unit that:

1.0 INTERPRETATION

In this By-law, and in all other By-laws and resolutions of the Leeds, Grenville and Lanark District Health Unit, unless the context requires otherwise:

- 1.1 the singular includes the plural and vice versa;
- 1.2 words importing a specific gender shall include the other gender;
- 1.3 “serving” means delivery by person, mail, email, or fax, and anything delivered by mail shall be deemed to be served five (5) business days from the date of mailing;
- 1.4 “Board” means the Board of Health, a local Board under the Health Protection and Promotion Act, for the Corporation of the Leeds, Grenville and Lanark District Health Unit;
- 1.5 “Corporation” and “Organization” mean the Leeds, Grenville and Lanark District Health Unit;
- 1.6 “Documents” includes deeds, mortgages, hypothecate, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.7 the “Act” means the Health Protection and Promotion Act, (H.P.P.A.) R.S.O. 1990, Chapter H.7, as from time to time amended, and every statute that may be substituted therefore, and in the case of such amendment or substitution, any reference in the By-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
- 1.8 “By-law” means any By-law of the Corporation from time to time in force and effect;
- 1.9 “Chair and Vice- Chair” means the person elected under Section 57 of the Act at the first meeting of the Board in each year;
- 1.10 “Committee” means a committee of the Board;
- 1.11 “Finance and Property Committee” means a subcommittee of the Board whose purpose is to provide advice to the Board of Health and the Medical Officer of Health/CEO on the administration and risk management matters related to the finances and facilities of the organization.
- 1.12 “Governance Committee” means a subcommittee of the Board whose purpose is to support effective and efficient functioning of the Board of Health in compliance with the HPPA and MOHLTC Public Health Organizational Standards.

- 1.13 “Councils” means the Councils of the Municipal Corporations of the United Counties of Leeds and Grenville, the County of Lanark, and the separated City of Brockville, and separated towns of Gananoque, Prescott, and Smiths Falls;
- 1.14 “In-camera” means a part of a Board meeting or committee meeting closed to the public;
- 1.15 “Medical Officer of Health” means the person appointed in accordance with Section 62 of the H.P.P.A. and who, according to that section, carries out the role of Chief Executive Officer.
- 1.16 “Meeting” means a meeting of the Board;
- 1.17 “Member” means a member of the Board who has been appointed to the Board by provincial order in council or by an obligated municipal council while an “Alternate member” means a member appointed to the Board by a municipality at the start of the term or from time to time as required (provided that Alternate member(s) may only represent the municipality at a Board meeting when the member is absent);
- 1.18 “Municipalities” means the aggregation of the Municipalities of the United Counties of Leeds and Grenville and the County of Lanark along with the separated City of Brockville, and separated towns of Gananoque, Prescott, and Smiths Falls;
- 1.19 “Quorum” means a majority of the members of the Board present either in person or by way of teleconference or videoconference;
- 1.20 “Recorded Vote” means documenting in the minutes of a meeting the name of each Member and his/her vote on a motion in favour, opposed, or abstain.

2.0 CORPORATE SEAL

The Board may at any time direct the use of the corporate seal by the person(s) who will sign on behalf of the Board to any contract, arrangement, conveyance, mortgage, obligation, or other document.

3.0 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Brockville in the Province of Ontario, or at such place as the Board may from time to time determine by special resolution.

4.0 GEOGRAPHIC AREA SERVED

The Corporation shall serve the United Counties of Leeds and Grenville and the County of Lanark, along with the separated City of Brockville, and separated towns of Gananoque, Prescott, and Smiths Falls.

5.0 PURPOSE AND OBJECTIVES

The purpose and objectives of the Corporation shall be to provide public health services and programs in collaboration with community partners, and to promote and protect the health of the people of the municipalities of the United Counties of Leeds and Grenville and the County of

Lanark along with the separated City of Brockville, and separated towns of Gananoque, Prescott, and Smiths Falls.

6.0 BOARD MEMBERS

6.1 Numbers and Powers

The Act states: “A board of health is composed of the members appointed to the board under this Act and the regulations. There shall be not fewer than three and not more than thirteen municipal members of each board of health. 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.” (H.P.P.A. section 49 (1), (2), (3))

6.2 Municipal Members

Annually Councils will identify elected representative(s) to be a member of the Board as follows:

- United Counties of Leeds and Grenville (2)
- Brockville (1)
- Prescott (1)
- Gananoque (1)
- Lanark County (1)
- Smiths Falls (1)

6.3 Public Appointments

The Board will identify community members residing in the municipalities of the United Counties of Leeds and Grenville and the County of Lanark along with the separated City of Brockville, and the separated towns of Gananoque, Prescott, and Smiths Falls to be considered for provincial appointments by the Lieutenant Governor in Council as vacancies become available.

6.4 Remuneration

Each member shall be paid remuneration for attendance at Board meetings or for meetings held to do Board business according to the Act 49 (4), (10) and (11).

6.5 Confidentiality

All members of the Board shall respect the confidentiality of such matters as determined by the Board.

6.6 Insurance

The Corporation shall purchase and maintain insurance for the protection of the Board members and the Corporation that shall include, but is not limited to, all staff and volunteers.

6.7 Indemnification

Every Board member or Officer of the Corporation or other person who has undertaken any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

6.7.1 All costs, charges and expenses whatsoever which such Board member, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and

6.7.2 All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any Board member in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

6.8 Vacating the Office

The office of a member of the Board shall be vacated:

6.8.1 If an order is made declaring the member to be a mentally incompetent person or incapable of managing his/her own affairs;

6.8.2 If the member is convicted of any criminal offence that affects their ability to function effectively as a Board member, and unless the Board otherwise resolves the member shall resign from the Board; [A member shall report (in confidence) any conviction of a criminal offense to the Chair of the Board to initially determine if such conviction will affect the member's ability to function effectively as a Board member; and if there is a difference between the Board Chair and the member about its potential impact, the matter will go to the Board for a vote.]

6.8.3 If by notice in writing to the Executive Assistant of the Board the member resigns his/her office and such resignation, if not effective immediately, then becomes effective in accordance with its terms;

6.8.4 If the member is a municipal representative on the Board and is no longer an elected official of the respective municipality or if the member is a provincial representative whose term has ended;

6.8.5 The member fails to attend, without notice, three (3) consecutive Board or committee meetings where the Board has not allowed such absence (members who wish the Board to allow such absence will give notice to the Board or committee through the Chair);

6.8.6 The member repeatedly contravenes the Board's Duties and Obligations of Members; and

6.8.7 If an office is left vacant, then the vacant member position(s) shall not be included in the total when declaring a quorum.

7.0 MEETINGS OF BOARD AND EXECUTIVE

7.1 Place, Date and Time of Meetings

Meetings will be held a minimum of eight (8) times during the year, or at the call of the Chair. The meetings will be held in the United Counties of Leeds and Grenville or the County of Lanark, Brockville, Smiths Falls, Gananoque or Prescott at the time decided by the Board.

7.2 Notice of a Meeting

A printed, written, typewritten or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each Board member a minimum of three (3) days in advance of any meeting of the Board. The accidental omission to give notice of any meeting or any irregularity in the notice of any such meeting or the non-receipt of any notice by a member or members shall not invalidate any resolution passed or any proceedings taken at such meeting, provided that such resolution or group proceedings shall be passed by a majority of members entitled to vote at such meeting.

7.3 Quorum

One more than half of the members of the Board shall constitute a quorum for the purpose of the meetings of the Board.

7.4 Chair of Board Meetings

The Chair of the Board shall preside at all meetings of the Board or designate the Vice-Chair to do so. If neither is present within fifteen (15) minutes of the start of such meeting, the members shall elect, from among themselves, a member in good standing to preside over that meeting.

7.5 Access

7.5.1 Every Board meeting is open to the public unless it is an in-camera session.

7.5.2 The Corporation will make reasonable efforts to make meetings of the Board accessible to individuals with disabilities.

7.6 Conduct of Board Meetings

7.6.1 The Board may from time to time establish policies and procedures that guide Board meetings.

7.6.2 The Chair of any Board meeting shall not vote on any motion, except in the case of a tie when the Chair shall cast the deciding vote.

7.6.3. An entry in the minutes that the Chairperson of the relevant Board meeting declared a motion carried is admissible as *prima facie* proof that the motion was carried. A recorded vote for and against motions considered at each Board meeting shall be entered in the minutes of the meeting when a recorded vote takes place. A recorded vote shall be taken if any member asks for a recorded vote to take place.

7.6.4 Robert's Rules of Order shall apply to all meetings of the Board.

7.6.5 All members shall sign the Duties and Obligations of Members developed and approved by the Board.

7.6.6 If there is no quorum within ten (10) minutes after the time appointed for the meeting, the Executive Assistant of the Board shall call the roll and record the names of the members then present.

7.7 Annual Meeting

At the first meeting in each year in addition to any other business, the following must be considered:

- Chair's Report
- Current Committee Reports
- Report of the Medical Officer of Health
- Appointment of Auditors
- Election of Chair and Vice-Chair
- Appointment of Signing Officers - Signing Officers shall be the Board Chair, Vice-Chair, Chief Executive Officer (MOH) and the Business Manager.

7.8 In-camera meetings

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

- The security of the property of the Board;
- Personal matters about an identifiable individual, including Board employees;
- A proposed or pending acquisition or disposition of land by the Board;
- Labour relations or employee negotiations;
- Litigation or potential litigation, including matters before administrative tribunals, affecting the local Board;
- Advice that is subject to solicitor-client privilege, including communications necessary for that purpose; and
- A matter in respect of which a Board or committee may hold closed Meetings.

8.0 COMMITTEES

The Board shall constitute such Committees as it deems necessary and shall prescribe their duties and responsibilities. Such Committees shall be responsible to the Board and shall report to the Board on whatever matter has been assigned to it. The Board will have two standing committees:

- Governance Committee
- Finance and Property Committee

8.1 Quorum

One more than half of the members of the Committee shall constitute a quorum for the purpose of the meetings of the Committee.

8.2 Removal

The Board may remove a Committee member if the member fails to attend three (3) consecutive committee meetings or five (5) Committee meetings within a given year.

9.0 EXECUTIVE OFFICERS

9.1 Chair

The Chair shall, when present, preside at all meetings of the Board and shall maintain order and observance of By-laws, policies, and procedures. The Chair shall sign all necessary consents and documents, and shall have such other powers and duties as may from time to time be assigned to him/her by the Board.

The Chair or designate and the Medical Officer of Health or designate are the official spokespersons for the Corporation.

9.2 Vice-Chair

The Vice-Chair may be called upon to preside in the absence of the Chair, and while so acting shall have all the powers of the Chair. In the event of the Chair and Vice-Chair not being present at a meeting, the members present may elect one of the members to preside, and the member so elected shall have all of the powers of the Chair while so presiding.

9.3 Election of Officers

9.3.1. The Governance Committee will announce the slate of nominees for the following positions at the Annual Meeting:

9.3.1.1. Board Chair

9.3.1.2. Board Vice-Chair

9.3.2. If there is more than one candidate for each office, then a vote by secret ballot will be taken. The Board will destroy all ballots after the Medical Officer of Health has verified the count.

9.4 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as required with their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board.

The Board may create policies and procedures to guide the officers in the fulfillment of their duties.

9.5 Duties May be Delegated

In the case of the absence or inability to act of any officer of the Corporation, or for any other reason that the Board deems sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any member for a period of time as determined by the Board.

10.0 SPECIFIC BUSINESS OPERATIONS

All matters related to the financial affairs of the Board shall be carried out by the Medical Officer of Health or delegate (for example, the Business Manager) and shall be carried out without purpose of gain for its members and any profits or other gains to the organization shall be used in promoting its objectives.

10.1 Banking

The Corporation's bank accounts shall be kept in such banks, trust companies or other firms or corporations as the Board may determine. Cheques on the Corporation's bank accounts, drafts accepted by the Corporation, promissory notes, mortgages, lines of credit, etc. given by it, and letters of hypothecation to banks and others shall be signed, drawn or accepted as the case may be, by any two signing officers as specified by the Board with at least one of such persons being a Board member.

Bills of exchange, promissory notes, cheques or orders for money may be endorsed for deposit to the credit of the Corporation by any signing officer.

10.2 Borrowing

Subject to the limitations set out in the By-laws, the Letters Patent of the Corporation, etc., the Board may:

10.2.1 Borrow money on the credit of the Corporation;

10.2.2 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and

10.2.3 From time to time the Board may authorize any officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

10.3 Contractual Agreements

Documents requiring execution by the Corporation shall be signed by anyone authorized by the Board to enter into contracts on behalf of the Corporation and all documents so signed are binding upon the Corporation without further authorization or formality. Contracts required in the ordinary day-to-day operations of the Corporation will not require prior approval. The Board may from time-to-time appoint any officer or officers or any person or persons on behalf of the Corporation to sign documents generally or to sign specific documents. The Corporate Seal of

the Corporation shall, when required, be affixed to documents executed in accordance with this By-law.

10.4 Securities

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies, or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Corporation and signed by such officer or officers, agent or agents of the Corporation, and in such as manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10.5 Books and Records

The Board members shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by an applicable statute or law are regularly and properly kept.

10.6 Municipal surplus

The municipal portion of the year-end public health surpluses will be retained by the corporation and deposited into the corporation municipal reserve. These funds may be applied to the cost of delivering public health services in the subsequent fiscal year in an effort to smooth and/or delay municipal levy increases or to fund capital expenditures or to fund any other purpose as approved by the Board.

11.0 PROPERTY

The Board shall hold title to any real property acquired by the Board for the purposes of carrying out the functions of the Board and may sell, exchange, lease, mortgage or otherwise charge or dispose of real property owned by it subject to any applicable legislation.

The Board shall ensure that all such properties comply with applicable statutory requirements contained in local, provincial and/or federal legislation (e.g. building and fire codes).

12.0 MEDICAL OFFICER OF HEALTH / CHIEF EXECUTIVE OFFICER

The Board shall recommend an individual to be appointed by the Minister of Health and Long-Term Care as Medical Officer of Health (MOH) and Chief Executive Officer (CEO), and may delegate full authority to the MOH/CEO to manage and direct the business and affairs of the Corporation (except in such matters and duties as by law must be transacted or performed by the Board) in accordance with all applicable legislation.

13.0 CONFLICT OF INTEREST

Every Board member is in fiduciary relationship with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in dealings with it or on its behalf. Board members shall not place themselves in a position where there is a conflict between their duty as a Board member and their other interests.

Board members who have in any way, directly or indirectly, an interest in an existing or proposed contract, transaction or proposal regarding the Corporation or who otherwise may have a conflict of interest or perceived conflict of interest are encouraged to address the issue with the Chair in advance of a meeting but must also seek a decision at the Board meeting regarding the potential conflict.

In the event of a ruling indicating a conflict of interest, the member shall not participate in the discussion or decision-making regarding the issue under consideration. The member may respond to questions of fact or process on the issue. Non participation in the discussion does not necessarily imply leaving the room during deliberation of the issue.

14.0 AUDITORS

14.1 Appointment

The Board shall appoint annually an Auditor who shall be licensed under the Public Accountancy Act 2004.

14.2 Reporting

The auditor shall annually report to the Board members on the financial statement of the Corporation.

14.3 Qualifications

No person shall be appointed as auditor of the Corporation who is a Board member or employee of the Corporation or is a partner-employee or employee of any such member or employee, or in any other circumstance in which a conflict of interest could be perceived.

15.0 FINANCIAL YEAR

The financial year of the Corporation shall begin on January 1st and shall end on December 31st in each year.

16.0 REPEAL OF BY-LAWS

All prior By-laws, resolutions or other enactments of the Corporation inconsistent with this By-law are severable and hereby repealed to the extent of such inconsistency.

17.0 AMENDMENTS

A By-law which has been confirmed at a general meeting of the Board may be amended or repealed at a general meeting or special meeting by vote of a minimum of two-thirds (2/3) of the Board members present, provided that a notice in writing of such proposed amendment, or

repeal shall have been sent to each Board member at least thirty (30) days prior to such meeting.

The provisions of this By-law are severable. If any question, section, or word is held to be invalid or illegal, such invalidity or illegality shall not affect or impair any of the remaining provisions, sections or words. Where the terms of any By-law passed prior to this By-law conflict with this By-law, the terms of this By-law shall prevail.

Passed by the Board of Health on the 19th day of November 2015.

Signed and sealed

Original signed by

Anne Warren, Chair, Board of Health

This is a true copy of By-law #1 of the Leeds, Grenville and Lanark District Health Unit as passed by the Board of Health on the 19th day of November 2015.