

BY-LAW NO. 1
BEING THE GENERAL BY-LAW OF
THE BOARD OF HEALTH FOR WELLINGTON-
DUFFERIN-GUELPH HEALTH UNIT

(Hereinafter referred to as the “BOH”)

BY-LAW No. 1 TABLE OF CONTENTS

1. INTERPRETATION OF BY-LAWS NO. 1 – 71
1.1 Definitions 1

2. CONFLICT WITH THE ACT2

3. DUTY OF THE BOH2

4. COMPOSITION OF THE BOH2
4.1 Appointment of BOH2
4.2 Municipal Members2
4.3 Appointments by the Province of Ontario.....2
4.4 Term of Office.....2
4.5 Remuneration2
4.6 Rate of Remuneration.....3
4.7 Expenses.....3
4.8 Disqualifications.....3
4.9 Vacancy.....3
4.10 BOH Participation3

5. OFFICERS AND EMPLOYEES.....4
5.1 Medical Officer of Health4
5.2 Use of Title.....4
5.3 Duties Medical Officer of Health4
5.4 Direction of Staff.....4
5.5 Management4
5.6 Attendances at Meetings of the BOH.....4
5.7 Dismissal of Medical Officer of Health4
5.8 Notice and Attendance5
5.9 Director of Administrative Services.....5
5.10 Additional Staff.....5
5.11 Election of Officers5
5.12 Chair6
5.13 Duties of the Chair at Meetings.....6
5.14 Vice-Chair7
5.15 Secretary-Treasurer7
5.16 BOH Member7

6. PROCEEDINGS AT BOH MEETINGS8
6.1 General8
6.2 Quorum.....8
6.3 Regular Meetings8
6.4 Remote Participation in Meetings8
6.6 Special Meetings8
6.7 BOH Member Notification.....9
6.8 Delivery of Notice9
6.9 Absence of BOH Members9
6.10 Public Notification of BOH Meetings.....9
6.11 Order of Business9
6.12 Minutes.....9

6.13	Commencement of Meetings	10
6.14	Absence of Chair or Vice-Chair.....	10
6.15	No Quorum Prior to Meeting	10
6.16	No Quorum During Meeting.....	10
6.17	Convening Closed Sessions of BOH Meetings.....	11
6.18	Criteria for a Closed Session Meeting.....	11
6.21	Corporate Seal	12
6.22	Execution of Documents	12
7.	BOH COMMITTEES	12
7.1	Establishment of Committees.....	12
7.2	Executive Committee	12
7.3	Committee Chairs.....	13
7.4	Duties of Committee Chair	13
7.5	BOH Members Right to Attend	13
7.6	Quorum.....	14
7.7	Convening Closed Session Meetings	14
7.8	Record Keeping Requirements for Meetings	14
8.	CONDUCT OF VISITORS AT BOH MEETINGS & COMMITTEES	14
8.1	Admission to the BOH Table	14
8.2	Addressing the BOH	14
8.3	Keeping Order	15
9.	RULES OF DEBATE AT BOH MEETINGS & COMMITTEES	15
9.1	Conduct of Speakers and BOH Members	15
9.2	Limits on Speaking.....	15
9.3	Prohibited Discussions	16
9.4	Points of Order	16
9.5	Conflicts of Interest.....	16
9.6	Motions.....	16
9.7	While Motion Under Debate	16
9.8	Motion to Vote	17
9.9	Jurisdiction	17
9.10	Motions Contrary to Rules	17
9.11	Voting on Motions	17
9.12	Unrecorded Vote	17
9.13	Recorded Vote.....	18
9.14	Tie Vote.....	18
9.15	Reconsideration of a Matter	18
9.16	Amendments.....	18
9.17	Motions to Divide.....	18
9.18	Approval of Motions	18
9.19	Adjournment.....	19
10.	BY-LAWS	19
10.1	Proceedings on By-Laws.....	19
10.2	Introduction of By-Laws	19
10.3	Amendment of By-Laws	19
10.4	Endorsement of Secretary-Treasurer.....	19

10.5 Passed By-Laws	19
10.6 Location of By-Laws.....	20

BY-LAW NO. 1

1. INTERPRETATION OF BY-LAWS NO. 1 – 7

1.1 Definitions

“**Act**” means the *Health Protection and Promotion Act* (Ontario), or any statute that may be substituted therefore, including the regulations made thereunder, as amended from time to time;

“**Agenda**” means an agenda prepared by the Medical Officer of Health as described in Subsection 6.11 of these by-laws;

“**BOH**” means the Board of Directors for the Wellington-Dufferin-Guelph Health Unit.

“**Closed Meeting**” means a meeting of the BOH that is closed to the public;

“**Committee**” means a committee established by the BOH;

“**Director(s)**” means a BOH Director(s);

“**Electronic Participation**” means attendance by video conferencing or teleconferencing;

“**Emergency**” has the same meaning as it does in the *Emergency Management and Civil Protection Act* (Ontario) and means a situation or an impending situation that constitutes a danger of major proportions that could result in serious harm to persons or substantial damage to property and that is caused by the forces of nature, a disease or other health risk, an accident or an act whether intentional or otherwise;

“**Health Unit**” means the Wellington-Dufferin-Guelph Health Unit;

“**Meeting**” means any regular, special or other meeting of the BOH or of a committee, where, (a) quorum of members is present, and (b) members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the BOH or committee.

“**Minister**” means the Minister of Health and Long-Term Care;

“**Municipal member**” means a person appointed to the BOH by the council of a municipality;

“**Obligated municipality**” means an upper or single-tier municipality that is situated, in whole or in part, in the area that comprises the Health Unit;

“**Regulations**” means the Regulations made under the Act;

“**Rules**” means *Roberts Rules of Order*;

Subject to the definitions in this Section, terms that are defined in the Act are used in these by-laws with the same meaning.

2. CONFLICT WITH THE ACT

Where there is a conflict between these by-laws and the provisions in the *Heath Protection and Promotion Act*, the provisions of the Act shall prevail.

3. DUTY OF THE BOH

Pursuant to the Act the BOH shall superintend, provide or ensure provision of the health programs and services required by the Act and its Regulations to the persons who reside in the Wellington-Dufferin-Guelph Health Unit and the BOH shall also perform such other functions as are required by or under the Act or any other Legislative Act.

4. COMPOSITION OF THE BOH

4.1 Appointment of BOH

All members of the BOH shall be appointed under the Act and its Regulations.

4.2 Municipal Members

Subject to the requirements of the Act and its Regulations there shall be eight municipal members on the BOH as follows:

- (a) Three members appointed by the Municipal Council of the County of Wellington;
- (b) Two members appointed by the Municipal Council of the County of Dufferin; and
- (c) Three members appointed by the Municipal Council of the City of Guelph.

4.3 Appointments by the Province of Ontario

The Province of Ontario may appoint one or more persons to the BOH but the number of members so appointed shall be less than the number of municipal members on the BOH.

4.4 Term of Office

A member of the BOH appointed by the Lieutenant Governor in Council may be appointed for a term of one, two or three years. If, as a result of amendments to the Act, there is a conflict between this Section and the provisions in the Act, the provisions of the Act shall prevail.

The term of office of a municipal member 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.

4.5 Remuneration

The BOH shall pay all members of the BOH on a daily basis and at the same rate, in accordance with BOH policy CA.45.01.504, provided that any member who is also a member of the council of a municipality and who is paid annual remuneration by the municipality shall not also be remunerated by the BOH.

4.6 Rate of Remuneration

The rate of remuneration paid by the BOH to a member shall not exceed the highest rate of remuneration of a member of a standing committee of the municipalities of Wellington County, Dufferin County, and the City of Guelph.

4.7 Expenses

The BOH shall pay the reasonable and actual expenses of each member of the BOH in accordance with BOH policy CA.45.01.504, provided that any member who is also a member of the council of a municipality and who has their reasonable and actual expenses paid for by the municipality shall not also have their expenses paid by the BOH.

4.8 Disqualifications

The seat of a municipal member of the BOH becomes vacant for the same reasons that a seat of a member of council becomes vacant under subsection 259(1) of the *Municipal Act, 2001*. No person whose services are employed by the BOH is qualified to be a member of the BOH.

4.9 Vacancy

Where a vacancy occurs on the BOH 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.

4.10 BOH Participation

Each Director recognizes the public trust placed in them by virtue of their appointment to the BOH, and in accepting such appointment, each Director commits to full, active and constructive participation in the decision-making process of the BOH, including:

- (a) personally attending meetings whenever possible;
- (b) being prompt and ready to begin business by the scheduled start time of meetings;
- (c) coming to meetings with background material read and considered;
- (d) serving on at least one BOH committee;
- (e) deferring to the roles and responsibilities of the Officers and Executive Committee of the BOH as outlined herein;
- (f) at all times participating in a manner which demonstrates respect for BOH members and for employees of the organization;
- (g) considering where other commitments result in missing three consecutive BOH meetings, or more than four BOH meetings in any twelve month period, whether they should recommend that an alternate appointee be sought; and

- (h) agreeing to maintain the confidentiality of information to which Directors have access during Closed Meetings of the BOH and Committees of the BOH by annually executing a Conflict of Interest and Confidentiality Agreement in a form approved by the BOH.

5. OFFICERS AND EMPLOYEES

5.1 Medical Officer of Health

Section 62(1)(a) of the *HPPA* requires every BOH to appoint a full-time Medical Officer of Health. The BOH may also appoint one or more Associate Medical Officer(s) of Health(s) (s. 62(1)(b)). No person is eligible to be appointed Medical Officer of Health unless he or she meets the requirements set out in the Act and the Regulations. The Minister shall approve all proposed Medical Officer of Health and Associate Medical Officer of Health appointments.

5.2 Use of Title

The BOH shall not use the term Medical Officer of Health to describe the position of any person unless the person is the Medical Officer of Health, Associate Medical Officer of Health, or Acting Medical Officer of Health.

5.3 Duties Medical Officer of Health

The Medical Officer of Health reports directly to the BOH on issues relating to public health concerns and to public health programs and services under the Act or any other Legislative Act.

5.4 Direction of Staff

The employees of and the persons whose services are engaged by the BOH are subject to the direction of and are responsible to the Medical Officer of Health if their duties relate to the delivery of public health programs or services under this or any other Act.

5.5 Management

The Medical Officer of Health is responsible to the BOH for the management of the public health programs and services under this or any other Act.

5.6 Attendances at Meetings of the BOH

The Medical Officer of Health shall be notified of every meeting of the BOH and every meeting of every Committee of the BOH, and is entitled to attend all such meetings as an ex-officio member, but the BOH may require the Medical Officer of Health to withdraw from any part of a meeting at which the BOH or Committee intends to discuss a matter related to the remuneration or the performance of the duties of the Medical Officer of Health.

5.7 Dismissal of Medical Officer of Health

A decision by the BOH 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 two-thirds of the members of the BOH; and
- (b) the Minister consents in writing to the dismissal.

5.8 Notice and Attendance

The BOH shall not vote on the dismissal of a Medical Officer of Health or an Associate Medical Officer of Health unless the BOH has given notice to the Medical Officer of Health or Associate 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 or Associate Medical Officer of Health; and
- (c) an opportunity to attend and to make representations to the BOH at the meeting.

5.9 Director of Administrative Services

The Medical Officer of Health shall appoint an individual to the position of Director of Administrative Services to carry out the responsibilities assigned to them by these by-laws and to fulfill such other duties as required by the BOH or the Medical Officer of Health.

5.10 Additional Staff

The BOH shall engage the services of such persons, including public health nurses, as are considered necessary to carry out the functions of the BOH, including the duties of the BOH in respect of mandatory health programs and services under the Act.

5.11 Election of Officers

The BOH annually shall elect/confirm a Chair, Vice-Chair and Secretary-Treasurer as its first order of business. The term of the Chair, Vice-Chair and Secretary-Treasurer so elected shall run until the first meeting in the second year after the year in which they were elected.

The election for the position of BOH Chair will take place first, and will be conducted by the Medical Officer of Health, or in their absence the incumbent Vice Chair. The newly elected Chair shall thereafter preside over the subsequent elections for Vice-Chair and Treasurer, and the balance of the meeting.

The election for each of these positions will be conducted as follows:

- (a) Any Director may nominate a candidate. If the nomination is seconded, and the candidate accepts, the nomination stands;
- (b) At least two calls for additional nominations for the position will be made before a vote is taken;

- (c) If there is only one duly nominated candidate, that person shall be declared acclaimed to the position;
- (d) Where there are two duly nominated candidates, a secret written vote shall be held, and the person receiving the most votes shall be declared elected to the position;
- (e) If there are more than two candidates, a secret vote shall be held, and the person receiving the most votes shall be declared elected, providing that they have received a majority of the votes cast. Where no one candidate has received a majority of votes cast, the person with the least number of votes shall be dropped from the ballot and a second vote shall be held. If there are two candidates who are tied with the least number of votes, their names shall be placed in a draw, and the name drawn shall be the candidate who remain on the ballot. This process shall be repeated until one candidate has obtained a majority of votes cast, at which point they shall be declared elected to the position.

5.12 Chair

The role and responsibility of the Chair of the BOH are described in detail in BOH Policy; Governance Framework CA.45.01.500 and include the following:

- (a) The Chair shall preside at all BOH meetings.
- (b) The Chair represents the BOH at public or official functions or designates another BOH member to do so, and only the Chair or designate may speak publicly on behalf of the BOH.
- (c) When the Chair is unable to act for any reason, or the office is vacant the Vice-Chair will act in their place and while doing so may exercise all the rights, powers and authority of the Chair.
- (d) When the Chair and Vice-Chair are both absent the Secretary-Treasurer of the BOH may act in their place and while doing so may exercise all the rights, powers and authority of the Chair.
- (e) The Chair may delegate a BOH member to act on his or her behalf when necessary for other responsibilities of the Chair.
- (f) The Chair shall be an ex-officio member of all Committees to which he/she has not been named a member. As an ex-officio member of a Committee the Chair shall be allowed to participate fully in the work of the Committee but he/she shall not be permitted a vote in the Committee and cannot move or second any motions.

5.13 Duties of the Chair at Meetings

The duties of the Chair at BOH meetings shall be to:

- (a) Call the meeting to order;
- (b) Request a motion to approve the agenda, subject to any amendments;
- (c) Request a motion to approve the minutes of the previous BOH meeting;
- (d) Conduct the meeting in accordance with the agenda, this By-Law, and the Rules;
- (e) Maintain order and decorum;
- (f) Make rulings when necessary on points of order;
- (g) Report to the BOH on all communications received by the Chair on behalf of the BOH since the previous meeting, and provide copies where relevant or requested of all written correspondence received;
- (h) Request a motion to recess if for any reason the meeting must end but the agenda has not been fully heard, or request a motion to adjourn if the business of the meeting is concluded.

The Chair is a voting member of the BOH at all meetings.

If during a meeting the Chair wishes to leave the chair for the purpose of taking part in the debate or otherwise, he or she shall call on the Vice-Chair or in their absence the Secretary-Treasurer to chair the meeting for the debate and vote of that item on the agenda. The Chair may resume their role upon resolution of the agenda item or motion in question.

5.14 Vice-Chair

The role and responsibility of the BOH Vice-Chair is described in detail in BOH Policy; Governance Framework CA.45.01.500. The Vice-Chair shall 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 BOH.

5.15 Secretary-Treasurer

The role and responsibility of the BOH Secretary-Treasurer is described in detail in BOH Policy; Governance Framework CA.45.01.500. The Secretary-Treasurer shall provide oversight on the financial position of the BOH and ensure that reports on the financial position of the BOH are prepared and provided in a regularly scheduled manner. The Secretary-Treasurer shall ensure that the written documentation and corporate reporting of the BOH are maintained in accordance with the by-laws and any BOH policies. The Secretary-Treasurer shall Chair the Finance and Facilities Committee.

5.16 BOH Member

The role and responsibility of individual BOH directors is described in detail in BOH Policy; Governance Framework CA.45.01.500 and in section 4.10 above.

6. PROCEEDINGS AT BOH MEETINGS

6.1 General

Except as herein provided, *Robert's Rules of Order* shall be followed at BOH meetings.

6.2 Quorum

A majority of the members of the BOH constitutes a quorum of the BOH. The Chair is included as a member of the BOH in constituting a quorum.

6.3 Regular Meetings

Regular meetings shall be held at dates, times and location as determined by the BOH at the first regular meeting of the year, which shall be published in accordance with this By-Law as soon after they have been scheduled. The BOH may by resolution, alter the time, day or place of any meeting, and will similarly publish notice of any such changes.

All meetings will be held at a designated WDGPH office of the BOH unless otherwise specified by Chair and communicated with reasonable notice to all BOH members.

6.4 Remote Participation in Meetings

A member of the BOH, can participate electronically in a meeting which is open to the public. The BOH member shall not be counted in determining quorum at any point in time. The meeting must be held in a physical location and regardless of how many BOH members are participating electronically there must be quorum of members present at the location in order for the business of the meeting to proceed. The meeting shall otherwise observe all the rules which govern the proceedings of the full BOH.

A member of the BOH cannot participate electronically in a meeting which is closed to the public.

6.6 Special Meetings

A special meeting may be called by the Chair of the BOH, or any three BOH members may initiate a special meeting by written notice to the Secretary-Treasurer. A written notice calling for a special meeting of the BOH shall state the business that will be considered at the special meeting and no other business other than that stated in the notice shall be considered at the special meeting except with the unanimous consent of the BOH members present and voting.

All BOH members will be notified and will be provided with an agenda and any supporting documentation upon which their decision-making will rely at least seventy-two (72) hours in advance of the time of a Special BOH meeting. This notice requirement may be waived where the reason for calling the meeting is a public health emergency as defined by the *Health Protection and Promotion Act*, wherein BOH members will receive as much notice as is reasonably possible under the circumstances.

Special Meetings shall not be held during a time which conflicts with a regular meeting or a

meeting previously called of the obligated municipalities.

6.7 BOH Member Notification

The Secretary-Treasurer utilizing the office staff of the Medical Officer of Health shall give notice of each regular and special meeting of the BOH to the required BOH members. Each notice of a meeting shall identify that the Agenda and supporting documentation for the meeting have been posted on the BOH intranet site.

6.8 Delivery of Notice

The notice shall be delivered electronically to each BOH member, via the e-mail address provided by each BOH member, as they may designate, so as to be received no later than 5 calendar days prior to the scheduled BOH meeting. Lack of receipt of the notice shall not affect the validity of holding the meeting or any action taken at the meeting.

6.9 Absence of BOH Members

BOH members shall notify the office of the Medical Officer of Health as early as possible if they are unable to attend any meeting, and their 'notice of regret' shall be recorded in the minutes.

6.10 Public Notification of BOH Meetings

The BOH shall give reasonable notice to the public of each of its meetings by electronically posting the time and place on the BOH website, along with an agenda when one becomes available.

6.11 Order of Business

The Medical Officer of Health shall prepare the agendas for all regular BOH meetings. Agendas shall be approved by the Chair prior to being distributed and published Director's Additions to the Agenda.

Any Director who would like a matter included on the agenda must give written notice of the request to the Chair, including any materials to be provided to the BOH for its consideration of the issue, no later than eight (8) days prior to the meeting, in order that it can be included in the BOH package distributed to Directors.

6.12 Minutes

Minutes shall be taken at all regular and special meetings by the Recorder of the BOH, so designated by the Chair. The Recorder shall record:

- (a) The time that the meeting is called to order;
- (b) The names of all Directors and staff who are present;
- (c) Any guests or delegations in attendance;
- (d) The approval of the agenda and minutes of the previous meeting;

- (e) Motions, noting the mover and seconder;
- (f) Whether each motion has been carried or defeated;
- (g) Where a 'recorded vote' has been called for, the vote as cast of each Director
- (h) Committee reports;
- (i) Staff reports;
- (j) Correspondence received by the BOH;
- (k) Any informal direction to the Medical Officer of Health, not requiring a motion;
- (l) The departure of any Directors who leave before a meeting concludes, and the time of their departure;
- (m) The time the meeting was recessed or adjourned.

Upon approval by the BOH, the minutes of BOH meetings shall be ratified by signature of the BOH Chair and the Medical Officer of Health. Minutes will be made available on the BOH website as soon thereafter as practicable.

6.13 Commencement of Meetings

As soon as there is a quorum after the hour fixed for the meeting, the Chair, or in their absence the Vice-Chair, or in their absences the Secretary-Treasurer, or alternatively a person appointed to act in their place in accordance with this By-Law as below, shall take the chair and call the members to order.

6.14 Absence of Chair or Vice-Chair

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

6.15 No Quorum Prior to Meeting

If there is no quorum within thirty (30) minutes after the time appointed for the meeting, the BOH shall be adjourned until the next day of meeting and the recorder shall record the names of the BOH members present. The time may be extended at the will of the majority of the BOH members present, for up to one (1) hour.

6.16 No Quorum During Meeting

If any BOH member directs the attention of the Chair to the fact that a quorum is not present at any time during the meeting, the recorder, at the request of the Chair, shall immediately, record the names of those present and advise the Chair whether or not quorum exists. If quorum has been lost before the business of the agenda has been completed, the Chair will immediately

declare that the meeting is recessed, stating for the minutes the time and place where the meeting will resume. If the business of the agenda has been substantially completed, the Chair may declare the meeting adjourned.

6.17 Convening Closed Sessions of BOH Meetings

BOH meetings shall be open to the public except where the criteria for a Closed Session Meeting in Section 239(2) of the *Municipal Act, 2017* and this By-Law are met. The BOH shall decide by vote that it will close a portion of a meeting during which agenda items satisfying these criteria are discussed, publicly stating before closing the meeting the general nature of the matter to be considered. The BOH shall vote to resume conducting its business in Open Session for all other matters on the agenda, and shall vote on any matter discussed in Closed Session in the Open Session of a meeting.

6.18 Criteria for a Closed Session Meeting

In accordance with Section 239(2) of the *Municipal Act, 2017* all meetings of the BOH shall be open to the public except as provided below:

Exceptions

- (a) The security of the property of the BOH;
- (b) Personal matters about an identifiable individual, including BOH employees;
- (c) A proposed or pending acquisition or disposition of land by the BOH;
- (d) Labour relations or employee negotiations;
- (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the BOH;
- (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) A matter in respect of which a council, BOH, committee or other body may hold a closed meeting under another Act.
- (h) Information explicitly supplied in confidence to the BOH 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 BOH, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- (j) A trade secret or scientific, technical, commercial or financial information that belongs to the municipality or BOH 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 BOH.

(l) Educational or training sessions

A meeting of a BOH or of a committee may be closed to the public where:

1. The meeting is held for the purpose of educating or training the members; and
2. 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 BOH or committee.

6.20 Criteria for Appointment of an Investigator

Section 239.1 of the *Municipal Act* provides that a person may request the appointment of an investigator to investigate whether a BOH has complied with the requirements and exemptions for a closed meeting. The investigator is to provide a report to the BOH with his/her findings and recommendations.

- (a) If a BOH receives a report from a person referred to in section 239.1 reporting his or her opinion, and the reasons for it, that a meeting or part of a meeting that was the subject-matter of an investigation by that person appears to have been closed to the public contrary to section 239, the BOH, shall pass a resolution stating how it intends to address the report.

6.21 Corporate Seal

The corporate seal of the BOH shall be in the form impressed hereon and shall be kept by the office of the Medical Officer of Health.

6.22 Execution of Documents

The BOH may at any time by passing of a motion direct the manner in which and the person or persons who may sign on behalf of the BOH to any particular contract, arrangements, conveyance, mortgage, obligation, or other document or any class of contracts, arrangement, bylaw, conveyances, mortgages, obligations or documents.

7. BOH COMMITTEES

7.1 Establishment of Committees

By resolution the BOH may create one or more Committees to make recommendations on any matters that may be dealt with by the BOH.

Except as otherwise provided by this section, Committees shall insofar as is practicable observe the rules which govern the proceedings of the full BOH.

7.2 Executive Committee

The Executive Committee of the BOH shall be chaired by the Chair of the BOH.

The Chair and the Vice-Chair of the BOH, the Chairs of all BOH Committees and the Medical Officer of Health shall form the Executive Committee of the BOH. Where a matter must be dealt with before the next scheduled BOH meeting, the Executive Committee may, in accordance with the BOH's directions, act on its behalf pending the next meeting of the BOH, and shall report to the BOH at the next meeting any action(s) or interim decisions it has had to take on the BOH's behalf since the previous meeting.

Where an urgent matter must be addressed by the Executive Committee, and a member of that committee is unable to attend a meeting in person, the Medical Officer of Health will make all reasonable efforts to consult with that member as appropriate under the circumstances.

7.3 Committee Chairs

The Chair of each Committee, other than the Executive Committee, shall be elected/confirmed by the members of the BOH annually, in the same manner as the election of BOH Chair and Vice-Chair, as described herein.

7.4 Duties of Committee Chair

It shall be the duty of the Chair of the Committee or designate:

- (a) To report to the BOH on all matters referred to them and to recommend to the BOH for decision such action as the Committee deems necessary;
- (b) To forward to the BOH the minutes of the meetings;
- (c) To forward to the incoming Committee for the following year any matter not yet disposed of;
- (d) **To conduct the Committee meetings in person and not electronically;**
- (e) To introduce any Committee member attending by Electronic Participation at the beginning of the Meeting to the Committee members and the general public present at the Committee meeting;
- (f) To establish the way in which the members attending by Electronic Participation will be able to speak to matters; and
- (g) To ensure the Minutes of the Committee meeting reflect the names of anyone attending through Electronic Participation.

7.5 BOH Members Right to Attend

All BOH members may attend to observe any Committee meeting. Committee Authority and Voting Rights

No decision of a Committee will bind the BOH of Directors, but the majority vote of any Committee will determine the content of that committee's recommendation to the full BOH.

Only ex-officio members, and those Directors appointed by the BOH to a Committee may participate in debate. Guests of the Committee or non-appointed Directors may participate in the discussion of the committee with specific leave of the Committee Chair, which shall be considered on an issue-by-issue basis, taking into consideration any special expertise the speaker may contribute to the matter under discussion.

Only Directors appointed to a Committee may vote. Ex-officio members, including the BOH Chair if attending in an ex-officio capacity, shall not have a vote.

7.6 Quorum

A majority of the members of a Committee constitutes a quorum for that Committee. Quorum does not include ex-officio Committee members, including the BOH Chair if attending in an ex-officio capacity or BOH members who have not been appointed by the BOH to that Committee but who have exercised their right to attend. The Chair of the Committee is counted as a member of the Committee for purposes of determining quorum, but does not have to be present for the meeting to proceed or for quorum to be reached.

7.7 Convening Closed Session Meetings

A Committee may hold a Closed Session Meeting under the same circumstances and in accordance with the same procedures as the BOH of Directors.

7.8 Record Keeping Requirements for Meetings

The Committee shall record minutes without note or comment of all decisions and other proceedings of Committee meetings in the same manner as for BOH meetings.

8. CONDUCT OF VISITORS AT BOH MEETINGS & COMMITTEES

8.1 Admission to the BOH Table

No person, except BOH members and officers of the BOH, shall be allowed to sit at the BOH table during meetings, or participate in BOH discussion or debate, without permission of the BOH and in accordance with this section of the By-Law.

8.2 Addressing the BOH

Written comments to the BOH may be submitted to the Chair at any time, and upon receipt shall be forwarded by the Chair to members of the BOH.

Persons desiring to present information orally on matters of fact or to make a request of the BOH shall give notice to the Medical Officer of Health not less than forty-eight (48) hours before the Agenda for the meeting is posted at which they wish to present, and may be heard by leave of the Chair of the BOH, and shall be limited in speaking to not more than five minutes.

A delegation of more than one person shall be limited to one speaker. A member of the BOH may introduce the delegation in addition to the speaker.

Where any persons not being a BOH member or an appointed official desires to address the BOH other than in the above manner, they shall be permitted to do so on a motion to that effect being carried by a two-thirds vote of BOH members present, except where a person has statutory right to be heard by the BOH. Persons who have a statutory right to be heard by the BOH include, but are not limited to,

- (a) The Minister of Health and Long-Term Care and his or her deputies;
- (b) The Chief Medical Officer of Health and the Associate Chief Medical Officer of Health and their deputies or agents;
- (c) The Medical Officer of Health of the BOH and the Associate Medical Officer of Health of the BOH, unless the discussion relates to their remuneration or performance of their duties;
- (d) An Assessor appointed by the Minister of Health and Long-Term Care; and
- (e) An Order of a Judge of a Court of competent jurisdiction.

8.3 Keeping Order

No person present at any BOH meeting shall be allowed to disturb or interrupt the proceedings of the BOH, or behave in a disorderly, disruptive or unseemly manner. Any person who does so may be asked by the Chair to leave the meeting and where they refuse to do so, the Chair may call for a motion to recess the meeting until such time as order has been restored, or to a later date if necessary.

9. RULES OF DEBATE AT BOH MEETINGS & COMMITTEES

9.1 Conduct of Speakers and BOH Members

Every BOH member prior to speaking to any question or motion shall raise their hand and respectfully address the Chair upon being recognized. When two or more BOH members wish to speak the Chair shall name the BOH member who, in their opinion, first asked to speak.

9.2 Limits on Speaking

No BOH member may speak to the same question at any one time for longer than five minutes except that the BOH by vote may grant an extension of time, in additional five minute increments.

A BOH member may speak more than once on a question, but after speaking shall be placed at the bottom of the list of members wishing to speak.

Any BOH member may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a BOH member while speaking.

9.3 Prohibited Discussions

No BOH member shall speak disrespectfully of the Governor-General, the Lieutenant-Governor of any Province, or any Member of the Senate, the House of Commons of Canada, or the Legislative Assembly of the Province of Ontario or any other Province.

No BOH member shall use offensive words or unparliamentary language against the BOH, or against any BOH member or staff member.

No BOH member shall speak on any subject other than the subject in debate.

No BOH member shall criticize any decision of the BOH except for the purpose of moving that the question be reconsidered.

9.4 Points of Order

The Chair shall preside over the conduct of meetings, including the preservation of good order and decorum, ruling on points of order and deciding all questions relating to the orderly procedure of the meetings.

When a BOH member desires to call attention to a violation of the rules of procedure, they shall ask leave of the Chair to raise a point of order and after leave is granted, they shall state the point of order with a concise explanation and then not speak until the Chair has decided the point of order.

Unless a BOH member immediately appeals to the BOH the decision of the Chair shall be final. The BOH, if appealed to, shall decide the question without debate and its decision shall be final.

When the Chair calls a BOH member to order, he/she shall immediately cease speaking until the point of order is dealt with and he/she shall not speak again without the permission of the chair unless to appeal the ruling of the Chair.

9.5 Conflicts of Interest

The provisions of the *Municipal Conflict of Interest Act* shall apply.

Members of the BOH shall comply with the Conflict of Interest Policy and Procedure (CA.45.01 506 and CA.45.02.506).
MOTIONS, ORDER OF PUTTING QUESTIONS AND VOTING AT MEETINGS & COMMITTEES

9.6 Motions

Every motion shall be deemed to be in possession of the BOH for debate after it is presented by a member of the BOH and seconded, but may with permission of the mover and seconder of the motion be withdrawn at any time before amendment or decision.

9.7 While Motion Under Debate

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

- (a) To adopt;
- (b) To amend;
- (c) To refer;
- (d) To receive;
- (e) To table;
- (f) To adjourn the meeting;
- (g) That the vote be now taken.

A motion to table, adjourn the meeting, or take a vote immediately shall be voted on without debate.

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

9.8 Motion to Vote

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

9.9 Jurisdiction

Any motion relating to a matter not within the jurisdiction of the BOH shall not be in order.

9.10 Motions Contrary to Rules

Whenever the Chair is of the opinion that a motion is contrary to the rules and privileges of the BOH, they shall inform the BOH members immediately before putting the question and then cite the rule or authority applicable to the case without argument or comment.

9.11 Voting on Motions

Immediately preceding the taking of the vote, the Chair may state the question in the form introduced and shall do so if requested by a BOH member. The motion shall be stated in the precise form in which it will be recorded in the minutes.

After a question is finally put by the chair, no BOH member shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared.

9.12 Unrecorded Vote

The manner of determining the decision of the BOH on a motion shall be by a show of hands, except where otherwise specified in this By-Law.

9.13 Recorded Vote

When a BOH member who is present at the meeting requests a recorded vote, the member shall make a motion to that effect and the BOH members shall vote on the motion. If the motion is carried, all BOH members present shall vote orally in order, unless otherwise prohibited by statute, and the Chair shall vote last. The recorders shall record in the minutes the names of those who voted for and those who voted against the motion.

If any member present at a BOH meeting when a question is put and a recorded vote is taken does not vote, the member shall be deemed as voting in the negative, except where they are prohibited from voting by statute.

If a BOH member disagrees with the announcement by the Chair of the result of any vote, they may object immediately to the Chair's declaration and move that a recorded vote be taken.

9.14 Tie Vote

A tie shall be deemed to be a decision in the negative.

9.15 Reconsideration of a Matter

After any matter has been decided, any BOH member may move for a reconsideration at the same meeting, or may give notice of a motion for reconsideration of the matter for a subsequent meeting the same year, but no discussion of the question that has been decided shall be allowed until the motion for reconsideration has carried, and no matter shall be reconsidered more than once in the same calendar year.

9.16 Amendments

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

Amendments shall be put in the reverse order to that in which they are moved.

Nothing shall prevent other proposed amendments being read for the information of the BOH members.

9.17 Motions to Divide

When a question under consideration contains distinct proposals, upon the request of any BOH member, the vote upon each proposal shall be taken separately.

9.18 Approval of Motions

All BOH motions shall become effective immediately upon approval by the vote of the BOH, unless otherwise stated. All approved and defeated motions shall be recorded in the minutes of the BOH meetings.

9.19 Adjournment

A motion to adjourn the BOH Meeting shall be in order except:

- (a) When a member is in possession of the floor;
- (b) When it has been decided that the vote be now taken; and
- (c) During the taking of the vote.

10. BY-LAWS

10.1 Proceedings on By-Laws

All by-laws shall be given three readings at different meetings before being tabled for a vote of approval except that the BOH may by a majority vote provide for two or more readings at one meeting.

10.2 Introduction of By-Laws

Every by-law shall be introduced by a member upon motion for leave specifying the title of the by-law, and a by-law shall not be in form blank or incomplete. No discussion or amendment shall take place on the first reading.

10.3 Amendment of By-Laws

No by-law shall be amended until it has been read twice. After the second reading, the by-law may then be subject to debate and amendment by the BOH, before it shall have its third reading, after which the BOH may vote on the amendment.

10.4 Endorsement of Secretary-Treasurer

The Secretary-Treasurer of the BOH shall endorse on all by-laws read at the BOH the dates of the several readings and of the passing of the by-laws and shall be responsible for the correctness of the language should they be amended.

10.5 Passed By-Laws

Every by-law passed by the BOH shall be sealed with the seal of the BOH, signed by the Chair of the BOH or by the Chair of the meeting at which the by-law was passed and by the Secretary-Treasurer and then deposited with the Medical Officer of Health for custody.

10.6 Location of By-Laws

All by-laws adopted by the BOH shall be kept in a separate volume at the office of the Medical Officer of Health, and are also available on the BOH website.

ENACTED this xth day of x, 2018.

WITNESS the seal of the BOH.

Chair

Secretary-Treasurer

DIRECTORS RESOLUTION MAKING AND CONFIRMING

BE IT RESOLVED THAT By-Law Number 1 being the general by-law of the BOH be and the same is hereby made as a by-law of the BOH and the Chair and the Secretary-Treasurer be and they are hereby authorized to sign the by-law.

THE UNDERSIGNED, being all the directors of the BOH hereby sign the foregoing resolution pursuant to the provisions of the *Health Protection and Promotion Act* (Ontario).

DATED the day of , 2018.

Chair

Secretary-Treasurer