

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

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BY-LAW NO. 1

1. INTERPRETATION OF BY-LAWS NO. 1 – 4

1.1 Definitions

“**Act**” means the *Heath 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 6.14 of these by-laws;

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

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

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

“**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;

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

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

“**Municipal member**” means a person appointed to the Board 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 BOARD

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

4. COMPOSITION OF THE BOARD

4.1 Appointment of Board

All members of the Board 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 Board 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 Board but the number of members so appointed shall be less than the number of municipal members on the Board.

4.4 Term of Office

A member of the Board 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 Board shall pay all members of the Board on a daily basis and at the same rate, in accordance with Board policy CA.42.01.100, 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 Board.

4.6 Rate of Remuneration

The rate of remuneration paid by the Board 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 Board shall pay the reasonable and actual expenses of each member of the Board in accordance with Board policy CA.42.01.100, 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 Board.

4.8 Disqualifications

The seat of a municipal member of the Board 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 Board is qualified to be a member of the Board.

4.9 Vacancy

Where a vacancy occurs on the Board 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 Board Participation

Each Director recognizes the public trust placed in them by virtue of their appointment to the Board, and in accepting such appointment, each Director commits to full, active and constructive participation in the decision-making process of the Board, 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 Board committee;
- (e) deferring to the roles and responsibilities of the Officers and Executive Committee of the Board as outlined in herein;
- (f) at all times participating in a manner which demonstrates respect for fellow board members and for employees of the organization;
- (g) considering where other commitments result in missing three consecutive board meetings, or more than four board meetings in any twelve month period, whether they should recommend that an alternate appointee be sought;

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

5. OFFICERS AND EMPLOYEES

5.1 Medical Officer of Health

The Board shall appoint a full-time Medical Officer of Health and may appoint one or more Associate Medical Officers of Health. 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.

5.2 Use of Title

The Board 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 Board 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 Board 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 Board for the management of the public health programs and services under this or any other Act.

5.6 Attendances at Meetings of the Board

The Medical Officer of Health shall be notified of every meeting of the Board and every meeting of every Committee of the Board, and is entitled to attend all such meetings as an ex-officio member, but the Board may require the Medical Officer of Health to withdraw from any part of a meeting at which the Board 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 Board 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 Board; and
- (b) the Minister consents in writing to the dismissal.

5.8 Notice and Attendance

The Board 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.

5.9 Director of Finance and Corporate Operations

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

5.10 Additional Staff

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

5.11 Election of Officers

At its first meeting in each calendar year, which shall be held not later than the first (1st) day of February in each year, the Board shall elect 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 year after the year in which they were elected.

The election for the position of Board Chair will take place first, and will be conducted by the incumbent to the position, 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 duties of the Chair of the Board include the following:

- (a) The Chair shall preside at all Board meetings.
- (b) The Chair represents the Board at public or official functions or designates another Board member to do so, and only the Chair or designate may speak publicly on behalf of the Board.
- (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 Board 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 Board 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 Board 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 Board 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 Board on all communications received by the Chair on behalf of the Board 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 Board 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 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 Board.

5.15 Secretary-Treasurer of the Board

The Secretary-Treasurer shall provide oversight on the financial position of the Board and ensure that reports on the financial position of the Board are prepared and provided in a regularly scheduled manner. The Secretary-Treasurer shall ensure that the written documentation and corporate reporting of the Board are maintained in accordance with the by-laws and any Board policies. The Secretary-Treasurer shall Chair the Finance Committee.

6. PROCEEDINGS AT BOARD MEETINGS

6.1 General

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

6.2 Board Members' Right to Attend

All Board Members may attend all Board meetings.

6.3 Quorum

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

6.4 Regular Meetings

Regular meetings shall be held at dates and times as determined by the Board 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 as is reasonably possible. The Board 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 the head office of the Board of Health unless otherwise specified by Chair and communicated with reasonable notice to all Board members.

6.5 Special Meetings

A special meeting may be called by the Chair of the Board, or any three Board members may initiate a special meeting by written notice to the Secretary-Treasurer. A written notice calling for a special meeting of the Board 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 Board members present and voting.

All Board 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 Board 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 Board 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.

6.6 Board 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 Board to the required Board members. Each notice of a meeting shall be accompanied by the Agenda and supporting documentation.

6.7 Delivery of Notice

The notice shall be delivered by courier or electronically to the residence or place of business of each Board member, as they may designate, so as to be received no later than the Friday of the week prior to the scheduled Board meeting. Lack of receipt of the notice shall not affect the validity of holding the meeting or any action taken at the meeting.

6.8 Absence of Board Members

Board 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.

6.9 Public Notification of Board Meetings

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

6.10 Order of Business

The Medical Officer of Health shall prepare the agendas for all regular Board members. Agendas shall be approved by the Chair prior to being distributed and published, and shall adhere to the format and content of the agenda attached hereto as Appendix "A".

6.11 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 Board 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 Board package distributed to Directors.

6.12 Minutes

Minutes shall be taken at all regular and special meetings by the Recorder of the Board, 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 Board;
- (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 Board, the minutes of Board meetings shall be ratified by signature of the Board Chair and the Medical Officer of Health. Minutes will be made available on the Board website as soon thereafter as is 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 both 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 Board shall be adjourned until the next day of meeting and the recorder shall record the names of the Board members present. The time may be extended at the will of the majority of the Board members present, for up to one (1) hour.

6.16 No Quorum During Meeting

If any Board 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 within three (3) minutes of such a request, 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 Board Meetings

Board meetings shall be open to the public except where the criteria for a Closed Session Meeting in Section 239(2) of the *Municipal Act, 2001* and this By-Law are met. The Board 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 Board 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, 2001* Closed Session Meetings of the Board may only be held to discuss one or more of the following items

- (a) Labour relations or employee negotiations;
- (b) Litigation or potential litigation, including matters before administrative tribunals, affecting Wellington-Dufferin-Guelph public health;
- (c) Advice that is subject to solicitor-client privilege;
- (d) Property matters including security of property and/or a proposed or pending acquisition of land by the Board;
- (e) Personal matters about an identifiable individual, including Board employees;
- (f) A matter in respect of which a council, Board, committee or other body may hold a Closed Meeting under another Act; and
- (g) An Emergency, hazards and risks to public safety that could lead to an Emergency, or such other matters relating to an Emergency as are delegated to the Board pursuant to the *Health Protection and Promotion Act* or other legislation.

6.19 Corporate Seal

The corporate seal of the Board shall be in the form impressed hereon and shall be kept by the offices of the Medical Officer of Health or the offices of the Director of Finance and Corporate Operations.

6.20 Execution of Documents

The Board 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 Board to any particular contract, arrangements, conveyance, mortgage, obligation, or other document or any class of contracts, arrangement, bylaw, conveyances, mortgages, obligations or documents.

6.21 Executive Committee

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

7.1 Conduct of Business in Committees

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

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

7.2 Executive Committee

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

Membership of the Executive Committee shall include the Chair, Vice Chair, Secretary-Treasurer and Chairs of the other Committees.

7.3 Committee Membership

In December of each year, the Chair will ask each Board member to provide his or her preferences for Committee membership.

By mid-December, members of the Board should indicate to the Chair at least two choices for committee participation.

Prior to the January meeting of the Board, the current Chair and Vice-Chair will strike the membership composition of the Committees, other than the Executive Committee, taking into account the indicated preferences of Board members and being mindful of the need for a balanced composition of committee membership given the geographic and jurisdictional nature of the Wellington-Dufferin-Guelph Health Unit.

Members of the Board will be informed of and approve Committee appointments at the January meeting of the Board.

The Chair is an *ex-officio*, non-voting member of all Board Committees, and may also be appointed to a committee in the same manner as any other Board member, and upon Board approval of the appointment shall be a voting member of that committee.

7.4 Committee Chairs

The Chair of each Committee, other than the Executive Committee, shall be elected by the members of the Board at the January Board meeting, in the same manner as the election of Board Chair and Vice-Chair, as described herein.

7.5 Mid-Term Appointments

Where a member is appointed to the Board at any time after the January meeting, he or she will meet with the Chair at the earliest opportunity to determine his or her preferences for sitting on Committees of the Board.

A newly appointed member will be informed of his or her committee membership at the next scheduled Board meeting following the meeting with the Chair, at which meeting the Board will approval the committee appointment(s).

7.6 First Meeting

A Committee established by the Board shall hold its first meeting of each year not later than the first (1st) day of March, and at that meeting shall review its terms of reference for the approval at the next Board meeting.

7.7 Duties of Committee Chair

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

- (a) To report to the Board on all matters referred to them and to recommend to the Board for decision such action as the Committee deems necessary;
- (b) To forward to the Board the minutes of the meetings;
- (c) To forward to the incoming Committee for the following year any matter not yet disposed of;
- (d) To attend 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 vote; and
- (g) To ensure the Minutes of the Committee meeting reflect the names of anyone attending through Electronic Participation.

7.8 Board Members Right to Attend

All Board members may attend to observe any Committee meeting. Members of the public may also attend to observe any committee meetings except those which are meeting in a Closed Session Meeting as herein defined.

7.9 Committee Authority and Voting Rights

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

Only ex-officio members, and those Directors appointed by the Board 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 Board Chair if attending in an ex-officio capacity, shall not have a vote.

7.10 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 Board Chair if attending in an ex-officio capacity or Board members who have not been appointed by the Board 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.

7.11 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 Board of Directors.

7.12 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 Board meetings.

8. CONDUCT OF VISITORS AT BOARD MEETINGS & COMMITTEES

8.1 Admission to the Board Table

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

8.2 Addressing the Board

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

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

A delegation of more than one person shall be limited to one speaker, who may address the Board for no more than ten (10) minutes on behalf of their delegation. A member of the Board may introduce the delegation in addition to the speaker. Normally, a delegation will not be heard on an item unless there is a report from staff on that matter on the agenda.

Where any persons not being a Board member or an appointed official desires to address the Board 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 Board members present, except where a person has

statutory right to be heard by the Board. Persons who have a statutory right to be heard by the Board 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 Board and the Associate Medical Officer of Health of the Board, 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 Board meeting shall be allowed to disturb or interrupt the proceedings of the Board, 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 BOARD MEETINGS & COMMITTEES

9.1 Conduct of Speakers and Board Members

Every Board 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 Board members wish to speak the Chair shall name the Board member who, in their opinion, first asked to speak.

9.2 Absence of Board Member

When a Board member finds it impossible to attend any meeting, the onus is upon the Board member to advise the Secretary-Treasurer prior to that meeting and to advise of his/her wishes with respect to having an agenda item tabled.

9.3 Limits on Speaking

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

A Board 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 Board 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 Board member while speaking.

9.4 Prohibited Discussions

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

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

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

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

When the Chair calls a Board 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.

9.6 Conflicts of Interest

If a member of the Board, either on his or her own behalf, or while acting for another, has any pecuniary interest, direct or indirect, and is present at a meeting, including a committee or other meeting, of the Board at which the contract or other matter is the subject of consideration, they shall as soon as practicable after the commencement of the meeting, disclose this interest. The Board member must leave the meeting and remain absent during all discussion of the matter. The Board member must also never take part in any discussion of the matter outside Board or Committee meetings. The Board member must not vote on the matter, nor attempt to directly or indirectly influence the vote or any third party who may be interested in a contract with the Board. The provisions of the *Municipal Conflict of Interest Act* shall apply.

10. MOTIONS, ORDER OF PUTTING QUESTIONS AND VOTING AT MEETINGS & COMMITTEES

10.1 Motions

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

10.2 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.

10.3 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 Board members present, the motion and any amendments thereto under discussion shall be submitted to a vote forthwith without further debate.

10.4 Jurisdiction

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

10.5 Motions Contrary to Rules

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

10.6 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 Board 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 Board 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.

10.7 Unrecorded Vote

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

10.8 Recorded Vote

When a Board member who is present at the meeting requests a recorded vote, the member shall make a motion to that effect and the Board members shall vote on the motion. If the motion is carried, all Board 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 Board 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 Board 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.

10.9 Tie Vote

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

10.10 Reconsideration of a Matter

After any matter has been decided, any Board 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.

10.11 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 Board members.

10.12 Motions to Divide

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

10.13 Approval of Motions

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

10.14 Adjournment

A motion to adjourn the Board 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.

11. BY-LAWS

11.1 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 Board may by a majority vote provide for two or more readings at one meeting.

11.2 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.

11.3 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 Board, before it shall have its third reading, after which the Board may vote on the amendment.

11.4 Endorsement of Secretary-Treasurer

The Secretary-Treasurer of the Board shall endorse on all by-laws read at the Board 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.

11.5 Passed By-Laws

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

11.6 Location of By-Laws

All by-laws adopted by the Board since June 1, 2009 shall be kept in a separate volume at the corporate headquarters of the Health Board, located at 474 Wellington Road 18, Suite 100, Fergus, Ontario, and are also available on the Board of Health website.

ENACTED this 9th day of September, 2015.

WITNESS the seal of the Board.

Chair

Secretary-Treasurer

DIRECTORS RESOLUTION MAKING AND CONFIRMING

BE IT RESOLVED THAT By-Law Number 1 being the general by-law of the Board be and the same is hereby made as a by-law of the Board 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 Board hereby sign the foregoing resolution pursuant to the provisions of the *Health Protection and Promotion Act* (Ontario).

DATED the 9th day of September, 2015.

Chair

Secretary-Treasurer

APPENDIX “A”
Board of Health By-Law No. 1

**Wellington-Dufferin-Guelph Public Health
Board of Health
Location
Day, Month, Date, Year and Time**

AGENDA

**Vision
Mission
Strategic Directions**

Item

1. Call to Order
2. Approval and/or additions to the Agenda
3. Approval of Minutes from previous board meeting
4. Presentation(s)
5. Business Arising
6. Board of Health Reports
7. Committee Reports
 - Facilities Committee Report from Chair
 - Finance Committee Report from Chair
 - Personnel Committee Report from Chair
 - Audit Committee Report from Chair
8. Financial Reports
9. Correspondence
10. Closed Session
11. Adjournment