

SIMCOE MUSKOKA DISTRICT HEALTH UNIT

BOARD POLICIES

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SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Director Code of Conduct

1. PURPOSE

The Corporation is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

2. SCOPE

This code of conduct applies to all directors of the Corporation (each a “**Director**”) and non-Director members of committees of the board of Directors of the Corporation (the “**Board**”).

3. REGULATION

(a) Director’s Duties

All Directors of the Corporation stand in a fiduciary relationship to the Corporation. As fiduciaries, Directors must act honestly, in good faith, and in the best interests of the Corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A Director shall not put personal interests ahead of the best interests of the Corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the Corporation. Directors must also avoid situations where their duties to the Corporation may conflict with duties owed elsewhere. Where conflicts of interest arise, Directors will comply with the requirements of the Corporation’s by-laws and applicable legislation.

In addition, all Directors must respect the confidentiality of information about the Corporation.

(b) Best Interests of the Corporation

Directors must act solely in the best interests of the Corporation. All Directors are held to the same duties and standard of care. Directors who are nominees of a particular group must act in the best interests of the Corporation as a whole, even if this conflicts with the interests of the nominating party.

(c) Confidentiality

Directors and committee members owe a duty to the Corporation to respect the confidentiality of information about the Corporation whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director or committee member. Directors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the Corporation unless otherwise authorized by the Board. For example, a Board resolution is required to specifically permit a Director to share confidential information about the Corporation with his/her nominator municipality.

It is recognized that the role of Director may include representing the Corporation in the community. However, such representations must be respectful of and consistent with the Director's duty of confidentiality.

A Director is in breach of his or her duties with respect to confidentiality when information is used or disclosed for other than the purposes of the Corporation.

The confidentiality principles applicable to the Board are further defined in the Director Confidentiality Policy.

(d) Board Spokesperson

The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board. Only the chair or his/her designate may speak on behalf of the Board with respect to all governance and strategic matters.

Directors and employees shall be permitted to discuss Board programmatic and public health policies, provided that such representations are consistent with accepted positions and policies of the Board, unless otherwise directed by the Board.

(e) Media Contact and Public Discussion

News media contact and responses and public discussion of the Corporation's affairs should only be made through the Board's authorized spokespersons. Any Director who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the Corporation.

(f) Respectful Conduct

It is recognized that Directors bring to the Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the chair must be respected by all Directors.

(g) Corporate Obedience – Board Solidarity

Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

(h) Obtaining Advice of Counsel

Request to obtain outside opinions or advice regarding matters before the Board may be made through the chair.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Director Confidentiality Policy

1. PURPOSE

To ensure that confidential matters are not disclosed until disclosure is authorized by the board of directors of the Corporation (the “**Board**”).

2. SCOPE

This code of conduct applies to all directors of the Corporation (each a “**Director**”) and non-Director members of committees of the Board.

3. REGULATION

(a) Duty of Confidentiality

Each director, in his/her capacity as a fiduciary, owe to the Corporation a duty not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the affairs of the Corporation received in his/her capacity as a director unless otherwise authorized by the Board. Every director shall ensure that no statement that has not been authorized by the Board is made by him or her to the press or public.

Unauthorized disclosure of confidential information can severely damage the reputation of the Corporation and those persons/ organizations to whom the confidential information relates. A director’s duty of confidentiality continues even after the director no longer serves on the Board.

(b) Confidential Matters

In determining whether information is confidential, the following principles apply:

- all matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board or as otherwise determined by the Board.
- all matters that are before a committee of the Board are confidential unless they have been determined not to be confidential by the Board.
- all matters that are the subject of open sessions of the board are not confidential.

(c) Protecting Confidential Information

Directors must take all reasonable steps to protect confidential information, including the following:

- controlling access to confidential information;
- discussing confidential information with others only if necessary and in doing so, exercising due care;
- not discussing confidential information in public places;
- keeping documents containing confidential information secure and taking steps, including adopting appropriate information technology, to secure sensitive information when it is unattended;
- safeguarding documents off of the Corporation's premises;
- determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal in order that confidentiality be assured; and
- not sharing confidential information about the affairs and activities of the Corporation with third parties.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Conflicts of Interest Policy

2. PURPOSE

All directors of the Corporation (each a “**Director**”) have a duty to ensure that the integrity of the decision-making processes of the board of Directors of the Corporation (the “**Board**”) are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided where possible and prudently managed. It is important that all Directors understand their obligations when a conflict of duty or potential conflict of interest arises.

Directors shall avoid situations in which they may be in a position of actual or perceived conflict of interest.

2. SCOPE

This Code of Conduct applies to all directors of the Corporation (each a “**Director**”) and non-Director members of committees of the Board.

3. REGULATION

(a) Description of Conflict of Interest

A conflict of interest arises in any situation where a Director's duty to act solely in the best interests of the Corporation and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also includes circumstances where the Director's duties to the Corporation are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to the Corporation.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations.

Transacting with the Corporation

- When a Director transacts with the Corporation directly or indirectly.
- When a Director has a material direct or indirect pecuniary interest in a transaction or contract with the Corporation, except where an exception applies under the *Municipal Conflict of Interest Act*. For greater certainty, a conflict of interest does not arise where a municipally elected Director participates in discussions and votes in connection with the levy of obligated municipalities.

Interest of a Relative

When the Corporation conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Director is a principal, officer or representative.

Gifts

When a Director or a member of the Director's household or any other person or entity designated by the Director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

Acting for an Improper Purpose

When Directors exercise their powers motivated by self-interest, political gain or other improper purposes. Directors must act solely in the best interest of the Corporation. Directors who are nominees of a particular group must act in the best interest of the Corporation even if this conflicts with the interests of the nominating party.

Appropriation of Corporate Opportunity

When a Director diverts to his or her own use, an opportunity or advantage that belongs to the Corporation.

Duty to Disclose Information of Value to the Corporation

When Directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.

Serving on Other Corporations

A Director may be in a position where there is a conflict of "duty and duty". This may arise where the Director serves as a Director of two corporations that are competing or transacting with one another. It may also arise where a Director has an association or relationship with another entity. For example, if two corporations are both seeking to take advantage of the same opportunity, a Director may be in possession of confidential information received in one Boardroom or related to the matter that is of importance to a decision being made in the other Boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director cannot act to advance any interests other than those of the Corporation.

(b) *Process for Resolution of Conflicts and Addressing Breaches of Duty*

Disclosure of Conflicts

A Director who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the chair or any vice-chair of the Board. Where the chair has a conflict, notice shall be given to the vice-chair.

The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion and vote on the matter.

Where (i) a Director is not present at a meeting where a matter in which the Director has a conflict is first discussed and/or voted upon, or (ii) a conflict arises for a Director after a matter has been discussed but not yet voted upon by the Board, or (iii) a Director becomes conflicted after a matter has been approved, the Director shall make the declaration of the conflict to the chair or vice-chair as soon as possible and at the next meeting of the Board.

If a Director becomes interested in a contract or transaction after it is made or entered into, the disclosure shall be made as soon as possible after the officer becomes so interested.

Abstain from Discussions

The Director who has declared a conflict shall not be present during the discussion or vote in respect of the matter in which he or she has a conflict and shall not attempt in any way to influence the voting. Directors who leave a meeting for conflict reasons shall be deemed not to have left for quorum purposes so long as they return to the meeting following the completion of the discussion relating to the conflict.

(c) *Process for Resolution of Conflicts and Addressing Breaches of Duty*

All Directors shall comply with the requirements of the by-laws.

A Director may be referred to the process outlined below in any of the following circumstances:

Circumstances for Referral

Where any Director believes that he or she or another Director:

- a. Has breached his or her duties to the Corporation;
- b. Is in a position where there is a potential breach of duty to the Corporation;
- c. Is in a situation of actual or potential conflict of interest; or
- d. Has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on the Corporation.

Process for Resolution

The matter shall be referred to the following process:

- e. Refer matter to chair or where the issue may involve the chair, to any vice-chair, with notice to Medical Officer of Health.
- f. Chair (or vice chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to an ad hoc sub-committee of the Board established by the chair (or vice-chair, as the case may be) which shall report to the Board for the Board's consideration.
- g. If the chair or vice chair elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the chair (or vice-chair as the case may be), the Director referring the matter and the Director involved, then the chair or vice-chair shall refer the matter to the process in (b) (ii) above.
- h. A decision of the Board by majority resolution shall be determinative of the matter.

(d) *Perceived Conflicts of Interest/Breach of Duty*

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the by-laws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to the Corporation notwithstanding that there has been compliance with the by-laws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to the Corporation even where no conflict exists or breach has occurred and it may be in the best interests of the Corporation that the Board recommend to the body that appointed a Director that the Director be removed.

(e) *Record of Disclosure*

Every declaration of interest and the general nature of that interest shall be recorded in the meeting minutes where the meeting is open to the public.

Where the meeting is closed to the public, every declaration of interest, but not the general nature of the interest, must be recorded in the minutes of the meeting. In each case, the Board shall forward a written copy of the declaration of interest within 5 days of disclosure to the Ministry of Health and Long-Term Care in accordance with applicable laws.

5. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Position Description – Director of the Corporation

1. PURPOSE

The Corporation is committed to ensuring that it achieves standards of excellence in the quality of its governance. This policy sets out the duties and expectations of each of its directors (each a “Director”).

2. SCOPE

This policy applies to all Directors.

3. REGULATION

(a) *Position Description*

As a member of the board of Directors of the Corporation (“**Board**”), and in contributing to the collective achievement of the role of the Board, each individual Director is responsible for the following:

(b) *Fiduciary Duties*

Each Director is responsible to act honestly, in good faith and in the best interests of the Corporation and, in so doing, to support the Corporation in fulfilling its mission and discharging its accountabilities.

Every Director, in exercising his or her powers and discharging his or her duties to the Corporation, shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director shall comply with the *Health Protection and Promotion Act* (Ontario) and regulations thereunder and the Corporation's articles and by-laws.

(c) *Accountability*

A Director’s fiduciary duties are owed to the Corporation. The Director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the Corporation, as a whole. A Director shall be knowledgeable of the stakeholders to whom the Corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the Corporation.

(d) *Education*

A Director shall be knowledgeable about:

- The operations of the Corporation;

- The public health needs of the community served;
- The public health environment generally;
- The duties and expectations of a Director;
- The Board's governance role;
- Board's governance structure and processes;
- Board-adopted governance policies; and
- Corporation policies applicable to Board members.

A Director will participate in a Board orientation session, orientation to committees, Board retreats and Board education sessions. A Director should attend additional appropriate educational conferences in accordance with Board approved policies.

(e) *Board Policies and Corporation Policies*

A Director shall be knowledgeable of and comply with the policies that are applicable to the Board including:

- The Board's code of conduct;
- The Board's conflict of interest policy;
- The Board's confidentiality policy; and
- Expense reimbursement and perquisites policies.

(f) *Teamwork*

A Director shall develop and maintain sound relations and work cooperatively and respectfully with the Board chair, members of the Board and senior management.

(g) *Community Representation*

A Director shall represent the Board and the Corporation in the community when asked to do so by the Board chair.

(h) *Contribution to Governance*

Directors are expected to make a contribution to the governance role of the Board by:

- Reading materials in advance of meetings and coming prepared to contribute to discussions;
- Offering constructive contributions to Board and committee discussions;

- Contributing his or her special expertise and skill;
- Respecting the views of other members of the Board;
- Voicing conflicting opinions during board and committee meetings, but respecting the decision of the majority even when the Director does not agree with it;
- Respecting the role of the chair;
- Respecting the role and terms of reference of Board committees; and
- Participating in Board evaluations and annual performance reviews.

(i) ***Continuous Improvement***

A Director shall commit to be responsible for continuous self-improvement. A Director shall receive and act upon the results of Board evaluations in a positive and constructive manner.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Board and Committee Meeting Attendance Policy

1. PURPOSE

The Corporation recognizes the importance of the attendance and participation of each of its directors (each a “**Director**”) in meetings of the board of Directors of the Corporation (the “**Board**”) and committee meetings to ensure effective contribution of each of his/her expertise and judgment to the affairs of the Corporation.

2. SCOPE

This policy applied to all Board members and non-Board members of committees.

3. REGULATION

Board members and committee members are expected to attend all Board meetings and all meetings of the committees to which they are assigned.

It is recognized that Directors and committee members may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. In accordance with the Corporation’s by-laws, the Board shall recommend to the body that appointed a Director that the director be removed where he/she is absent for 3 successive Board meetings without being authorized to do so by resolution of the Board.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Remote Participation by Directors Policy

1. PURPOSE

This policy shall enable the remote participation of directors (“**Directors**”) of the Corporation (the “**Board**”) in meetings of the Corporation.

All Directors agree that the physical presence of Directors at meetings enhances the deliberations and discussions of the Board and results in improved high quality decision making. However, in exceptional circumstances, Directors may participate remotely by electronic means in accordance with this policy.

2. SCOPE

Directors shall be permitted to participate in meetings of the Board, Standing Committees, and Special Committees (as such terms are defined in the by-law of the Corporation) by electronic means in accordance with this policy and the *Municipal Act*.

For the purposes of this policy, “electronic” shall mean by way of teleconferencing or videoconferencing or other means which permits the member to hear and be heard by other participants in the meeting simultaneously and instantaneously, including, for example only and without limitation, applications such as Skype.

3. REGULATION

- (a) Meetings at which a Director participates electronically remain subject to the meeting procedures and other requirements of in the Corporation’s By-Law No. 1 (for example, electronic participants are subject to the normal rules governing conflicts of Directors).
- (b) All meeting materials shall be provided electronically in advance.
- (c) All meeting notices shall include sufficient information to facilitate remote participation by Directors where extraordinary circumstances require.
- (d) The onus is on the Director to inform the Board if he/she will be participating remotely by videoconference in advance of the meeting. Requests for videoconference participation (or any other means of electronic participation other than teleconferencing) shall be made at least 24 hours prior to the time of the scheduled meeting. Advanced notice is required to ensure that appropriate staff resources are allocated to enable remote participation. The Board shall endeavour to accommodate requests for remote participation on less notice, but cannot guarantee that all requests can be accommodated.

- (e) A Director who participates in a meeting through electronic means shall be deemed present at the meeting but shall not be counted in determining whether a quorum of the Board is present at any point in time in accordance with the *Municipal Act*. Accordingly, the majority of the Board shall be required to meet in person to conduct business.
- (f) Minutes of the meeting shall include a notation indicating Directors participating by electronic means.
- (g) Any Director participating remotely in a meeting shall:
 - (i) be permitted to Participate and vote on any matters considered by the Board where the meeting is open but may not participate in any proceedings that are closed to the public in accordance with the *Municipal Act* and with the Board's policies as adopted from time to time;
 - (ii) verbalize his/ her vote by stating "In favor" or "Opposed" and giving his/ her name.
 - (iii) ensure when participating electronically in a meeting of the Board, that he/she uses a private and secured connection from a private location that ensures the confidentiality of information shared in a meeting is not breached.
 - (iv) not disturb, distract or otherwise interfere with the meeting process (for example, the individual should ensure that there is no background noise or poor connection that disrupts the meeting when participating electronically).
 - (v) notify the Chair of his/her departure for same to be recorded in the minutes (either temporary or permanent) from the meeting before departing, to the extent possible, or as soon as practicable thereafter.
- (h) The meeting room of the Board or a committee of the Board, as the case may be, shall be open to permit physical attendance by Directors or members of the public at every meeting of the Board or a committee of the Board except in circumstances where a meeting is closed to the public in accordance with the *Municipal Act*, the by-laws of the Corporation and applicable policies, as amended from time to time. For certainty, this remote participation policy shall not permit remote public participation in Board meetings. Any such participation will be addressed in a separate policy. Nothing in this policy restricts or prohibits guests of the Corporation to participate remotely in meetings.
- (i) In the event that a Board meeting that is being accessed electronically is encountering interference and/or disruption by remote participants, the Chair shall advise the participant that if the disturbance/interference continues, the participant shall be removed from the meeting. On any further disturbance/interference, the

Chair shall maintain the order of the meeting by ordering the participant to leave the meeting or otherwise terminating electronic access to the meeting to such participant.

4. Amendment

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Meeting Transparency and Confidentiality Policy

1. PURPOSE

In accordance with the provisions of the *Municipal Act, 2010* (the “**Municipal Act**”) the meetings of the Corporation (the “**Board**”) are generally open to the public. The public, staff, and media are welcome to observe the open portion of the Board meeting to ensure that:

- the Board acts in a transparent manner;
- the Corporation maintains a close relationship with the public, media, and stakeholders; and
- trust, openness, and accountability are fostered.

However, there are times when discussions of the Board must be kept confidential. Such discussions will be carried out in accordance with the “in-camera” meeting process set out below.

2. SCOPE

This policy applies to all meetings of the Board, including Board committee meetings (if the work of the committee is not advisory only and such work materially advances the business or decision-making of the Board), and outlines when and how the public and media may attend Board meetings. Further, it stipulates when the Board must hold a portion of a meeting in-camera and where the Board may exercise its discretion to do so where certain matters are to be discussed. In addition, the policy outlines the process to be followed by the Board when holding in-camera sessions.

3. OPEN MEETINGS

(a) Notice of Meeting

Notice of Board meetings will be posted on the Corporation’s website.

(b) Attendance

Persons wishing to attend are asked to give at least 2 working days’ notice to the secretary of the Corporation (the “**Secretary**”). Media wishing to attend shall give at least 2 working days’ notice to the Secretary.

(c) Conduct During the Meeting

Members of the public and the media may be asked to identify themselves. Recording devices, videotaping, and photography are prohibited. The chair of the Board (the “**Chair**”) has control over the meeting process and may require anyone who displays disruptive conduct to leave the meeting.

(d) Agendas and Board Materials

Agendas for the public portion of Board meetings shall be made available on the Corporation's website. Supporting or presentation materials will be distributed only to the Board unless otherwise determined by the Board.

(e) Minutes

Minutes of each meeting of the Board shall be recorded by the Secretary and the minutes of the public portion of any meeting shall be made publicly available on the Corporation's website a reasonable period of time following each meeting.

(f) Delegations and Presentations

Individuals who wish to address the Board must adhere to the following procedures, unless otherwise determined by resolution of the Board:

- i. Written notice of the request to address the Board meeting must be provided to the Secretary no later than 2 working days prior to the meeting date.
- ii. Requests will be granted (in order of receipt) if approved by the Chair.
- iii. The Board may limit the number of presentations at any one meeting.
- iv. If granted permission to address the Board, an individual is limited to 5 minutes of speaking time.
- v. An individual may not address the Board on the same issue more than twice in any 12-month period.
- vi. The Board is not obligated to grant a request to address the Board, and the Board is not obligated to take any action on the presentation it receives.

4. IN-CAMERA MEETINGS

(a) Matters Which Require In-Camera Meeting

Under the *Municipal Act*, in-camera meetings must be held where the following subject matter is to be discussed:

- a request under the *Municipal Freedom of Information and Protection of Privacy Act*; or
- an ongoing investigation respecting the Board by the Ombudsman appointed under the *Ombudsman Act*.

The Board may also hold in-camera meetings where the following subject matter will be discussed:

- the security of the property of the Corporation;
- personal matters about an identifiable individual including the Corporation's employees;
- a proposal or pending acquisition of real property for Board purposes;
- labour relations or employee negotiations;
- litigation or potential litigation affecting the Corporation;
- advice that is subject to solicitor-client privilege including communications necessary for that

- purpose;
- a matter that can be considered in private under a statute;
- information explicitly supplied in confidence to the Board by the Crown, a province, territory, or a Crown agency;
- a trade secret or scientific, technical, commercial, or financial information that belongs to the Corporation and has monetary value or potential monetary value;
- a position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board;
- the meeting is held for the purpose of educating or training the members of the Board and no member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board;
- patient- or donor-specific matters;
- matters relating to a Board member or prospective Board member;
- contract matters including negotiations or disputes;
- matters relating to real (in addition to acquisitions) or personal property, if the Board considers the disclosure might reasonably be expected to harm the interests of the Corporation;
- other matters that a majority of the Directors of the Corporation believe might be prejudicial to an individual or to the best interests of the Corporation if disclosed; or
- consideration of whether an item is to be discussed in-camera.

(b) Procedure to Move In-Camera

The Chair may order that the meeting move in-camera. Any Director may move a motion that the Board resolve to deal with a matter in-camera including the grounds relied upon to meet in-camera. If such a resolution is seconded, a vote will be taken and if a majority of the Board so decides, the business shall be dealt with in-camera.

If the Board moves in-camera, all persons other than Directors (including public, media and staff) shall leave the meeting unless expressly invited to remain by the Chair.

(c) In-Camera Meeting Procedures

The chair of any in-camera meeting will be the Chair, and the Secretary will keep or cause to be kept the in-camera minutes, unless circumstances require that either or both also be absent. In those cases, the Directors present at the respective in-camera meeting will select a chair and/or secretary for the in-camera portion of such meetings. In the absence of a Secretary, the Chair is responsible for ensuring that minutes of in-camera meetings are duly kept.

The Medical Officer of Health shall participate in all in-camera meetings of the Board, except where compensation or performance of the Medical Officer of Health will be discussed, unless otherwise permitted by the Board.

Minutes of all in-camera meetings are required and should include, at a minimum, the following:

- the place, date and start time of the meeting;
- the persons present;
- who served as chair and secretary;

- the text of all resolutions;
- advice received by the Board;
- the results of votes on all resolutions that require recorded voting;
- any formal objections of Directors; and
- the time at which the Board resolved to resume an open meeting.

In-camera meeting minutes shall be distributed to Directors but not shared beyond the Corporation or posted online.

5. Amendment

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Agenda Setting Policy

1. PURPOSE

This board of directors of the Corporation (the “**Board**”) wishes to provide an efficient process for approval of regular or routine issues that come before the Board or matters where no debate is anticipated to ensure the effectiveness of Board meetings.

2. SCOPE

This policy applies to each agenda prepared for a meeting of the Board.

3. REGULATION

(a) Content of Agenda

The agenda for board meetings will distinguish between the following types of matters:

- Decision;
- Discussion; and
- Information.

Only decision items will require a motion, seconder and a vote.

Items requiring a decision that are expected to require no discussion or debate (i.e. routine or informational matters) may, at the chair's option, be placed on the agenda under the heading ‘consent agenda’.

Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. Board members should review the consent agenda items prior to the meeting on the expectation that no discussion will take place during the board meeting.

(b) Approval of Agenda

The agenda will be approved by the Board at the beginning of each meeting.

Members of the Board may request that matters be added, deleted or that the order of items be moved and the chair shall make a decision on each such request. Any such decision may be subject to challenge and reversed by the Board.

Items may be moved out of the consent agenda section at the request of any member of the Board prior to approval of the agenda. No motion or vote of the Board is required with respect to a request to move an item out of the consent agenda.

Where a member of the Board requests that an item be moved out of the consent agenda section, the chair shall decide where to place that item on the agenda, but not whether or not to remove the item from the consent agenda.

Where only one item in a committee report does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items in the report shall remain in the consent agenda.

Approval of the agenda by the Board constitutes approval of each of the items listed under the consent agenda portion of the meeting. No separate vote to approve the consent agenda portion is required, however meeting minutes shall separately report and reflect each resolution evaluated on consent.

(c) Minutes

Minutes of the meeting will include the full text of resolutions adopted under the consent agenda portion of the meeting.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Board Chair and Vice-Chair Selection, Role and Board Spokesperson Policy

1. PURPOSE

This policy provides guidelines to ensure that the selection process for the chair (the “**Chair**”) and vice-chair (“**Vice-Chair**”) of the board of directors of the Corporation (the “**Board**”) is systematic, transparent, accountable and fair.

2. SCOPE

This policy applies to the selection of the Chair, the Vice-Chair and the Board spokesperson.

3. REGULATION

(a) Process for Election of Chair

The incoming Chair shall be a current director of the Corporation (a “**Director**”), in accordance with the by-laws of the Corporation, and the selection of the Chair shall follow the steps as set out below:

- At the first Board meeting of a calendar year, the Medical Officer of Health of the Corporation (the “**MOH**”) shall call for nominations. Each nominee shall accept or decline the nomination.
- If more than one candidate is nominated and accepts the nomination, the MOH shall hold an election for the office by secret ballot. Each Director shall be entitled to cast one vote and the MOH shall tabulate the votes. The candidate who receives the most votes shall be elected the Chair.
- Where there is a tie vote, a second secret ballot will be given to the Directors and the same procedure set out above shall be followed with respect to the two directors subject to the tie vote. This process will be followed until one nominee receives a plurality of the eligible votes cast.
- The results of the election of the nominee for the office of incoming Chair shall be communicated to the Board by the MOH.

(b) Skills and Qualifications of Chair

It is desirable that the Chair possess the following qualities, skills, and experience:

- Proven leadership skills;
- Good strategic and facilitation skills; ability to influence and achieve consensus;

- Ability to act impartially and without bias and display tact and diplomacy;
- Effective communicator;
- Political acuity;
- Must have the time to continue the legacy of building strong relationships between the Corporation and stakeholders;
- Ability to establish trusted advisor relationships with the Medical Officer of Health and other board members;
- Governance and board-level experience in the sector;
- Outstanding record of achievement in one or several areas of skills and experience used to select board members.

(c) *Role of the Chair*

The Chair is the leader of the Board. The Chair is responsible for:

- ensuring the integrity and effectiveness of the Board’s governance role and processes;
- presiding at meetings of the Board;
- representing the Board within the Corporation and the Corporation to its stakeholders; and
- maintaining effective relationships with members of the Board, management and stakeholders.

(d) *Responsibilities of the Chair*

1. *Board Governance*

The Chair ensures the Board meets its obligations and fulfills its governance responsibilities. The Chair oversees the quality of the Board’s governance processes, including:

- ensuring that the Board performs a governance role that respects and understands the role of management;
- ensuring that the Board adopts an annual work plan that is consistent with the Corporation’s strategic directions, mission and vision;
- ensuring that the work of the Board committees (the “**Committees**”) is aligned with the Board’s role and annual work plan and that the Board

respects and understands the role of Committees and does not redo Committee work at the Board level;

- ensuring Board succession by ensuring that there are processes in place to recruit, select and train Directors with the skills, experience, background and personal qualities required for effective Board governance;
- ensuring that the Board and individual Directors have access to appropriate education;
- overseeing the Board's evaluation processes in place from time to time and providing constructive feedback to individual Committee chairs and Directors as required; and
- ensuring that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time.

2. *Presiding Officer*

The Chair is the presiding officer at Board meetings. As such, the Chair is responsible for:

- setting agendas for Board meetings in consultation with the MOH, and ensuring matters dealt with at Board meetings appropriately reflect the Board's role and annual work plan;
- ensuring that Board meetings are conducted according to applicable legislation, by-laws and that Board meetings are conducted according to the Board's governance policies and rules of order;
- facilitating and forwarding the business of the Board, including preserving order at Board meetings;
- encouraging input and ensuring that the Board hears all sides of a debate or discussion;
- encouraging all Directors to participate and controlling dominant Directors;
- facilitating the Board in reaching consensus;
- ensuring relevant information is made available to the Board meetings in a timely manner and that external advisors are available to assist the Board meetings as required; and
- ruling on procedural matters during Board meetings.

3. Relationships

- The Chair facilitates relationships with, and communication among Directors and between Directors and senior management.
- The Chair establishes a relationship with individual Directors, meeting with each Director at least once a year to ensure that each Director contributes his/her special skills and expertise effectively.
- The Chair provides assistance and advice to Committee chairs to ensure that they understand Board expectations and have the resources that are required for performance of their terms of reference.
- The Chair maintains a constructive working relationship with the MOH, providing advice and counsel as required. In particular:
 - The chair works with the MOH to ensure he or she understands Board expectations; and
 - The Chair ensures that MOH annual performance objectives are established, and that an annual evaluation of the MOH is performed.

4. Other Duties

- The Chair performs such other duties as the Board determines from time to time.

(e) Board Spokesperson

Unless otherwise specifically authorized by the Board, only the Chair or such other representative designated representative by the Chair, may speak on behalf of the Board with respect to all governance and operational matters.

Directors and employees shall be permitted to discuss programmatic and public health policies, provided that such representations are consistent with accepted positions and policies of the Board, unless otherwise directed by the Board.

(f) Media Contact and Public Discussion

News media contact and responses and public discussion of the Corporation's policies and affairs should only be made through the Board's authorized spokesperson(s). Any Director, officer, or non-Board committee member who is questioned by news reporters or other media representatives should refer such individuals to the Board's authorized spokesperson(s).

(g) *Process for Election of Vice-Chair*

The incoming Vice-Chair shall be a current director of the Corporation (a “**Director**”), in accordance with the by-laws of the Corporation, and the selection of the Vice-Chair shall follow the steps as set out below:

- At the first Board meeting of a calendar year, the Chair shall call for nominations.
- Each nominee shall accept or decline the nomination.
- If more than one candidate is nominated and accepts the nomination, the Chair shall hold an election for the office by secret ballot. Each Director shall be entitled to cast one vote and the Chair shall tabulate the votes. The candidate who receives the most votes shall be elected the Vice-Chair.
- Where there is a tie vote, a second secret ballot will be given to the Directors and the same procedure set out above shall be followed with respect to the two directors subject to the tie vote. This process will be followed until one nominee receives a plurality of the eligible votes cast.
- The results of the election of the nominee for the office of incoming Vice-Chair shall be communicated to the Board by the Chair.

(h) *Skills and Qualifications of the Vice-Chair*

It is desirable that the Vice-Chair possess the following qualities, skills, and experience:

- All of the personal attributes required of a Director;
- Leadership skills;
- Strategic and facilitation skills;
- Ability to effectively influence and build consensus within the Board;
- Ability to establish a trusted advisor relationship with the Chair and other Directors;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, senior management and stakeholders; and
- Record of achievement in one or several areas of skills and expertise required within the Board.

(i) *Role of the Vice-Chair*

The Vice-Chair shall assume the duties of the Chair in his or her absence. If the Chair is unable to represent and be a spokesperson for the Corporation due to a real, potential or perceived conflict of interest, the Vice-Chair will fulfil this responsibility.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Strategic Planning & Stakeholder Relations Policy

1. PURPOSE

The board of directors of the Corporation (the “**Board**”) is responsible for the overall governance of the affairs of the Corporation and its strategic planning. In order to fulfill the objects of the Corporation, each director of the Corporation (“**Director**”) must discharge his or her duties effectively. This policy sets out the Board’s responsibilities to develop the Corporation’s strategic plan and the requirements for regular Board level and individual Director performance evaluations to ensure that the Board is functioning effectively to facilitate the achievement of the Corporation’s strategic plan.

2. SCOPE

This policy applies to the Board and each of its Directors.

3. REGULATION

(a) Strategic Planning

The Board participates in the formulation and adoption of the Corporation’s mission, vision and values.

The Board ensures that the Corporation develops and adopts a strategic plan that is consistent with its mission and values, and which will enable the organization to realize its vision. The Board participates in the development of, and ultimately approves, the strategic plan. The strategic plan will incorporate measurable objectives and actions to achieve the Corporation’s mission.

The Board oversees operations for alignment with the strategic plan and strategic directions.

The Board receives regular briefings or progress reports on the implementation of strategic directions and initiatives.

The Board ensures that its decisions are consistent with the strategic plan and the mission, vision and values unless there is a sound rationale to do otherwise.

The Board will:

- engage with senior management in developing the strategic plan;
- direct management to report on a regular basis the progress that is being made relative to the strategy and the overall plan;
- ensure that the Corporation’s structure and operations fulfill the attainment of the strategic plan; and

- review the Corporation's strategic plan every year and update the strategic plan every 4 years, or as otherwise determined by the Board.

(f) Oversee Stakeholder Relationships

The Board identifies the organization's stakeholders and understands accountability to stakeholders.

The Board ensures that the organization appropriately communicates with stakeholders in a manner consistent with accountability to stakeholders and to promote engagement.

The Board contributes to the maintenance of strong stakeholder relationships.

The Board performs advocacy on behalf of the Corporation with stakeholders where required, in support of the mission, vision, values and strategic directions of the organization.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Performance Policy

1. PURPOSE

In order to fulfill the objects of the Corporation, each director of the Corporation (“**Director**”) must discharge his or her duties effectively. This policy sets out the requirements for regular Board level and individual Director performance evaluations to ensure that the Board is functioning effectively to facilitate the achievement of the Corporation’s strategic plan.

2. SCOPE

This policy applies to the Board and each of its Directors.

3. REGULATION

(a) Framework for Performance Oversight

The Board is responsible for establishing a framework for monitoring and assessing performance in areas of Board responsibility, including:

- Fulfillment of the strategic directions in a manner consistent with the mission, vision and values;
- Oversight of the performance of the Medical Officer of Health (“**MOH**”);
- Quality of programs and patient services;
- Financial conditions and risks;
- Stakeholder relations; and
- The Board’s own effectiveness

The Board recruits, appoints and supervises the Medical Officer of Health and Chief Executive Officer (the “**MOH**”) by:

- Developing and approving the MOH’s job description;
- Undertaking an MOH recruitment process and selecting the MOH;
- Reviewing and approving the MOH’s annual performance goals;
- Reviewing MOH performance and determining MOH compensation;
- Ensuring succession planning is in place for the MOH; and

- Exercising oversight of the MOH's development of senior management as part of the MOH's annual review.

The Board ensures that the MOH has identified appropriate measures of performance for the management team. This requirement shall not be interpreted to permit any Director to individually oversee any staff of the Corporation or to become directly involved in operational matters.

(b) Board and Individual Director Evaluation

The Board will endeavor to use an evaluation protocol at least every two years, to ensure continuous improvement. The evaluation will examine the processes and structure of the Board as a whole. The Board evaluation process will also ensure continuous improvement of individual Directors. Each Director will participate in a confidential evaluation of the performance of the Board as a whole and of his/her own performance as a Director. Template evaluations are set out at Schedule A and B and may be used by the Board from time to time.

Respondent anonymity will be respected; survey respondents will not be required to identify themselves. External resources may be used as appropriate to ensure an effective process.

The chair will provide a summary report of the evaluation of the Board as a whole to the Board including key issues to be addressed, if any, to ensure continuous improvement of the Board, as a whole.

The chair will provide feedback to individual Directors on their performance.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SCHEDULE A

Board Performance Evaluation

A. EVALUATION

1. Board meetings are organized properly in frequency, timing and location.	0 1 2 3 4 5 <input type="text"/>
Comments:	
2. Directors have the opportunity to provide input to meeting agendas.	0 1 2 3 4 5 <input type="text"/>
Comments:	
3. There are agenda items that should appear on a regular basis that are not currently being included.	0 1 2 3 4 5 <input type="text"/>
Comments:	
4. Time at Board meetings is used effectively.	0 1 2 3 4 5 <input type="text"/>
Comments:	
5. Presentations to the Board are of the appropriate length and content.	0 1 2 3 4 5 <input type="text"/>
Comments:	

6. Meetings are sufficiently focused on important matters of concern to the Board.	0 1 2 3 4 5 <input type="text"/>
Comments:	
7. The Board receives appropriate material for Board meetings.	0 1 2 3 4 5 <input type="text"/>
Comments:	
8. Board material is distributed far enough in advance to allow adequate preparation.	0 1 2 3 4 5 <input type="text"/>
Comments:	
9. The Board has the necessary information to resolve issues promptly and confidently.	0 1 2 3 4 5 <input type="text"/>
Comments:	
10. The issues presented by management reflect the current priorities of the Board.	0 1 2 3 4 5 <input type="text"/>
Comments:	

11. The appropriate issues are presented in a timely fashion.	0 1 2 3 4 5 <input type="text"/>
Comments:	
12. You are apprised sufficiently of significant issues, changes and problems which affect the Corporation's operations.	0 1 2 3 4 5 <input type="text"/>
Comments:	
13. Enough time at Board meetings is spent on general discussion.	0 1 2 3 4 5 <input type="text"/>
Comments:	

B. SUMMARY

1. On a scale of 1 to 10, using your own personal criteria, please rate Board performance over the past year. (Note: 1 is Unacceptable, 10 is Excellent)	<input type="text"/>
Comments:	
2. Do you have any suggestions to improve the way the Board functions?	
Comments:	

C. SUGGESTIONS FOR IMPROVEMENT

List top three priorities requiring attention in order for the Board of Directors to function more effectively.

1.	
2.	
3.	

SCHEDULE B
INDIVIDUAL DIRECTOR EVALUATION

A. Self-Evaluation

I have been a Director of the Corporation for: _____ years.

I. Board Activity

1. I understand the statutory and fiduciary responsibilities of a Director.	0 1 2 3 4 5 <input type="text"/>
Comments:	
2. I am able to use my abilities and experience constructively.	0 1 2 3 4 5 <input type="text"/>
Comments:	
3. I am available as a resource to Management and the Board.	0 1 2 3 4 5 <input type="text"/>
Comments:	
4. I bring ideas to the Board with a willingness for discussion and criticism.	0 1 2 3 4 5 <input type="text"/>
Comments:	

II. Preparation and Attendance

1. I thoroughly prepare for each Board and Committee meeting and am fully aware of all issues that are to be discussed.	0 1 2 3 4 5 <input type="text"/>
Comments:	
2. I have satisfied myself that I have the information necessary for decision making.	0 1 2 3 4 5 <input type="text"/>
Comments:	

III. Communication

1. I participate fully and frankly in the deliberations and discussions of the Board.	0 1 2 3 4 5 <input type="text"/>
Comments:	
2. My input is focused on policy, strategy and future planning.	0 1 2 3 4 5 <input type="text"/>
Comments:	

3. I ensure my opinion is known on critical matters requiring an objective opinion.	0 1 2 3 4 5 <input type="text"/>
Comments:	
4. I advise the Chair when I plan to introduce significant and previously unknown information or material at a Board meeting.	0 1 2 3 4 5 <input type="text"/>
Comments:	
5. When appropriate, I communicate constructively with the Chair between meetings.	0 1 2 3 4 5 <input type="text"/>
Comments:	
6. I am an effective ambassador and representative of the Corporation.	0 1 2 3 4 5 <input type="text"/>
Comments:	
7. I respect the opinions and ideas of other Board members.	0 1 2 3 4 5 <input type="text"/>
Comments:	

8. I am familiar with the mandate of the Corporation and general trends and developments in the industry.	0 1 2 3 4 5 <input data-bbox="1256 260 1377 315" type="text"/>
Comments:	
9. I am satisfied with my performance as a Board member.	0 1 2 3 4 5 <input data-bbox="1256 575 1377 630" type="text"/>
Comments:	

B. DIRECTOR PEER EVALUATION

The goal of Director Peer Feedback process is to provide, on a confidential basis, candid feedback on individual Directors. Such feedback will enable Directors to enhance their individual contributions to Board and committee work.

<p>Please use the following scale to rate your colleague:</p> <p>3 - Outstanding: exceptional contribution in this regard</p> <p>2 - Fully satisfactory: no improvement required</p> <p>1 - Improvement required</p>	<p>Director: •</p>	
<p>1. Evidences diligent preparation for meetings and has well-formulated questions.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	
<p>2. Contributes meaningfully and knowledgeably to Board discussions.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	
<p>3. Thinks strategically in evaluating direction and operations.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	
<p>4. Demonstrates financial literacy.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	
<p>5. Appropriately questions data and information presented to the Board for its deliberations.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	
<p>6. Effectively applies his/her knowledge, experience and expertise to issues confronting the Corporation.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	
<p>7. Willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation; exercises independent judgment.</p>	<p>0 1 2 3</p> <p><input type="text"/></p>	

8. Communicates persuasively and logically; voices concerns; raises tough questions in a manner that encourages open discussion.	0 1 2 3 <input type="text"/>
9. Listens effectively to others' ideas and viewpoints.	0 1 2 3 <input type="text"/>
10. Asks value-adding and appropriately timed questions.	0 1 2 3 <input type="text"/>
11. Willing to be accountable for and bound by Board decisions.	0 1 2 3 <input type="text"/>
12. Demonstrates high ethical standards.	0 1 2 3 <input type="text"/>
13. Team player - works effectively with fellow Directors.	0 1 2 3 <input type="text"/>
14. Manages conflict constructively; willing to change his/her point of view.	0 1 2 3 <input type="text"/>
15. Available when needed; accessible and approachable.	0 1 2 3 <input type="text"/>
16. Overall, makes a valuable contribution to the functioning of the Board.	0 1 2 3 <input type="text"/>

GENERAL COMMENTS:

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Director Remuneration and Expenses Policy

1. PURPOSE

The Corporation shall pay the directors of the Corporation (the “Directors”) remuneration and shall reimburse expenses related to the Director’s role on the board of Directors of the Corporation (the “Board”) in accordance with the *Health Protection and Promotion Act*. Directors are encouraged to attend Board meetings, committee meetings, conferences and educational events as reasonably required to discharge their duties and will be reimbursed for related expenses.

2. SCOPE

This policy applies to all Directors.

3. REGULATION

(a) Remuneration

In accordance with the *Health Protection and Promotion Act*, the Corporation shall pay each Director remuneration on a daily basis and each Director shall be paid the same rate, not exceeding the highest rate of remuneration of a member of a standing committee within a municipality within the geographic region served by the Corporation. The Board shall pass a resolution annually to confirm the rate of remuneration for the Directors.

The appointees from the Cities of Orillia and Barrie are deemed to receive per diems and these deemed per diems are refunded at year-end to their respective municipalities.

The calculation of the remuneration rate for members of the Corporation shall include the cost of all extended benefits received by the Directors.

(b) Expense Reimbursement

Directors shall be reimbursed for reasonable expenses directly related to his/ her role as a Director or incurred for the benefit of the Corporation in accordance with the applicable policies of the Corporation.

Travel claims and any other expenses should be submitted using the appropriate forms to the Secretary of the Board at the end of each calendar month. Claims will be reviewed and signed off by the chair of the Board for reimbursement the following calendar month. The Corporation shall not advance funds to Directors for any expenses.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Board Orientation and Continuing Education Policy

1. POLICY

The board of directors of the Corporation (the “**Board**”) is committed to ensuring that each new Board member is provided with a comprehensive program of orientation related to the Corporation’s role and the Board’s governance approach and processes and has access to continuing education to enhance his/her effectiveness as a director of the Corporation (a “**Director**”).

2. SCOPE

This policy applies to each Director of the Board.

3. REGULATION

(a) Board Orientation

New Director orientation will take place as soon as possible after the appointment of a Director. An orientation session will include:

- an introduction to the Corporation, including a meeting with the Medical Officer of Health of the Corporation, chair of the Board, and other members of the senior management team;
- an overview of Director roles and responsibilities, management roles and responsibilities, and Board/staff relationships; and
- assignment of mentor.

In addition, each new Director will be provided with a Board orientation manual which shall include, among other items:

- the Corporation’s mandate;
- the Corporation’s by-laws;
- a list of current Directors and their coordinates;
- Duties, obligations and expectations of individual Directors – Director position description
- Board policies including:
 - Board code of conduct;

- Conflict of interest;
- Confidentiality;
- Expense reimbursement;
- Strategic planning and evaluation;
- Such other policies required under statute or regulation or as determined by the Board to be relevant
- Relevant legislation including:
 - *Local Health System Integration Act*;
 - *Health Protection and Promotion Act*;
 - *Excellent Care for All Act*;
 - *Municipal Act*;
 - *Patients First Act, 2016*; and
 - *Ontario Public Health Standards: Requirements for Programs, Services and Accountability*.

(b) *Annual Attestation*

Each Director must sign an annual attestation in the form set out in Schedule A, or any other form as approved by the Board.

(c) *Continuing Education*

The Board shall commit financial resources to ensure that its Directors are offered continuing education opportunities and are reimbursed for expenses related to such opportunities. Each Director is expected to participate in continuing education opportunities.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SCHEDULE “A”
Form of Annual Director Declaration and Consent

To: **Simcoe Muskoka District Health Unit** (the “Corporation”)
And To: The Directors thereof

Consent

I consent to act as a Director of the Corporation.

I consent to the participation by any Director or member of a committee at a meeting of the board or a committee of the board by such telephone, electronic or other communication facilities as are permitted under applicable legislation.

Compliance with Policies and Codes

I confirm that I have read and am familiar with the following governance policies and codes of conduct which have been approved by the board (collectively the “**Policies and Codes**”):

- Board Code of Conduct
- Board Policy on Confidentiality
- Conflict of Interest Policy
- Position Description for Directors
- Director Meeting Attendance Policy
- Agenda Setting Policy
- Officer Selection and Board Spokesperson Policy
- Strategic Planning and Director Performance Policy
- Director Remuneration and Expenses Policy
- Board Orientation and Continuing Education Policy
- Local Health Integration Network Linkages Policy
- Stakeholder Relations and Partnership Building Policy
- Policy Regarding Delegation of Duties of the Medical Officer of Health
- Privacy and Security, Data Collection and Records Management Policy

I agree to comply with the Policies and Codes, operational and statutory policies of the Corporation, the by-laws of the Corporation and such other policies of the Corporation that are applicable to the board.

Conflicts

In accordance with the conflict of interest policy and the by-laws of the Corporation, I make the following declaration:

I have an interest, directly or indirectly, in the following entities or persons which includes entities in which I am a Director or officer:

1. [Insert name.]
2. [Insert name.]
3. [Insert name.]

This declaration is a general notice of interest pursuant to the by-laws and applicable legislation and accordingly, I should be regarded as interested in any contract made or transaction with any of the above entities or persons.

I acknowledge that this declaration is in addition to my obligations to comply with the conflict of interest policy and the by-laws in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

Dated this _____ day of _____, 20__.

SIGNED, SEALED AND DELIVERED

<i>In the presence of:</i>)	
)	
_____)	_____
<i>Signature of Witness</i>)	<i>Signature</i>
)	
_____)	_____

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Local Health Integration Network Linkages Policy

1. PURPOSE

The Corporation recognizes that it is important to collaborate and ensure consistent touchpoints with the North Simcoe Muskoka Local Health Integration Network and Central Local Health Integration Network (collectively the “**LHINs**”).

2. SCOPE

This policy applies to the board of directors of the Corporation (the “**Board**”) and is intended to provide direction to the Medical Officer of Health of the Corporation (the “**MOH**”).

3. REGULATION

Formal linkages between the Corporation and the LHINs are required by statute, including:

- (a) under the *Local Health System Integration Act, 2006*, the Corporation shall provide the LHINs with advice with respect to developing its integrated health services plan;
- (b) under the *Health Protection and Promotion Act*, the MOH shall consult with the chief executive officer of each of the LHINs (the “**LHIN CEOs**”) with respect to the issues relating to local health system planning, funding and service delivery.

In order to fulfill such statutory obligations, each LHIN CEO and the MOH shall meet at least 1 time annually to discuss the foregoing issues, in addition to any other matters the applicable LHIN or the Board determine to be relevant. The MOH shall report in writing to the Board at least annually with respect to the matters discussed with the LHIN CEOs.

The MOH and the Board shall comply with the requirements under the *Board of Health and Local Health Integration Network Engagement Guideline, 2018*, as amended from time to time and shall collaborate with the LHIN CEOs on an ongoing basis to identify opportunities to improve public health.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Stakeholders Relations and Partnership Building Policy

1. PURPOSE

This policy is established in accordance with the *Ontario Public Health Standards: Requirements for Programs, Services and Accountability*.

It is important that the Corporation is seen as an important and integral part of the community, engaged with a broad cross-section of community stakeholders, associations, employers, patients and individuals. Through ongoing, purposeful and proactive relationship-building with key constituents, the credibility and public image of the Corporation is enhanced, encouraging support for the Corporation and any initiatives undertaken by it.

2. SCOPE

This policy shall guide the involvement of the board of directors of the Corporation (the “Board”) with key stakeholder groups.

The Board will ensure that linkages are established with 3 key groups including:

- individuals, families and community partners within the municipalities served by the Corporation
- North Simcoe and Muskoka Local Health Integration Network and the Central Local Health Integration Network (collectively the “LHINS”)
- Ministry of Health and Long-Term Care (“MOHLTC”) and the Ministry of Children, Community and Social Service (“MCCSS”)

Organizations with which the Corporation currently has formal strategic alliances may also be considered in Board deliberations.

3. REGULATION

(a) *Patient, families and local community partners*

The interests of individuals, families and local community being served are of the utmost importance. The Board must therefore take into account the public interest when making any decisions. It is the policy of this Board to ensure that the individuals and families in the municipalities served by the Corporation, the County of Simcoe, City of Barrie, City of Orillia and The District Municipality of Muskoka, are consulted about whether and how well their needs are being met. It is the responsibility of the Medical Officer of Health to ensure an administrative process is put in place to achieve this and to ensure that the information is collected and is used to improve the outcomes of the services and programs of the Corporation. The Corporation will link with families and community members with whom it can reasonably connect and who also have a

perspective on the Corporation and its scope of work. The Corporation shall partner with businesses, municipalities, schools, childcare centres, workplaces and healthcare and long term care facilities to deliver programs and services.

We will continually seek feedback from these partners to ensure that the Corporation has a broad reach and the Corporation is effective as possible in fulfilling its role. We will also measure, monitor and report on the activities and achievements of Board and assess the results to demonstrate value and contribution of public health.

(b) *LHINs and MOHLTC*

The Board believes its role as it relates to the LHINs and the MOHLTC/MCCSS includes the following:

- i. Developing ongoing awareness of key government initiatives, and public policy direction in health care
- ii. Informing the government and other appropriate elected officials of the necessary supports and resources the Corporation requires to achieve the desired outcomes
- iii. Providing information, input and/or reaction to government policy and legislation as required to achieve the desired outcomes, independently or collectively with other health service providers or stakeholders.
- iv. Regular reporting to the MOHLTC/MCCSS on program indicators, finances, and local challenges/issues in meeting outcomes as well as year-end reporting on the affairs and operations, including performance on requirements (programmatic and financial), delivery of quality public health programs and services, practice of good governance, and compliance with various legislative requirements.

Please see the Local Health Integration Network Linkages Policy for further details regarding the formation of linkages with the LHIN.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Policy Regarding the Designation of Senior Leadership Positions

1. PURPOSE

This policy is established in accordance with the *Ontario Public Health Standards: Requirements for Programs, Services and Accountability*, which requires the board of directors of the Corporation (the “**Board**”) to appoint a nurse to the role of Chief Nursing Officer (“**CNO**”) who shall be responsible for nursing quality assurance and nursing practice leadership. This policy also permits the Board to appoint employees in specified professions to the role of “Senior Leader Designate.”

2. SCOPE

This policy applies to appointments of the Board with respect to Chief Nursing Officer and Senior Leader Designate positions.

3. REGULATION

The Board shall appoint a nurse employed by the Corporation to the position of CNO and may appoint individuals employed by Corporation in each of the following professions to the position of Senior Leader Designate:

- Dentistry;
- Dental hygiene;
- Dietetics
- Medicine; and
- Health inspection.

The Board shall, at its discretion, establish position descriptions for the CNO and Senior Leader Designate positions as required. The Board shall review the performance of the appointees to such positions from time to time and may remove any appointee from a CNO or Senior Leader Designate position by resolution of the Board.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Policy Regarding Delegation of Duties of the Medical Officer of Health

1. PURPOSE

This policy is established in accordance with the *Ontario Public Health Standards: Requirements for Programs, Services and Accountability* to provide adequate coverage and delegation of duty where the Medical Officer of Health of the Corporation (“**MOH**”) is temporarily absent for one or more days.

5. REGULATION

(a) Appointment of Medical Officer of Health and Associate Medical Officers of Health

In accordance with the *Health Promotion and Protection Act* (the “**HPPA**”), the Board shall appoint a full-time MOH. In addition, the Board shall, at its discretion, appoint Associate Medical Officer(s) of Health (each an “**Associate MOH**”).

Each Associate MOH, under the direction of the MOH, shall assist in the performance of the duties of the MOH in his/ her capacity as MOH, as set out under the HPPA. For greater certainty, the duties of the MOH is his/ her capacity as Chief Executive Officer of the Corporation (the “**CEO**”) shall be delegated in accordance with section (d).

(b) Delegation of MOH Duty During Absences

Where the office of MOH is vacant or the MOH is absent or unable to act for any reason, the Associate MOH shall act as and have all the powers of the MOH. Where there are two or more Associate MOHs, the MOH shall determine how his/ her duties shall be delegated between the Associate MOHs. Where the MOH is unable or unwilling to make such delegations, the Board, by resolution, shall set out the delegation of duties.

Where the office of MOH is vacant or the MOH is absent or unable to act for any reason and there is no Associate MOH or the Associate MOH(s) is/are also absent or unable to act, the Board shall appoint a physician as acting Medical Officer of Health (the “**Acting MOH**”). An Acting MOH shall perform the duties and has authority to exercise the powers of the MOH.

The MOH and Associate MOH of the following neighbouring health units shall be eligible to serve as Acting MOH in the short term absence of the MOH and Associate MOH(s), subject to the approval of the Board:

- i. Grey-Bruce Health Unit;
- ii. Durham Regional Health Department;
- iii. Haliburton, Kawartha, Pine Ridge District Health Unit;

- iv. North Bay Parry Sound District Health Unit;
- v. Peel Regional Health Department;
- vi. Wellington-Dufferin-Guelph Health Unit;
- vii. York Regional Health Department; or
- viii. A licensed and practicing physician.

The MOH and/or the CEO Delegate (as defined below) shall establish an Acting MOH coverage schedule for any absence of the MOH and Associate MOH(s).

(c) *Written Delegation of MOH Duty*

Where the MOH delegates his/ her duties to an Associate MOH or Acting MOH for a period of up to 5 days, such delegation shall be provided in writing to the chair of the Board. Where the period of coverage is longer than 5 days, the MOH shall notify the Board in writing. Where the position of MOH has been vacated, the Board shall delegate MOH duties by Board resolution to an Associate MOH or Acting MOH.

(d) *Delegation of CEO Duty During Absence*

Where the MOH is absent or unable to act for any reason for a period of time up to 5 days, the MOH shall delegate his/ her CEO duties to a member of Senior Management (the “**CEO Delegate**”) at his/ her discretion and such delegation shall be provided in writing to the chair of the Board. Where the period of coverage is longer than 5 days, the MOH shall notify the Board in writing. The CEO Delegate shall act as the CEO and shall have all the administrative powers of the CEO. Where the position of MOH has been vacated, the Board shall delegate CEO duties by Board resolution.

6. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Budget and Expenditure Policy

1. PURPOSE

In accordance with the *Ontario Public Health Standards: Requirements for Programs, Services and Accountability*, this policy establishes the guidelines and procedures with respect to budgeting and making expenditures.

2. SCOPE

This policy applies to the preparation of the annual budget by the board of directors of the Corporation (the “**Board**”) and to all expenditures approved by the Board.

3. REGULATION

(a) Budget

The Board shall approve the Corporation’s annual operating and capital budget by conducting appropriate review and analysis, communicating with relevant stakeholders, and ensuring that the Corporation’s objectives are met.

Management must monitor expenditures in relation to the budget on a quarterly basis and prepare quarterly reports to be reviewed by the Board comparing actual expenditures to estimated expenditures, including an analysis of major variances. The Board must ensure that appropriate processes are in place to ensure that budget variances are quickly identified and investigated.

(b) Financial Administration Act Considerations

In accordance with the *Financial Administration Act*, the Board must use provincial funds allocated under the Accountability Agreement for the purpose for which they were allocated. The Board may not enter into any agreement or undertaking that would result in an obligation in excess of the allocation provided under its Accountability Agreement with the Ministry of Health and Long-Term Care (the “**Accountability Agreement**”).

The Board must additionally ensure that appropriate management systems are in place to measure the efficiency and effectiveness of its programs and services, and to maintain budgetary control so that expenditures do not exceed the Corporation’s allocation of funds under its Accountability Agreement or municipal funding.

(c) Surpluses and Deficits

i. Surplus Position

Where any funds allocated under the Accountability Agreement have not been expended by the Corporation’s fiscal year end, the allocation will lapse and such funds must be returned to the

Ministry of Long-Term Health and Care, unless otherwise permitted. Surplus municipal funds shall be carried forward to the following year.

ii. Reserve Funds

The Board shall maintain a sick leave reserve fund, contingency reserve fund and capital reserve fund in accordance with applicable laws and at its discretion. The total value of the contingency reserve fund at the end of any one year is to be no more than 5% of the Corporation's annual approved public health budget and the value of the capital reserve fund shall not exceed \$750,000, unless otherwise authorized by resolution of the Board. In accordance with the *Municipal Act*, the Board may establish additional reserve funds for any purpose for which it has the authority to spend money. Each reserve fund is to be accounted for separately in the general ledger of the Corporation and is subject to a yearly audit.

iii. Emergency Situations

In emergency situations where the Board incurs additional expenses for which it did not provide for in its budget and for which it has not established or maintained an adequate reserve fund, the Board may:

- send out written notice to obligated municipalities to request additional funding or request a grant at the discretion of the Ministry of Health and Long-Term Care, as permitted under the *Health Protection and Promotion Act*;
- borrow funds in accordance with the Board's Borrowing Policy.

(d) Financial Management and Oversight Processes

The Board shall manage the funds received from the Ministry of Long-Term Health and Care in accordance with the terms and conditions of the Accountability Agreement. The Board shall conduct ongoing risk assessments to identify potential gaps in funding and any other financial risks in connection with the management and use of such funds. In addition, the Board shall establish mitigation strategies to address any risks identified in accordance with the Board's Risk Management Policy.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Banking, Borrowing and Investment Policy

1. PURPOSE

The purpose of this policy is to ensure that directors and officers of the Corporation are aware of, and comply with, the requirements, guidelines and processes governing the financing of the business and affairs of the Corporation.

2. SCOPE

This policy applies to all decisions made by the board of directors of the Corporation (the “**Board**”) with respect to banking, borrowing and investment.

3. REGULATION

(a) Banking

The Board shall approve any federally/ provincially regulated financial institution(s) in good standing with which the Corporation wishes to conduct business.

(b) Borrowing

The Board, in accordance with the by-laws of the Corporation, is authorized to:

- i. borrow money on the line of credit of the Corporation;
- ii. issue, sell or pledge securities (including bonds or debentures, notes or other similar obligations, secured or unsecured) of the Corporation; and
- iii. charge, mortgage or pledge any or all or any of the real or personal property of the Corporation , including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

The Corporation must obtain written consent from its obligated municipalities prior to securing any form of borrowing by providing security in its real property in accordance with the *Municipal Act*. For certainty, the Corporation may provide security in its personal property or choses in action without municipal consent. The Corporation may not provide security in its funding under its Accountability Agreement with the Ministry of Health and Long-Term Care.

(c) Lending

The Corporation shall not make any loans to a third-party unless authorized by Board resolution.

(d) *Investing*

Subject to the Board's supervision:

- i. the Medical Officer of Health of the Corporation (the "**MOH**") shall manage the operating funds of the Corporation with a view to maximizing interest generated on all accounts while ensuring appropriate liquidity such that funds are readily available to cover all foreseeable operating costs;
- ii. the MOH shall invest any surplus municipal funds of the Corporation in highly liquid, safe, short-term investments, with a view to maximizing interest while staggering maturity dates to allow expenditures in accordance with the Corporation's approved budget.

Where the surplus funds of the Corporation, which is defined as unallocated funds in excess of operating expenses, are greater than \$5,000,000, management is permitted to retain a competent, independent financial advisor from a reputable financial institution to assist with the investment of the funds.

The objective of this investment policy shall be to preserve the capital of the Corporation and avoid imprudent investments. Accordingly, the MOH/ investment committee, as applicable, shall be reasonable, prudent, ethical and conservative in its investment approach at all times.

(e) *Management of the Line of Credit of the Corporation*

Subject to the supervision of the MOH or his/her designate, the MOH or his/her designate shall delegate authority to manage and administer any line of credit maintained by the Corporation to a Director in accordance with the following principles:

- i. the balance of the line of credit shall be maintained at the lowest amount possible to minimize interest charges;
- ii. prior written approval of the Board shall be obtained prior to making: (i) any single transfer of funds from the line of credit exceeding \$25,000.00; or (ii) transfers of funds from the line of credit exceeding \$100,000.00 in the aggregate over a ninety (90) day period; provided that if circumstances are such that Board approval cannot be obtained in a timely manner, the Medical Officer of Health plus one of either the Board Chair or Board Vice Chair shall be delegated the authority to approve the transfer of funds instead of the Board, and the Board shall be informed of this approval at the Board's next regular meeting;
- iii. ensure that a list of the transactions related to the line of credit is included in the Corporation's quarterly reports of financial compliance to allow the MOH to review such transactions; and
- iv. ensure that each of the Board's quarterly financial statements includes a note listing (i) the balance of the line of credit as at the financial statement's date; (ii) the amount of funds drawn from the line of credit during the preceding quarter and the

purpose of such withdrawals; and (iii) the projected withdrawals from the line of credit for the next quarter and the purpose of such withdrawals.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Policy on the Sale of Other Disposition of Land

1. PURPOSE

The purpose of this policy is to establish clear guidelines to enable the sale or disposition of the Corporation’s land to ensure that adequate consideration is received for the land and the assets of the Corporation are properly protected.

2. SCOPE

This policy applies to any disposition of land of the Corporation.

3. REGULATION

- (a) Before authorizing the sale of any land owned by the Corporation, management shall procure at least 2 valuations from independent professional valuers of the land for the consideration of the board of directors of the Corporation (the “**Board**”), unless otherwise authorized by resolution of the Board.
- (b) The Corporation shall authorize the sale of disposition of land using a process which maximizes the proceeds of disposition, including but not limited to the following methods:
 - (i) Public auction, request for proposal or public tender;
 - (ii) Direct sale based on the receipt of a bona fide offer of purchase;
 - (iii) Land exchange;
 - (iv) Request for proposals or public tender; or
 - (v) such alternative method of disposal as the Board may deem appropriate in the circumstances.
- (c) The Board must comply with the Conflict of Interest Policy when considering the disposition of land and disclose any direct or indirect conflicts of interest with respect to the disposition.
- (d) The Board shall not dispose of any land which exceeds \$100,000 in value without the prior written consent of the Ministry of Health and Long-Term Care, in accordance with the Ontario Public Health Standards: Requirements for Programs, Services and Accountability.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Delegation of Authority and Execution of Agreements Policy

1. PURPOSE

The purpose of this policy is:

- (a) to establish clear guidelines to enable signing authorities to structure and manage their responsibilities in an effective and efficient manner;
- (b) to grant the board of directors of the Corporation (the “**Board**”) adequate internal controls to ensure the assets of the Corporation are properly protected; and
- (c) to ensure that risk management processes are in place to support effective and informed decision-making.

2. SCOPE

This policy applies to all written documents that create a legally binding commitment, and includes, but is not limited to, confidentiality agreements, credit agreements and other financing and security agreements, revenue generating or expenditure contracts, memoranda of understanding, licences, letters of agreement, letters of intent, purchase agreements, services contracts, or any other document which creates an obligation or which may be binding upon the Corporation (each an “**Agreement**”).

3. REGULATION

- (a) Any Agreement involving the Corporation which creates an obligation in an amount less than \$50,000.00 shall be signed by Medical Officer of Health of the Corporation (the “**MOH**”) or as he or she delegates to a senior member of the Corporation’s management.
- (b) Any Agreement involving the Corporation which creates an obligation in an amount greater than \$50,000.00 but less than \$100,000.00 shall be signed by the MOH.
- (c) Any Agreement involving the Corporation which creates an obligation in an amount greater than \$100,000.00 must be approved by the Board and may be signed by any director of the Board as approved by the Board. The Board may delegate approval authority for such Agreements to the MOH.
- (d) An Agreement that settles a legal claim by or against the Corporation which may affect the reputation of the Corporation must be brought to the attention of the Board by the MOH.

- (e) Transactions with unspecified monetary value that create a commitment on behalf of the Corporation shall be signed by the MOH.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Delivery of Programs and Services Policy

1. PURPOSE

This policy has been adopted in accordance with *Ontario Public Health Standards: Requirements for Programs, Services and Accountability* to ensure that the programs and services offered by the Corporation are delivered in a manner consistent with its Accountability Agreement with the Ministry of Health and Long-Term Care (“**Accountability Agreement**”) and any other statutory requirements or performance agreements applicable from time to time.

2. SCOPE

This policy applies to the delivery of all programs and services of the Corporation, which shall respond to the needs of the communities served by the Corporation.

3. REGULATION

The programs and services of the Corporation shall be delivered in a manner consistent with the Accountability Agreement and any other statutory requirements and/or performance agreements applicable from time to time.

The Board shall be authorized to enter into Multi-Jurisdictional Mutual Assistance Agreements from time to time to provide programs and services to, or receive assistance from, other public health units in the Province of Ontario in emergency circumstances.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Employee Hiring Policy

1. PURPOSE

This policy has been adopted in accordance with *Ontario Public Health Standards: Requirements for Programs, Services and Accountability* to ensure that consistent and equitable hiring practices are established and applied by the Corporation.

The Corporation is committed to the development, implementation and maintenance of employment and promotion policies, practices and procedures that result in and sustain a workforce that, at all levels, reflects, understands and responds to a diverse population.

2. SCOPE

This policy applies to all recruitment, selection, hiring, training and development of the Corporation’s employees.

3. REGULATION

The Corporation shall recruit and hire employees based on equitable hiring, employment and promotion practices. Systemic barriers to equitable recruitment, selection, hiring, training and development, career counselling, performance assessment and promotion shall be identified and eliminated.

Applicants for a posted job will be considered with respect to skill, ability, general aptitude, compatibility with the Corporation’s policies and procedures (including a commitment to equity and diversity), and any other factors that the hiring team determines are relevant.

There shall be equal employment opportunity provided for all individuals in relation without regard to:

- race;
- ancestry;
- place of origin;
- colour;
- ethnic origin;
- citizenship
- creed;

- sex;
- sexual orientation;
- gender identity;
- gender expression;
- age;
- record of offences;
- marital status;
- family status; and
- disability

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Client Service Standard

1. PURPOSE

The Corporation is committed to the principles and goals of the *Accessibility for Ontarians with Disabilities Act, 2005* (“AODA”) and the Customer Service Standards set out in the *Integrated Accessibility Standards for Customer Service Regulation* (“Customer Service Standards”). The purpose of this Policy is to outline the practices and procedures approved by the Corporation in order to meet its obligations under the AODA and specifically, the Customer Service Standards.

2. SCOPE

The Corporation is committed to excellence in serving all members of the public, including persons with disabilities, and will use reasonable efforts to ensure that its policies, practices and procedures are consistent with the following principles:

- a) The Corporation’s programs, services and facilities are provided in a manner that respects the dignity and independence of persons with disabilities;
- b) The provision of the Corporation’s programs, services and facilities to persons with disabilities and others are integrated to the extent possible, unless an alternate measure is necessary, whether temporarily or on a permanent basis, to enable a person with a disability to obtain, use or benefit from the services;
- c) Persons with disabilities are given an opportunity equal to that given to others to obtain, use or benefit from the Corporation’s services; and
- d) The Corporation communicates with persons with disabilities in a manner that takes into account their disabilities.

To ensure the best possible client service, the Corporation encourages open two-way communication and expects persons with disabilities to communicate their need for accommodation or assistance if it is not readily apparent how that need can be met.

This Policy applies to all employees, volunteers, every person who participates in developing the Corporation’s policies, practices and procedures governing the provision of programs or services to the public, and every other person who deals with members of the public or other third parties on behalf of the Corporation.

3. REGULATION

(a) *Communication, Support Persons, Service Animals and Assistive Devices*

The Corporation is committed to communicating with persons with disabilities in ways that take into account the person’s disability. The Corporation will work with persons with disabilities to

provide alternative communication formats that will meet their needs as promptly as feasible, to provide information to customers in an alternative format that will meet their needs in a timely fashion, and, if telephone or other used forms of communication are not suitable for a customer's needs, to provide alternative forms of communication, to the extent required by law.

People with disabilities may use their own personal assistive devices, service animals (as defined by the Customer Service Standards) or be accompanied by support persons (as defined by the Customer Service Standards) while obtaining any service provided by the Corporation. Service animals are permitted on the parts of our premises that are open to the public, unless excluded by law.

The Corporation may require a person with a disability to be accompanied by a support person, but only if, after consulting with the person with a disability and considering the available evidence, the Corporation determines that the support person is necessary to protect the health and safety of the person with the disability or of others on the premises, and there is no other reasonable way to protect the health or safety of the person with the disability or others on the premises.

(b) *Training*

The Corporation will ensure that the following persons receive training about the provision of programs, services and facilities to persons with disabilities: all of the Corporation's employees, students, volunteers, directors and every other person who deals with members of the public or other third parties on behalf of the Corporation, and every person who participates in developing the Corporation's policies, practices, and procedures governing the provision of programs, services or facilities to members of the public or other third parties.

This training will be provided to each person as soon as practicable and on an ongoing basis in connection with changes to the policies, practices and procedures governing the provision of the Corporation's services to persons with disabilities

The training will include instruction on:

- The purposes of the *Accessibility for Ontarians with Disabilities Act, 2005* and the requirements of the Customer Service Standards;
- How to interact and communicate with people with various types of disabilities;
- How to interact with persons with disabilities who use an assistive device or the assistance of a guide dog or other service animal or the assistance of a support person;
- How to use any equipment or devices that may be available on the Corporation's premises or that may otherwise be provided by the Corporation that may help with the provision of the Corporation's services to a person with a disability;
- What to do if a person with a particular type of disability is having difficulty accessing the Corporation's services; and

- The Corporation's current policies, practices and procedures relating to the Customer Service Standards and providing programs or services to persons with disabilities.

The Corporation will keep records of the training provided, including dates on which training is provided and the number of individuals in attendance.

(c) *Notice of Temporary Disruptions*

The Corporation will provide public notice in the event of a planned or unexpected disruption to services for or facilities used by persons with disabilities by any method that may be reasonable under the circumstances.

This notice will include information about the reason for the disruption, its anticipated duration, and a description of alternative facilities or services, if available.

(d) *Feedback Process*

Comments on our services, including regarding how well we are meeting our clients' expectations are welcomed and appreciated. Feedback will be used to improve client service.

Feedback regarding the way the Corporation provides services to persons with disabilities and feedback about the feedback process itself can be made by using the options available and posted on the Corporation's public website.

Where possible, concerns and complaints will be addressed immediately. However, some concerns or complaints may require more time and consideration. Clients can generally expect to hear back from the Corporation within two weeks, either with details on the resolution of the concern or complaint or, in more complex cases, on the steps being taken by the Corporation to address the concern or complaint. To the extent required in order to address a concern or complaint, the Corporation may request additional information from the person who provided the feedback.

The Corporation will provide or arrange for accessible formats or communication supports to ensure the feedback process is accessible to persons with disabilities, upon request.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Risk Management Policy

1. PURPOSE

This policy establishes guidelines and procedures to ensure that all significant risks are identified, assessed, controlled and reported on an ongoing basis as matters arise. By ensuring that risks are appropriately identified and managed, the board of directors of the Corporation (the “**Board**”) can help safeguard the assets of the Corporation to ensure it meets its statutory objective in a sustainable manner. The requirements prescribed by this policy are in addition to the annual risk reporting obligations under the Accountability Agreement between the Corporation and the Ministry of Health and Long-Term Care.

2. SCOPE

This policy applies to all decisions made by the Board and management. For the purpose of this policy, the definition of “risk” shall include: operational, strategic, financial, legal, reputational, cyber, litigation, organizational, compliance and safety of people or assets.

3. REGULATION

(a) Risk Management Process

The Board shall monitor and report on risks and develop mechanisms to monitor the effectiveness of risk management strategies that have been put in place.

(b) Direction to Management Regarding Risk

Management shall consider and explicitly identify risk factors in bringing forth recommendations to the Board. Management shall report to the Medical Officer of Health or his/ her delegate with respect to risks on an ongoing basis.

(c) Risk Considerations

In determining potential responses, the Board should consider such things as:

- Evaluating effects of potential risk responses on the risk likelihood and impact, and which response options align with the Corporation’s risk tolerances,
- Assessing the costs versus benefits of potential risk responses, and
- Possible opportunities to achieve organization objectives going beyond dealing with the specific risk.

(d) Information and Communication

Management shall keep the Board up-to-date on performance, developments, risks and other relevant events and issues. The Board should communicate to management what information it needs and provide feedback and direction.

(e) Engaging Professional Service Providers to Manage Risk

Management may engage a third-party to manage an identified risk without Board approval where management deems the risk to be immediate and material.

(f) Litigation and Reputational Risk

Where the Corporation is involved in litigation or there is possible or threatened litigation against the Corporation, the Board shall retain competent legal counsel to provide advice on the matter. All risks shall be considered in evaluating litigation options, including legal, financial and reputational. Settlement of any claims with a material reputational risk must receive Board approval, notwithstanding any other policies.

(g) Managing Professional Service Providers

The Board shall conduct a periodic performance review of its legal counsel and auditors at least once every 5 years. Legal counsel and auditors shall be selected based on merit and having consideration for expertise, experience, track record. Procurement shall not be driven by the least expensive option, however cost may be considered as a factor in the holistic review.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

Schedule A Risk Analysis Template

Risk Event	Probability High Medium Low	Impact High Medium Low	Mitigation Strategy
<i>What could happen that would make it difficult for the Corporation to achieve its objectives?</i>	<i>How likely is this event to occur?</i>	<i>How serious would it be?</i>	<i>What could be done to prevent this event from occurring or to reduce the severity of its impact?</i>
External Risk			
Strategic Risk			
Financial Risk			
Operational Risk			

Organizational Risk				
Compliance Risk				
Litigation Risk				
Cybersecurity Risk				

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Privacy and Security, Data Collection and Records Management Policy

1. PURPOSE

The Corporation is committed to ensuring access to information under the control the health unit with limited and specific exceptions and to protect the privacy of individuals with respect to personal information about themselves held by institutions providing those individuals with a right of access to that information.

To this end, the Corporation has implemented practices for the collection and management of personal and confidential information received by the Corporation and takes reasonable measures to preserve records in our custody and/or control. These practices apply to all individuals who are employed by the Corporation, volunteer with the Corporation or are members of the board of directors of the Corporation (the “Board”).

2. SCOPE

This policy applies to all directors of the Corporation (the “Directors”) on the Board.

3. REGULATION

The Board as the head of the Corporation is charged with ensuring transparency and access to information under the control the Corporation while also protecting the privacy of individuals with respect to personal information about themselves held by the organization.

The Medical Officer of Health of the Corporation (the “MOH”) as the health information custodian, as defined under the *Personal Health Information Privacy Policy* (“PHIPA”), is mandated to oversee collection, use, disclosure, storage and disposal of personal health information within the Corporation’s custody and/or control, and to take reasonable steps to ensure that all those working on behalf of the Corporation or as agents of the Corporation handle this information in compliance with PHIPA. The legislation provides individuals with a right of access to personal health information about themselves, held by the Corporation, subject to limited and specific exceptions.

In addition to reporting any security and data management risks in accordance with the Board’s Risk Management Policy, the MOH shall report annually on security risks and risk mitigation strategies and on information privacy and access statistics and emerging issues.

The MOH will report to the chair of the Board as soon as reasonably practicable where a privacy breach meets the threshold for reporting to the Information and Privacy Commissioner appointed under the *Freedom of Information and Protection of Privacy Act*. Each Director shall ensure that the collection or use of any personal information shall be in compliance with applicable laws and regulations, including all privacy laws, and the Corporation’s policies in effect from time to time on this matter and will take reasonable measures to preserve records in the Director’s custody and/or control.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Policy on Preparation and Delivery Reports and Information

1. PURPOSE

This policy has been adopted in accordance with *Ontario Public Health Standards: Requirements for Programs, Services and Accountability* to ensure the preparation, delivery and submission of all reports and information required by statute or agreement.

2. SCOPE

This policy applies to the submission of information and reports to the Ministry of Health and Long-Term Care (“MOHLTC”) required under the Accountability Agreement between the Corporation and the MOHLTC (“**Accountability Agreement**”).

3. REGULATION

All reports and information required to be prepared, delivered or submitted under the Accountability Agreement shall be prepared, delivered or submitted, as applicable, on or before the date specified in the Accountability Agreement, as amended from time to time.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Leasing Policy

1. PURPOSE

It is necessary for the Corporation to enter into commercial lease agreements from time to time to deliver programs and services effectively in communities served by the Corporation. The purpose of this policy is to establish clear guidelines with respect to making decisions to enter into a leasing agreement or to terminate a leasing agreement.

2. SCOPE

This policy applies to any lease to which the Corporation is a party or intends to be a party (a “Lease”).

3. REGULATION

The board of directors of the Corporation (the “Board”) shall approve by resolution: (i) the entry of the Corporation into a Lease; (ii) extension of a Lease; or (iii) the termination of a Lease outside of the ordinary course in accordance with the terms of the Lease. The Board shall consider the following factors in approving such actions:

- (a) Public health and program delivery needs in the municipalities served by the Corporation;
- (b) Length of lease in relation to the Corporation’s strategic plan;
- (c) Termination provisions and applicable consequences to terminate the Lease;
- (d) Cost of comparable leases;
- (e) Availability of employees in the community in which the leased property is located;
- (f) Risk analysis of entering into, extending or terminating a Lease; and
- (g) All other factors the Board deems necessary.

Management may retain the appropriate professional services, including legal and real estate, prior to entering into or terminating a Lease.

All discussions regarding leasing options shall take place in-camera in accordance with the Board’s *Meeting Transparency and Confidentiality Policy*.

4. AMENDMENT

This policy shall be reviewed and approved by the Board every 2 years, and may be amended from time to time as the Board deems necessary.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT

Template Format for Committee Terms of Reference

Format for Committee Terms of Reference	
Role	A general statement of the committee's purpose or role should be set out. The role should be relevant to the work of the board.
<i>Example</i>	The role of the governance committee might be expressed as: "To advise the board on matters relating to the board's governance structure and processes, evaluation of the board effectiveness, recruitment, education and evaluation of board members."
Responsibilities	A specific list of activities the committee is to undertake, usually without setting out in detail, the process the committee is to follow.
<i>Example</i>	<p>Governance committee responsibilities include:</p> <ul style="list-style-type: none"> • Review by-laws and recommend revisions as required; • Conduct process for board and officer succession, and recommend candidates for election to the board and for appointments as officers of the board; and • Evaluate effectiveness of board governance structures, processes and policies and recommend changes as required. <p><i>See Form 8.8: Sample Committee Responsibilities for further examples.</i></p>
Membership and Voting	Set out the number of appointed and ex officio committee members and whether they are voting or non-voting.
<i>Example</i>	<p>Voting members:</p> <ul style="list-style-type: none"> • Chair of the board; • At least four directors appointed by the board; • Chief executive officer as an ex officio member. <p>Non-voting member:</p> <ul style="list-style-type: none"> • Vice president of planning

Chair	Describe who the chair will be.
<i>Example</i>	A voting member of the committee appointed by the board.
Frequency of Meetings and Manner of Call	Specify if a minimum number of meetings must be held.
<i>Example</i>	At least quarterly, at the call of the committee chair.
Quorum	If there are non-board members on the committee, the quorum should reference the board members.
<i>Example</i>	51% of the committee members, provided a majority of those present are board members; or 51% of the members entitled to vote.
Resources	Specify if a member of management is to be assigned to the committee as a resource and committee support.
Reporting	Specify how the committee reports. It will usually be to the board, but a sub-committee may report to a committee.
<i>Example</i>	To the board.
Date of Last Review	

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Form of Resolution to be Passed at a Meeting of the Board of Directors of the Corporation)

POLICIES

RESOLVED that:

1. Each of the following policies, attached in the schedule set out below, are hereto approved as a policy of the Corporation (collectively, the “Policies”):

Policy		Schedule
1.	Director Code of Conduct	A
2.	Director Confidentiality Policy	B
3.	Conflicts of Interest Policy	C
4.	Position Description – Director of Public Health Unit	D
5.	Annual Director Declaration and Consent Policy	E
6.	Director Meeting Attendance Policy	F
7.	Remote Participation Policy	G
8.	Meeting Transparency and Confidentiality Policy	H
9.	Agenda Setting Policy	I
10.	Chair Selection and Board Spokesperson Policy	J
11.	Strategic Planning Policy	K
12.	Director Performance Policy	L
13.	Director Remuneration and Expenses Policy	M
14.	Board Orientation and Continuing Education Policy	N
15.	Local Health Integration Network Linkages Policy	O
16.	Stakeholder Relations and Partnership Building Policy	P
17.	Policy Regarding the Designation of Senior Leadership Positions	Q
18.	Policy Regarding Delegation of Duties of the Medical Officer of Health to Others During Absences	R
19.	Budget and Expenditure Policy	S
20.	Banking, Borrowing and Investment Policy	T
21.	Policy on Sale and Other Dispositions of Land	U

22.	Delegation of Authority and Execution of Agreements Policy	V
23.	Board Policy on Delivery of Programs and Services	W
24.	Board Policy on Hiring of Employees	X
25.	Board Policy on Client Service Standards	Y
26.	Risk Management Policy	Z
27.	Privacy and Security, Data Collection and Records Management Policy	AA
28.	Board Policy on Preparation and Delivery of All Reports Required under the Accountability Agreement and Submission of Required Information to the Ministry of Health and Long-Term Care	BB
29.	Leasing Policy	CC

2. The board of directors of the Corporation shall review the Policies by [date], and every 2 years thereafter, in accordance with the *Ontario Public Health Standards: Requirements for Programs, Services and Accountability*.

SIMCOE MUSKOKA DISTRICT HEALTH UNIT
(the “Corporation”)

Form of Resolution to be Passed at a Meeting of the Board of Directors of the Corporation

COMMITTEES

WHEREAS the board of directors of the Corporation (the “**Board**”) wishes to form the [●] Committee of the Board, the terms of reference of which are attached as Schedule “A” hereto (the “**Terms of Reference**”).

RESOLVED THAT:

1. The formation of the [●] Committee and the adoption of the Terms of Reference is hereby approved, ratified and confirmed.
2. The appointment of the following [enter number] individuals to the [●] Committee, to serve at the pleasure of the Board, is hereby approved:

[enter name]

[enter name]

[enter name]

3. The appointment of [name] as the Chair of the [●] Committee is hereby approved.

Schedule “A”

Terms of Reference

[to be attached]

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