



**Board of Health Briefing Note
June 21, 2018
Governance and Quality Assurance Committee Report**

1. MOH/CEO Evaluation

The Governance and Quality Assurance Committee has developed a MOH/CEO Evaluation Guideline (see attached) based on the Ontario Hospital Association Guide to Good Governance, Chapter 7 - The Boards Role in CEO and Chief of Staff Evaluation.

The purpose of this MOH/CEO Evaluation Guideline is to create a consistent annual process for the Governance and Quality Assurance Committee to use for the MOH/CEO evaluation that is performance based with established criteria and competencies.

Recommendation:

- That the Board of Health approve the MOH/CEO Evaluation Guideline.

2. Vice-Chairs for Board Committees

The Terms of Reference for the two Board Committees state that “The Chair will be appointed by the Board.” Adding the Vice-Chair position will permit continuity in leadership for the Committee if the Chair is not able to attend a meeting or is no longer on the Board due to the completion of a provincial appointment, awaiting provincial reappointment, or change in municipal representative. Having a provincial appointee for one position and a municipal representative in the other one will decrease the risk that both representatives leave the Board at the same time. It will also ensure a balance in the leadership among municipal and provincial appointees to the Board.

Recommendation:

- That the Board approve the revised Terms of Reference for the Governance and Quality Assurance Committee and the Finance, Audit, Property and Risk Management Committee
- That Doug Malanka be appointed Vice Chair of the Governance and Quality Assurance Committee

3. Videoconferencing at Meetings

The Board of Health has been using videoconferencing for Board meetings to decrease travel time of members, and to decrease costs associated with paying mileage to Board members who had to travel long distances. This practice is supported by the Board of Health By-Law #1 which states:

- 1.18. “Quorum” means a majority of the members of the Board present either in person or by way of teleconference or videoconference;

A speaker at the February alPHa meeting suggested that the new Ontario Municipal Act (OMA) places limits on how individuals can participate electronically in Board meetings. The Board of Health requested that the Governance and Quality Assurance Committee research the change in the OMA and identify how it would affect the Board's use of videoconferencing.

The Board of Health is formed under the Health Protection and Promotion Act. The HPPA provides that boards of health should have jurisdiction over their own governance procedures, requiring at Subsection 56(1)(b) that boards of health shall pass by-laws respecting "the calling of and proceedings at meetings", and at Subsection 56(2)(b) that boards may pass by-laws respecting "any other matters necessary or advisable for the management of the affairs of the board of health".

The Association of Municipalities of Ontario in their monthly publication, Municipal World, clarified the implications of the new OMA clauses about electronic meetings. They stated that the revised Act now allows municipal governments to use electronic methods to support attendance at meetings and each municipality can decide if, and how, this is done.

The Board's by-law provides the direction that meets the requirements of both the HPPA and the OMA.

4. Board Workplan

Work is progressing well on the 2018 Workplan for the Board of Health (see attached).

LEEDS, GRENVILLE AND LANARK DISTRICT HEALTH UNIT	
BOARD OF HEALTH MANUAL/Guideline	
Title: Medical Officer of Health (MOH)/CEO Evaluation Guideline	
Number:	Original Date: June 21, 2018
Approved by: Board of Health	Revision Date:
Signature:	Reviewed Date:
References: OHA Guide to Good Governance	

Purpose:

The Board of Health is responsible for participating in the selection of the MOH/CEO, identifying learning and development plans, overseeing annual objectives, as well as succession planning for the MOH/CEO. The Governance and Quality Assurance Committee has been delegated the responsibility to “Conduct a performance evaluation of the Medical Officer of Health/CEO”.

The purpose of this MOH/CEO Evaluation Guideline is to create a consistent annual process for the Governance and Quality Assurance Committee to use for the MOH/CEO evaluation that is performance based with established criteria and competencies.

Benefits:

1. Provides feedback to the MOH/CEO as a basis for continuing positive performance and taking corrective action.
2. Forms a basis for establishing an objective, professional relationship between the Board and the MOH/CEO, and for increasing trust.
3. Forms a basis for providing the MOH/CEO with developmental support, where helpful.

Principles:

1. The Board of Health needs to ensure that the process is undertaken and completed, but does not need to be made aware of the details unless it needs to ratify any decisions emerging from the process.
2. The MOH/CEO and the Governance and Quality Assurance Committee need to mutually agree on the process to be undertaken including the criteria to be used, who is involved in providing feedback, and how feedback is used.
3. The Board Chair and the Chair of the Governance and Quality Assurance Committee will conduct the evaluation.
4. Confidentiality and respect for the position of the MOH/CEO needs to be maintained to ensure trust is built, and authority of the position is not diminished.

Scope: There are two prerequisites for the evaluation and appraisal process:

1. Existence of an up-to-date position description outlining the responsibilities of the MOH/CEO, preferably in the form of key result areas.
2. An annual process for the MOH/CEO to set their goals and objectives for annual performance in specific and measurable terms that are aligned with the existing strategic plan.

Five Step Evaluation Process:

1. **Establish the specifics of the process** – Annually the MOH/CEO and Board Chair and Governance and Quality Assurance Committee Chair will mutually agree on the process for the year. Agreement needs to cover the criteria to be used, the tools, and the sources of input into the process.
2. **Collect Input on MOH/CEO's Performance** – Based on the agreed-upon process, information is collected from appropriate sources on the MOH/CEO's performance by the Board Chair and Governance and Quality Assurance Committee Chair.
3. **Digest and Dialogue on Feedback** – Once collected, the Board Chair and Governance and Quality Assurance Committee Chair will summarize the feedback. The summary forms the basis for a dialogue with the MOH/CEO about the feedback and its implications.
4. **Decide Action Recommendations** - Actions and decisions that respond to feedback issues or MOH/CEO identified needs.
5. **Report to the Board** – The Governance and Quality Assurance Committee reports to the Board of Health on the results of the process.

Criteria for Appraisal

A fair and sound process of evaluation or appraisal needs to be founded on an agreed-upon and appropriate set of criteria. However, the criteria should not be limited to results in a short-term period. The Governance and Quality Assurance Committee will evaluate the MOH/CEO on a broad combination of factors. The criteria fall under two broad categories:

1. **Achievement of Results** – achieving goals and objectives regarding health unit performance results or successful completion of defined projects. This should be assessed by looking at the results achieved vs. the results planned and linked to the strategic plan where applicable.
Examples of Assessment Criteria (from OHA Guide to Good Governance)
 - 1) Leadership (consider factors such as vision, strategic direction, judgement, decision-making, and Board effectiveness)
 - 2) Operations Management (consider factors such as financial performance, organizational effectiveness, outcomes, capital assets, service quality management)
 - 3) People Management (consider factors such as management team, professional staff, labour relations, volunteers, coaching, mentoring, staff morale, satisfaction, and communications)
 - 4) Relationship Management (consider factors such as internal and external stakeholders, including Ministry of Health and Long-Term Care, other government ministries and related agencies, community partners, media, special interest groups, and local business)
2. **Leadership Behaviour and/or Skills Demonstrated** – qualitative judgement of whether the MOH/CEO's behaviour meets leadership expectations with clearly defined criteria and objectives.

Examples of Competencies for MOH/CEO (from OHA Guide to Good Governance)

- 1) Leadership
- 2) Communication
- 3) Life-long Learning
- 4) Consumer/Community Responsiveness and Public Relations
- 5) Political and Health Environment Awareness

- 6) Conceptual Skills
- 7) Results Management
- 8) Resources Management
- 9) Compliance to Standards

Related Internal References: Terms of Reference for the Governance and Quality Assurance Committee

Related External References: OHA Guide to Good Governance

Revision History:

Date	Description of changes	Requested By
June 6, 2018	New – MOH Evaluation Guideline	Governance and Quality Assurance Committee

LEEDS, GRENVILLE AND LANARK DISTRICT HEALTH UNIT	
BOARD OF HEALTH	
Terms of Reference	
Title: Board of Health Governance and Quality Assurance Committee	Original Date: April 16, 2015
Number: VI-50	Revision Date: June 21, 2018
Approved by: Original Signed	Reviewed Date: June 21, 2018

Purpose: The purpose of the Governance and Quality Assurance Committee is to support effective and efficient functioning of the Board of Health in compliance with the Health Protection and Promotion Act and the Ministry of Health and Long-Term Care Ontario Public Health Accountability Framework.

Responsibilities:

1. Review the number of members on the Board and recommend changes as needed.
2. Review Board policies and By-law #1, and recommend changes every two years.
3. Recruit and recommend community members for consideration for appointment as provincial appointments to the Board.
4. Recommend measures to ensure the Board operates in a transparent and accountable manner.
5. Organize orientation and continuing education activities for Board members on an on-going basis.
6. Prepare an inventory of Board member knowledge and skills related to Board functions.
7. Conduct a Board self-evaluation and make recommendations for improvement in Board effectiveness and engagement every two years.
8. Recommend Board sub-committees and review their terms of reference every two years.
9. Conduct a performance evaluation of the Medical Officer of Health/CEO annually, or as needed. The evaluation will be reviewed in detail with the Medical Officer of Health/CEO by the Board Chair and Chair of the Governance and Quality Assurance Committee. A summary will be prepared for the Governance Committee and the Board.
10. Identify opportunities for the Board to participate in collaborative governance opportunities within the community that will promote and protect the health of the population.
11. Plan generative discussions for Board meetings.
12. Ensure that the Board provides governance direction to the Medical Officer of Health/CEO about the activities of the organization outlined in the Good Governance and Management Practices Section of the MOHLTC Accountability Framework and Organizational Requirements

Composition:

- At least three Board members with one being the Board Chair, and at least one being a municipal appointee, and at least one being a provincial appointee.
- The Chair and Vice-Chair of the committee will be appointed by the Board with one member being a municipal appointee and the other a provincial appointee.
- The Medical Officer of Health/CEO will be an ex-officio, non-voting member of the committee.
- From time to time, as deemed necessary by the committee, retain independent advice regarding governance issues, subject to approval by the Board. Additional Board members may be invited to attend committee meetings in order to contribute their knowledge/skills to the work of the committee.

Terms of Membership:

- Members may be appointed for a two year term renewable once; however this term can be extended depending on the interest of other Board members to participate on the Committee.

Structure:

- The committee will meet at least two times per year in person or by video or teleconference, or at the call of the Committee Chair.
- Quorum requires that a majority of the members be in attendance.
- The Executive Assistant to the Board will provide administrative support.
- The Committee Chair will identify agenda items in collaboration with members.
- Information to be discussed at the meeting will be circulated in advance of the meeting.
- The Terms of Reference will be reviewed biannually.

Accountability and Decision Making: The Governance Committee reports and makes recommendations to the Board of Health.

Responsibilities of Members:

- Prepare in advance of meetings.
- Follow the Board of Health Duties and Obligations of Members.

Communication

- The Chair of the committee will report on the work of the Governance Committee at the next Board meeting.
- Briefing notes will be prepared for any recommendations to the Board, and they will be circulated in advance of the Board meeting.

Related References:

Ontario Public Health Organizational Standards

http://www.health.gov.on.ca/en/pro/programs/publichealth/orgstandards/docs/org_stds.pdf

Revision History:

Revision	Date	Description of changes	Requested By
Responsibilities	July 7, 2016	Added generative governance to responsibilities	Governance Committee
Name change Membership	Dec. 13, 2017	Added Quality Assurance to Title Changed to a minimum of three and possible extension of terms	Governance Committee
Membership and responsibilities of members updated	June 6, 2018	Added appointment of vice chair to committee and MOH evaluation will be conducted by Board Chair and Chair of Governance.	Governance Committee

LEEDS, GRENVILLE AND LANARK DISTRICT HEALTH UNIT	
BOARD OF HEALTH	
Terms of Reference	
Title: Finance, Audit, Property and Risk Management Committee	Original Date: September 10, 2015
Number: VI-60	Revision Date: June 21, 2018
Approved by: Original Signed	Reviewed Date: June 21, 2018

Purpose: To provide advice to the Board of Health, and the Medical Officer of Health/Chief Executive Officer (MOH/CEO) on the administration and risk management of matters related to the finances and facilities of the organization, including rental sites, in compliance with the Health Protection and Promotion Act, the Ministry of Health and Long-Term Care Ontario Public Health Standards.

Responsibilities: (*Ontario Public Health Standards item)

1. To review the annual general public health program cost-shared budget and the 100% funded program budgets and make recommendations to the Board.
2. To monitor the annual budget by reviewing quarterly financial statements and analyses and identify any concerns to the Board.
3. To review the annual financial statements (*) and auditor's report for approval by the Board and prepare a response to the comments in the Management Letter in collaboration with the MOH/CEO and Business Office Manager.
4. To review annually the types and amounts of insurance carried by the Health Unit and recommend changes as needed.
5. To review annually administrative policies relating to the financial management of the organization, including but not limited to, procurement, investments, and signing authority(*) and recommend changes as needed.
6. To develop a capital funding plan (*), monitor the Health Unit's physical assets and facilities, and identify where improvements are needed.
7. To review annually all rental, service level, and funding agreements (*) and make recommendation as needed.
8. To meet at least annually with the Health Unit Portfolio Manager to review the corporation's investments, and to make recommendations to the Board accordingly.
9. To review the Board stipends annually (*) and make recommendations on any changes.

10. To recommend the method of allocating the municipal portion (*) of the budget to obligated municipalities.
11. To assess the current and future physical property requirements of the Health Unit.
12. To research and cost accommodation alternatives including new properties, capital improvements and construction projects.
13. To review building construction plans including additions and/or major alterations to existing buildings.
14. To review the financial risk management process of the Health Unit.
15. To review the risk management process of the Health Unit. Risk management is expected to include, but is not limited to: HR succession, IT risk, surge capacity planning, operational risks, and legal issues.

Composition:

- At least three Board members with one being the Board Chair, and at least one of the members being a municipal appointee and at least one being a provincial appointee.
- The Chair and Vice-Chair of the Committee will be appointed by the Board with one member being a municipal appointee and the other a provincial appointee.
- The Medical Officer of Health/CEO and the Manager, Business Office will be ex-officio, non-voting members of the committee.
- From time to time, as deemed necessary by the committee, the committee will retain independent advice regarding financial issues, subject to approval by the Board, and may invite other Board members to attend committee meetings in order to contribute their knowledge/skills to the work of the committee.

Terms of Membership:

- Members will be appointed for two terms renewable once; however this term can be extended depending on the interest of other Board members participating on the Committee. Where possible staggered terms will be maintained to ensure a balance of new and continuing members.

Structure:

- The Committee will meet at least two times per year in person or by video or teleconference, or at the call of the Chair of the Finance, Audit, Property and Risk Management Committee, the Board Chair or the Medical Officer of Health/CEO.
- Quorum requires a majority of the members be in attendance.
- The Executive Assistant to the Board will provide administrative support.
- The Chair will identify agenda items in collaboration with members.
- Information to be discussed at the meeting will be circulated in advance of the meeting.
- The Terms of Reference will be reviewed biannually.

Accountability and Decision Making: The Finance, Audit, Property and Risk Management Committee reports and makes recommendations to the Board of Health and to the Medical Officer of Health/CEO.

Responsibilities of members:

- Come prepared to the meetings.
- Follow the Board of Health Duties and Obligations of Members.

Communication

- The Chair of the committee will report on the work of the Finance, Audit, Property and Risk Management Committee at the next Board meeting.
- Briefing notes will be prepared for any recommendations to the Board, and they will be circulated in advance of the Board meeting.

Related References:

Ontario Public Health Organizational Standards

http://www.health.gov.on.ca/en/pro/programs/publichealth/orgstandards/docs/org_stds.pdf

Revision History:

Revision	Date	Description of changes	Requested By
	Jan 5/2016	Addition of risk management	Finance & property
	Jan 21/2016	Board of Health approval	
	Nov 23/2017	Name Change – Board of Health approval	Finance, Audit, Property and Risk Management
	Jan 25/2018	Change to composition and membership	Governance Committee
	June 6/2018	Addition of Vice Chair	Governance Committee

