

## **SCHEDULE “A” TO BY-LAW NO. 1875**

### **TERMS OF REFERENCE**

#### **TITLE**

- 1.0 THAT there is hereby established a Health Board to be known as the “Carman Community Health Centre Board” (hereinafter called the “Board”).

#### **ROLE OF BOARD**

- 2.0 The role of the Carman Community Health Centre Board is to promote and actively support community health services within Carman and Community, for the benefit of residents of Carman and surrounding area, and in particular without restricting the generality of the foregoing:
- (a) To support the management and maintenance of a community medical centre within the Town of Carman;
  - (b) To assist in recruitment of medical doctors and other health care providers for the provision of health care services within Carman and Community;
  - (c) To address health issues through community initiatives, and partnerships with private and public institutions or organizations.
- 2.1 The “Board” will seek:
- (a) To communicate to citizens at all levels the importance and applicability of health care issues;
  - (b) To encourage the use of the “Board” as an integral part of community life;
  - (c) To maintain liaison with pertinent health groups in order to share access to their resources and personnel;
  - (d) To approach universities, government departments, and other agencies for additional services in the local communities dealing with health care;
  - (e) To accept gifts, donations, legacies, bequests, devices, endowments and contributions;
  - (f) To dispense grants to local groups, upon proper application, as a means to promote the role of the “Board”.

#### **COMPOSITION OF THE “BOARD”**

- 3.0 The “Board” shall be a nine (9) member board and be composed of the following members:
- (a) One member of Council appointed by the Town of Carman. This member of Council appointed to the “Board” shall hold office for a term of one year or until a successor is appointed by Council.
  - (b) One member of Council appointed by the R.M. of Dufferin. This member of Council appointed to the “Board” shall hold office for a term of one year or until a successor is appointed by Council.
  - (c) Seven members-at-large appointed by the Town of Carman and the R.M. of Dufferin;
  - (d) Ex-officio non-voting members as may be determined expedient by the “Board”. These may include: a Carman Community Health Centre management representative, a Carman Community Health Centre physician representative, a Southern Health Santé

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Sud representative, the Carman Dufferin Economic Development Officer, and/or any other member of the health community.

- 3.1 The first “Board” shall consist of two (2) directors with a one-year (1) term, two (2) with a two-year (2) term and three (3) with a three-year (3) term; and in succeeding years all directors shall be appointed to the “Board” for a term of three (3) years to a maximum of nine (9) consecutive years.
- 3.2 In the event that a member vacates a position prior to the expiry date of their appointment, the councils of the Town of Carman and the R.M. of Dufferin will appoint a replacement to fill the vacancy. The replacement member shall hold office for the remainder of the term. A retiring member shall serve until such time as a successor is appointed.
- 3.3 Resignation from the “Board” must be in writing, and received by the Secretary-Treasurer of the “Board”. A “Board” member may be removed, or replaced, at any time by the municipalities should the member be absent from three (3) consecutive meetings without just cause or by being grossly negligent in their duties.

### **GENERAL DUTIES OF MEMBERS**

- 4.0 Each member of the “Board” has the following duties:
  - (a) To consider the health concerns and needs of the community as a whole and to bring to the Board’s attention anything that would promote the well-being or interests of the community;
  - (b) To participate generally in developing and evaluating the policies and programs of the “Board”;
  - (c) To participate in the meetings of the “Board” and of any committee meetings and other bodies to which the member is appointed by the “Board”;
  - (d) To perform any other duty or function imposed on the member by the “Board”.

### **COMMITTEES**

- 5.0 The general duties of committees shall be as follows:
  - (a) To report from time to time on all matters connected with the duties imposed on the committee and to recommend such action as may be deemed necessary;
  - (b) To prepare and introduce to the “Board” all such motions or resolutions that may be necessary to give effect to the reports or recommendations that are adopted by the “Board”;
  - (c) To consider and report respectively on any and all matters referred to them by the “Board”.
  - (d) The “Board” has the authority to establish special standing committees as needed for aiding in operation and function of the “Board”.
- 5.1 The following committees are hereby established as the Standing Committees of the “Board”:
  - (a) Finance & Facilities Committee – This committee shall be comprised of the Council representatives of the Town of Carman and the R.M. of Dufferin, two at-large

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representatives from the “Board”, Carman Community Health Centre Board Chairperson and a representative of the Carman Community Health Centre.

- (b) Recruitment & Outreach Committee – This committee shall be comprised of four representatives from the “Board”, Carman Community Health Centre Board Chairperson, a representative of Southern Health Santé Sud, a representative of the Carman Community Health Centre, and the Carman Dufferin Economic Development Officer.

5.2 The special duties of the Standing Committees, in addition to the aforesaid general duties shall be as follows:

(a) **Finance & Facilities Committee**

The Town of Carman and Rural Municipality of Dufferin are the owners of the building known as the Carman Community Health Centre. The purpose of the centre is to provide quality medical care for the residents of Carman and community through the leasing of space to physicians and other medical practitioners. The role of the Finance & Facilities Committee is:

- i. To supervise all contracts, orders, reports, recommendations and proceedings involving the expenditure of “Board” funds;
- ii. To supervise all accounts, expenditures and outlay of all sums payable under contract prior to any funds being paid. All accounts, claims and demands shall be authorized by the Finance Committee and approved by the “Board” prior to payment. Any non-budgeted expenditure must be approved by the Councils of the Town of Carman and the R.M. of Dufferin prior to the expenditure being made.
- iii. To ensure that a proper set of books of account is kept, showing all receipts and disbursements of funds. The Town of Carman and the R.M. of Dufferin will handle all financial administration, including banking and auditors, for the Carman Community Health Centre as directed and approved by the Board. All moneys received shall be deposited with all due dispatch in an account in a chartered bank or credit union to the credit of the “Board”.
- iv. To ensure that all disbursements shall be made by cheque thereon signed by any one of the two Council Representatives and any one following officers: Chairperson, Vice Chairperson, Secretary or Treasurer;
- v. To supply monthly financial statements to members of the “Board” or to member municipalities, if requested;
- vi. To have the books and affairs of the “Board” audited annually by one of the auditors of either the Town of Carman or the Rural Municipality of Dufferin. Such auditor is to be selected by the Councils of Carman and Dufferin and the report of such auditor shall be made available to the member municipalities forthwith upon its receipt but no later than March 31<sup>st</sup> of the following year.
- vii. To prepare and plan an annual budget in consultation with the committees and present this budget to the “Board” for approval. Once approved by the “Board”, the budget will be presented to the councils of the Town of Carman and the R. M. of Dufferin at a date in each year that is convenient for the purpose of discussing such budget and the means whereby the necessary

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funds can be provided. This budget shall be comprised of two sections – capital and operating.

- viii. To work on any long-term planning of finances.
- ix. To monitor the over-all operation of the Carman Community Health Centre building. It is anticipated that the rents charged for space in this centre will cover the expenses of operation.
- x. To recommend the budget for the annual operation of the health centre building;
- xi. To prepare and negotiate all lease and management agreements;
- xii. To ensure the necessary support staff is in place to operate the centre;
- xiii. To facilitate the future development, expansion, and operation of the centre.
- xiv. To manage donations from the community;
- xv. To process and manage grant requests.

### **(b) Recruitment & Outreach Committee**

To focus on the recruitment of health care professionals to work at the various health care facilities within the community. To work towards maintaining the number of health care professionals in our facilities to adequately provide the health care services to the residents of Carman and community. The role of the Recruitment & Outreach Committee is:

- i. To meet with health care professionals who are interested in working in the Carman community;
- ii. To attend health or recruitment fairs to recruit health care professionals;
- iii. To formulate incentive packages and/or relocation packages that would be offered to health care professionals considering locating and working in Carman and community;
- iv. To present to the “Board” for approval and ratification all incentive or relocation packages prior to being offered to health care professionals;
- v. To formulate a bursary program for health care professionals to ensure future health care professionals are trained for Carman and community;
- vi. To look at other avenues to facilitate and retain health care professionals.
- vii. To promote all-encompassing health care in the community.
- viii. To facilitate patient education, recruitment and retention.

### **APPOINTMENT OF CHAIRPERSON AND OTHER OFFICERS**

- 6.0 The officers of the “Board” shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer as elected by the “Board”.
- 6.1 The “Board” shall elect a Chairperson, Vice Chairperson, Secretary, and Treasurer from its membership in each and every year of operation.
- 6.2 New officers shall be elected by a majority of directors present at the first meeting of the “Board”, provided there is a quorum present.

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- 6.3 Officers will serve a term of no more than four (4) years.
- 6.4 Duties:
- (a) The Chairperson shall call meetings, preside at all “Board” meetings, appoint committee members, and perform other duties as associated with the office.
  - (b) The Vice-Chairperson shall assume the duties of the Chairperson in the event of the Chairperson’s absence.
  - (c) The Secretary shall be responsible for the minutes of the “Board”, keep all approved minutes in a minute book, and send out copies of minutes to all board members.
  - (d) The Treasurer shall be responsible for the bookkeeping requirements of the committee and providing financial reports monthly to the “Board” members.

### **QUORUM**

- 7.0 A quorum of the Carman Community Health Centre Board shall be five (5) members.
- 7.1 If a position on the “Board” is vacant, the quorum will be the majority of the remaining members provided that the minimum number for a quorum cannot be less than three (3) members.
- 7.2 If no quorum is present within 30 minutes after the time scheduled for a meeting, the “Board” shall stand adjourned and the names of the members present at that time shall be entered into the minutes.

### **AGENDA**

- 8.0 A draft agenda of each regular meeting of the “Board”, together with copies of supporting materials shall be available to the members at least 48 hours preceding the meeting.
- 8.1 All items to be placed on the agenda of the next regular meeting of the “Board” should be provided to the Chairperson at least 96 hours prior to the scheduled time of the regular meeting.
- 8.2 Items may be added to the agenda at a regular meeting of the “Board” by a majority vote of the members present, prior to adopting the final agenda for the regular meeting.

### **REGULAR MEETING**

- 9.0 Regular meetings of the “Board” should be held monthly, but shall be held no less than six (6) times per year.
- 9.1 The Chairperson, or in their absence the Vice-Chairperson should chair all meetings of the “Board”. In the event that both the Chairperson and the Vice-Chairperson are absent, a person appointed by the members of the “Board” in attendance at the meeting shall chair the meeting.
- 9.2 At the hour set for a meeting to commence, and providing that a quorum is present, the Chairperson shall take the chair and shall call the meeting to order.
- 9.3 The “Board” shall observe a curfew whereby the item on the agenda under discussion at 11:00 p.m. will be the last item dealt with on that day unless by majority vote the “Board”

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decides to extend the time of adjournment. In any case, only one half hour extension is allowed.

- 9.4 The "Board" shall hold its meetings openly and no person shall be excluded, except for improper conduct.
- 9.5 Despite Clause 9.4 of this by-law, the "Board" may close a meeting to the public if:
- (a) The members decide during the meeting to meet in camera to discuss a matter, and
  - (b) The matter discussed relates to
    - i. An employee, including the employee's salary, duties, and benefits and any appraisal of the employee's performance,
    - ii. A matter that is in its preliminary stages and respecting which discussion in public could prejudice the "Board's" ability to carry out its activities or negotiations,
    - iii. The conduct of existing or anticipated legal proceedings,
    - iv. The conduct of an investigation under, or enforcement of an Act or by-law,
    - v. The security of documents or premises.

### **SPECIAL MEETINGS OF "BOARD"**

- 10.0 A special meeting of the "Board" may be called at any time by the Chairperson, and must be called by the Chairperson if a written request stating the purpose is received by the Chairperson from at least two (2) members of the "Board". A copy of the written request must also be served on the Secretary.
- 10.1 Should the Chairperson not call a special meeting within 48 hours of receiving a written request by two (2) members, the Secretary must call the meeting in accordance with section 10.2 of this by-law.
- 10.2 The notice of the special meeting to all members of the "Board" may be oral, in electronic or written form, and must state the purpose of the meeting, and must be provided to all members of the board at least 24 hours before the schedule time of the meeting.
- 10.3 Any member of the "Board" may waive the right to be given notice by giving written notice to the Secretary and having done so shall be deemed to have been given notice of a special meeting of the "Board".
- 10.4 At a special meeting no subjects or matters, other than those mentioned in the notice calling the meeting, shall be taken into consideration unless all members of the "Board" are present, and the members unanimously agree by resolution to the addition of items to the agenda.

### **COMMITTEE MEETINGS**

- 11.0 All committees shall meet on an "as needed" basis at a time and location mutually agreed upon by the committee members.
- 11.1 In the event that a special committee meeting needs to be held, the Chairperson of the said committee shall notify the Secretary of the need and together they shall determine a date for the special committee meeting. Committee members must be notified a minimum of 24 hours prior to the special committee meeting.

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### **DELEGATIONS**

- 12.0 The Chairperson may limit the time taken by a delegation to 10 minutes. The delegation must appoint a spokesperson.
- 12.1 To allow members of the “Board” to prepare for delegations, all presenters shall register with the Secretary at least 96 hours before the meeting and advise of the topic and scope of the presentation.
- 12.2 There shall not be a limit to the number of delegations included on the agenda at a meeting, but the Secretary is granted authority to schedule delegations as deemed appropriate.
- 12.3 If a delegation is present at a meeting to discuss the expenditure of funds, no decision shall be made at the time of the delegation hearing. Rather the Chairperson shall request the item be inserted in the agenda under New Business or held over to a Finance Committee meeting for a future recommendation.

### **VOTING**

- 13.0 A member has one vote each time a vote is held at a meeting at which the member is present.
- 13.1 The Chairperson is eligible to vote on all motions and resolutions.
- 13.2 It must be recorded in the minutes the name of any member who exercises their right to abstain from voting on any resolution.
- 13.3 If an equal number of members vote for and against a resolution or by-law, the resolution or by-law is defeated.
- 13.4 The “Board” may not reconsider or reverse a decision within one year after it is made unless:
  - (a) At the same meeting at which the decision is made, all the members who voted on the original resolution are present and agree to reconsider and vote again; or
  - (b) A member gives written notice to the “Board” from at least one (1) regular meeting to the next regular meeting, of a proposal to review and reverse the decision.
- 13.5 When the “Board” reconsiders and reverses a decision, the minutes must show the original decision and the decision made on reconsideration.
- 13.6 Any member of the “Board” may, prior to the taking of a vote on any question put, require a recorded vote to be taken. In this case, it must be recorded in the minutes of the meeting the names of the members present and the vote or abstention of each member.

### **RESOLUTIONS**

- 14.0 The “Board” may act only by resolution and under the powers given to it by the member municipalities.
- 14.1 No motion shall be debated or put unless it is in writing and is seconded, excepting only a motion to adjourn, which need not be in writing.

### **CONFLICT OF INTEREST**

- 15.0 No member of the “Board” or member of any member municipalities shall have any contract with the “Board”, or have any pecuniary interest, directly or indirectly, in any contract or work

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relating to the “Board”, its activities, or its property. No such person shall be deemed to have any contract or pecuniary interest by reasons of being a shareholder in an incorporated company having dealings or contracts with the “Board” unless they hold a beneficial interest, direct or indirect, of fifty percent (50%) or more of the issued capital stock of the incorporated company.

### **CONDUCT**

- 16.0 Every member previous to speaking shall address the Chairperson.
- 16.1 When two (2) or more members address the Chairperson at the same time, the Chairperson shall name the member who is to speak first.
- 16.2 When the Chairperson is called on to decide a point of order or practise, the Chairperson shall do so without comment unless requested to do so.
- 16.3 When the Chairperson is putting a question, no member shall leave their chair.
- 16.4 Discussion shall be limited to the question in debate.
- 16.5 No member shall speak to the question or in reply for longer than five (5) minutes without approval of the members.
- 16.6 A motion to adjourn takes precedence over all others and may be moved at any time, but the question cannot be received after another question put and while members are engaged in voting.
- 16.7 Immediately before putting the question, the Chairperson shall have the privilege of summarizing the debate, but no new matter shall be introduced.
- 16.8 Where at a meeting, any person other than a member of the “Board” is, in the opinion of the Chairperson, conducting oneself in a disorderly or improper manner; the Chairperson may require that person to leave the meeting and if that person fails to do so, may cause that person to be removed.
- 16.9 Where at a meeting, a member of the “Board” is conducting oneself in a disorderly or improper manner, the “Board” may, by a resolution passed by the majority of the other members present, require the member to leave the meeting and if the member fails to do so, may cause the member to be removed.
- 16.10 Persons in the board room are not permitted to display signs or placards, to applaud participants in debate or to engage in conversation or other behaviours which may disrupt the meeting.
- 16.11 The “Board” may limit the number of persons allowed in the board room.
- 16.12 A member must keep in confidence a matter that is discussed at a meeting closed to the public until the matter is discussed at a meeting conducted in public.
- 16.13 A member who breaches the requirement of confidentiality under clause 16.12 becomes disqualified from the “Board”.
- 16.14 All points of order and procedure not resolved by rules provided in this by-law shall be resolved by the majority decision of the “Board”.