BOH GOVERNANCE TOOLKIT

For Ontario Boards of Health

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The Association of Local Public Health Agencies (alPHa) represents Ontario's public health units and their boards of health. alPHa is committed to helping those who sit on provincial boards of health better understand their roles and responsibilities as public health officials and keeping them updated on the latest public health initiatives.

This toolkit is an effort to support board of health members and the important work they do. It is intended for use by boards of health in Ontario. However, alPHa recognizes that some of these materials may need to be adapted to meet the needs of specific boards. Boards of health are therefore encouraged to customize the tools to meet their unique needs and circumstances.

It should be further noted that the Toolkit does **not** replace but complements alPHa's current *2022 alPHa Orientation Manual for Boards of Health* or the *BOH: Shared Resources* area of the alPHa website. Whereas the Manual provides an overview of the public health sector and the board of health's role within it, this toolkit focuses on giving boards of health practical tools and information to help them govern more effectively.

This document is not intended as, nor should it be considered, legal advice. Boards of health are advised to seek legal or professional advice if they are concerned about the applicability of specific governance practices to their circumstances. The contents of this toolkit should not be considered a definitive list of resources and references on governance.

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What is Governance?

In general terms, governance can be thought of as the stewardship or oversight of the affairs— particularly the *strategic direction*—of an organization.

Definitions of Governance include:

"While governance includes oversight, it is a broader concept. Governance refers to the structures, systems, and practices an organization has in place to:
- *assign decision-making authorities, define how decisions are to be made, and establish the organization's strategic direction;*
- *oversee the delivery of its services; the implementation of its policies, plans, programs, and projects; and the monitoring and mitigation of its key risks; and*
- *report on its performance in achieving intended results and use performance information to drive ongoing improvements and corrective actions."*

<u>Canadian Audit and Accountability Foundation</u>

Governance has been defined to refer to structures and processes that are designed to ensure accountability, transparency, responsiveness, rule of law, stability, equity and inclusiveness, empowerment, and broad-based participation. Governance also represents the norms, values and rules of the game through which public affairs are managed in a manner that is transparent, participatory, inclusive and responsive.

<u>UNESCO International Bureau of Education</u>

The board, acting in its governance role, sets the desired goals for an organization and establishes the systems and processes to support achievement of those goals. A key role of the board is to determine and oversee the governance of the organization. The chart below illustrates some of the key responsibilities for each governance area for boards of health (BOHs).

Governance Area	BOH Key Responsibilities
Strategic	• Providing strategic leadership and direction by setting the vision, mission and values. • Assessing and approving the strategic plan. • Determining organizational priorities. • Ensuring compliance with legislation, regulations, provincial policies and directives. • Developing intersectoral alliances and/or partnerships with other stakeholders. • Establishing policies and procedures for the management and operation of the board of health (BOH). • Ensuring the planning and delivery of services and programs. • Ensuring operational plans are executed within the approved budget.
Fiscal Management and Reporting	• Reporting on organizational activities to stakeholders and government. • Safeguarding and allocating organization's resources through sound fiscal policies and internal controls. • Setting and approving the budget.

	• Commissioning independent financial audit.
Relationships	• Establishing processes for effective communications with stakeholders.
	• Developing effective working relationship with stakeholders and partners.
	• Developing effective working relationship with the MOH/CEO.
Quality Management	• Ensuring quality assurance processes are in place.
	• Identifying and assessing risks to the health unit and board of health, and developing risk management policies.
	• Meeting expectations of the Accountability Agreements with the Ministry of Health.
	• Undergoing a business process audit (accreditation) by an accredited agency.
	• Performing a governance review on a regular basis.
Monitoring, Reporting and Evaluation	• Monitoring, assessing and reporting on progress of the strategic plan.
	• Assessing and reporting on BOH's performance in achieving strategic outcomes.
	• Ensuring processes are in place to monitor, evaluate and improve outcomes.
	• Ensuring health status and health needs of the population are monitored, reported on and assessed regularly.
	• Monitoring, reporting and assessing outcomes with respect to the Ontario Public Health Standards and Organizational Standards requirements.
Management	• Establishing policies and procedures for BOH affairs.
	• Conducting business with openness and transparency.
	• Ensure ongoing education of BOH members.
	• Establishing sound processes for recruitment and appointment of the MOH/CEO.
	• Hiring the MOH/CEO
	• Evaluating performance of the MOH/CEO on a regular basis.
	• Assessing performance of the BOH and its members.
	• Reviewing BOH bylaws, policies and procedures on a regular basis.

It is important to note that while the board of health (BOH) works closely with the Medical Officer of Health—who is also the Chief Executive Officer (MOH/CEO), or the Medical Officer of Health and the Chief Executive Officer (CEO)—if the BOH has chosen the split management model, it is the MOH/CEO's responsibility to lead the health unit in achieving board-approved directions. *Therefore, the responsibility for the day-to-day management and operations of the health unit lies with the MOH/CEO or the CEO, if using that model.*

Governance also involves trust and confidence. This fiduciary role is another important function for BOHs. By fulfilling its oversight and fiduciary role, the BOH cultivates respect, confidence, support and unity within the health unit while acting in its best interest.

Fiduciary Responsibilities of the BOH
- *Acting in the best interest of the health unit.*
- *Avoiding conflict of interest.*
- *Corporate obedience – BOH solidarity, speaking with one voice, operating within legal requirements.*
- *Maintaining confidentiality*

Good Governance

Good governance occurs when a BOH carries out their trust or fiduciary responsibility to achieve the health unit's goals. Foundations for good governance rest on:

Board Quality - The quality of the people at the BOH table and their collective skills
Board Role - What the BOH does
Board Structure & Processes - How the BOH does its work

A BOH applying good governance exercises its legal authority to conduct the health unit's affairs; shows leadership by reflecting the values and priorities of the health unit and developing positive relationships with stakeholders; manages the health unit's financial resources effectively and efficiently; and is accountable for its actions and responsibilities.

A BOH practicing good governance:
- ☑ is clear on its roles and responsibilities
- ☑ maintains effective communications with external stakeholders
- ☑ has appropriate processes in place for decision-making
- ☑ sets policies for the health unit
- ☑ understands the budgeting process and financial reporting responsibilities
- ☑ develops the health unit's strategic plan and is accountable for outcomes
- ☑ evaluates the performance of the MOH/CEO, individual Board members and the Board itself

Board of Health Effectiveness

In general, there are six elements that are necessary for a BOH to be effective:

1.	**Commitment**	BOH members should be committed individually and as a group to the health unit's mission, mandate, goals and processes to achieve them. They should have the necessary knowledge, abilities and commitment to fulfil their duties.
2.	**Acceptance**	BOH members must accept their responsibilities of their governance role. This means reading and making efforts to understand applicable background documents (legislation, policies, etc.), asking informed questions, and knowing the health unit's business and performance.
3.	**Planning**	The board of health focuses on strategic issues by engaging in the strategic planning process and avoids involvement in operational management affairs of the health unit.

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4. **Communication**   The board of health has internal and external communications processes that ensure access to relevant timely information, advice and resources.

5. **Outcomes**   The board of health evaluates its impact in the community by systematically reviewing its policies, monitoring progress in achieving strategic goals, and undertaking evaluations of the Board itself, its members, and MOH/CEO or the MOH and the CEO.

6. **Reporting**   The board of health should report on its activities and outcomes to various stakeholders and in accordance with any legislative requirements.

Governance as Leadership

Boards need to frequently look at how they think about and carry out their governance responsibilities. The Governance as Leadership Model (Chait, Ryan & Taylor, 2004) provides BOHs an enduring framework to understand governance and practice it effectively.

It enables boards to reframe their work under three governance "modes": **fiduciary**, **strategic**, and **generative**.

Fiduciary
In this mode, boards are concerned mostly with the basic, traditional activities of stewardship and oversight—mission fulfillment, financial oversight, accountability, legal compliance and corporate obedience. Work is focused on conformance to established board policies and procedures to act in the best interest of the public health unit.

Strategic
In the strategic mode, boards establish organizational priorities and develop strategic directions for staff to action. They engage in strategic planning, strategic decision-making, policy making, and problem solving. Work is focused on monitoring performance as reported back to the BOH by staff against the strategic plan.

Generative
The generative mode sees boards framing organizational issues and problems and making sense of ambiguous situations. This involves boards positioning themselves differently; exploring issues from multiple, sometimes conflicting, perspectives; and looking to the past to uncover patterns, new ways to frame old issues, and new sources of ideas. Work is focused on active learning and organizational robustness.

Boards that are able to govern in these three modes are said to be truly governing, according to the Governance as Leadership Model. Using all three modes can lead to greater board engagement, stronger governance, and organizational excellence.

Effective Board of Health Habits

Effective BOHs work together as a team focusing on strategic issues within the context of the health unit's strategic plan. Building effective, collective work habits can be difficult. It requires focused agreement on behavior and a shared will to improve and build team competence. It has been observed that effective boards adopt a recurring pattern of six healthy habits.

Focus on Strategic Oversight

An effective board defines its own work area by focusing on strategic issues, such as the development and monitoring of the health unit's strategic plan, rather than staff management affairs. This is often difficult. Most board members are frequently experts at addressing operational issues in their respective health units and naturally gravitate to that arena. To avoid this, it may be helpful for the board and its MOH/CEO to be clear on the board's responsibilities and duties, i.e. the health unit's strategic agenda and the information required to carry it out.

Know the Business

Effective board members know the health unit's structure, strategy, population being served, programs, services, performance as well as the governing legislation and the *Ontario Public Health Standards*. They also know the sector and are familiar with stakeholders' activities. Boards cannot assume that their members maintain expert knowledge in all subject areas. Effective boards are quick to enlist outside experts to deliver fresh perspectives or new knowledge on topics where they lack experience.

Are Committed

Boards should expect and demand that each member identifies with the health unit's mission, has a well-defined team role, prepares for meetings, avoids conflicts of interest, attends meetings regularly and participates constructively and effectively in those meetings.

Adapt Knowledge to the Health Unit

Board members have a wealth of experience that must be adapted to the unique circumstances of the health unit and evidence-based community needs. They may wish to adopt what has been done elsewhere but should critically evaluate its appropriateness to the current health unit's environment before doing so.

Constructive Participation

Every board member brings valuable experience, expertise and judgment to the board. Without the participation of each member, the effort is substantially diminished. An effective board is one where every voice is encouraged and respected. Interpersonal conflicts among board members should be addressed in a timely fashion and may be addressed through board development programs.

Evaluate Performance

The effective board evaluates its performance periodically. Performance assessment leads to a culture of accountability, which, in turn may lead the board to hold itself, individual members, and the MOH/CEO, or the MOH and the CEO, to higher performance standards and expectations.

Tips for Productive Board Meetings

The Meeting Agenda
Most board work is conducted at regularly scheduled meetings, so careful attention must be paid to preparing the meeting agenda and developing the background and other materials submitted to the board for its pre-meeting review. The board agenda should be accompanied by the reports, memos, plans, and other materials to be discussed at the meeting and should be delivered to the board in advance (e.g., a week before) to allow members adequate time to prepare for an informed discussion of the materials and management's recommendations and proposals.

Board Materials
The board packages prepared by management and sent to board members before the meeting provide important information regarding the health unit's activities to help members evaluate management's proposals and directions to enable the members to make informed judgments. Agenda materials should avoid information overload, be clear about which items needs a board decision or is for information purposes, and that the agenda notes the time allocation for each item.

The topics for discussion should relate to the health unit's overall strategic agenda, goals, and objectives. These strategic matters require serious, timely discussion by board members, so appropriate time must be allotted at meetings to cover them adequately and consideration should be given to the timing of their discussion during meetings (the beginning of the meeting is better than the end of the meeting).

Frequency of Board Meetings
The board should meet at least quarterly to review the health unit's activities and performance. The length of the meeting may help determine how many regular meetings are held. Additional special meetings are held as needed, particularly when there is need to discuss important or urgent matters prior to the next regular board meeting. Of course, consideration by the members of major issues affecting the health unit will require more frequent meetings.

Committee meetings should generally be scheduled to coincide with board meetings if in person to minimize travel and allow the committees to report promptly to the board on their deliberations and proposals. The board's procedural bylaw should outline the different types of board meetings available—in person, virtual or hybrid—and when they will be used by the board.

Open and Closed Meetings
A Board of Health must follow the requirements under s. 239 of the **Municipal Act** with respect to when a closed meeting can occur. An extract of the Act is noted below as board members need to fully understand these provisions. If a member of the public is concerned that the board has met in a closed meeting inappropriately, they can file a complaint with the Municipal Investigator if there is one named, or with the Ontario Ombudsman.

The Ontario Ombudsman has created a thorough **Open Meetings-Guide for Municipalities,** which is informative and instructive for municipal councils and municipal boards, such as a Board of Health.

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Meetings open to public
239 (1) Except as provided in this section, all meetings shall be open to the public. 2001, c. 25, s. 239 (1).

Exceptions
(2) A meeting or part of a meeting may be closed to the public if the subject matter being considered is,
  (a) the security of the property of the municipality or local board;
  (b) personal matters about an identifiable individual, including municipal or local board employees;
  (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
  (d) labour relations or employee negotiations;
  (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
  (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
  (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
  (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
  (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
  (k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.

Other criteria
(3) A meeting or part of a meeting shall be closed to the public if the subject matter being considered is,
  (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
  (b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

Educational or training sessions
(3.1) A meeting of a council or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:
  1. The meeting is held for the purpose of educating or training the members.
  2. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee. 2006, c. 32, Sched. A, s. 103 (1).

Depending on the nature of the closed meeting item, senior management staff including the MOH/CEO, may need to be included with the obvious exception being when it is an item that bears on them directly (such as performance appraisal, employment contract negotiations, etc.).

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Board of Health Orientation

Every BOH in Ontario is responsible for orienting its new members to their roles and responsibilities following initial appointment. The orientation should be a positive team-building experience that results in new members' understanding of their role and the expectations for them.

A model orientation session will include the following:
- **Appropriate background materials** such as:
  o mission/values statement
  o bylaws and policies
  o relevant legislation
  o past meeting minutes
  o current and past financial statements
  o strategic plan
  o information on the population being served in the health unit's area
  o organizational chart for the health unit
  o list of BOH members and senior staff
  o annual calendar of events and meetings

- **Facilitated session –** An appropriate person should facilitate the orientation session. The best time and place to hold the session should be chosen, i.e. as part of the regular board meeting or as a separate meeting.

- **Review of key topics** such as:
  o BOH manual
  o mission/vision and values of the health unit.
  o history of the health unit
  o roles and responsibilities of the BOH, its individual members, and staff.
  o relevant legislation and provincial standards, including _Ontario Public Health Standards: 2021_.
  o operational overview of the health unit.
  o review of major events and activities the BOH members will be involved in.
  o identification of current legal matters and their status.
  o review of committees the BOH members may be involved in.
  o processes for BOH meetings and attendance, communications with stakeholders, policy development, budgeting and finance, decision-making, strategic planning, and evaluation of board and MOH/CEO, or MOH and CEO.
  o role of the Association of Local Public Health Agencies (alPHa).

  - **Question and answer period -** Time should be set aside for questions from members.

  - **Immediate involvement of new board members -** New BOH members may be paired with current members during the orientation process.

alPHa Orientation Manual

Following each municipal election, alPHa updates the *2022 alPHa Orientation Manual for Boards of Health*. It was developed to assist boards of health in their efforts to educate and orient their new members on their roles and responsibilities as board of health officials.

Boards of Health: Shared Resources

The Boards of Health: Shared Resources area of alPHa's website was created for alPHa's Boards of Health members to facilitate the sharing of and access to orientation materials, best practices, by-laws, resolutions and other resources to support their work. Boards of health use various approaches to protect and promote health in the communities they serve, informed by their characteristics and prioritized based on ongoing assessments.

If you are a member of an Ontario board of health and have a best practice, by-law or any other resource that you would like to make available to other Ontario boards of health, please send a file or a link with a brief description to gordon@alphaweb.org and it will be posted in the appropriate library.

Please note that links to materials not produced by the Association of Local Public Health Agencies (alPHa) are provided as a convenience and for informational purposes only and do not constitute an endorsement or an approval by alPHa.

Board of Health Legislative Requirements

- Health Protection and Promotion Act and HPPA Associated Regulations
- Accessibility for Ontarians with Disabilities Act (AODA)
- French Language Services Act
- Municipal Act
- Municipal Conflict of Interest Act
- Municipal Freedom of Information and Protection of Privacy Act
- Occupational Health and Safety Act
- Personal Health Information Protection Act

alPHa's legal counsel, James LeNoury, prepared a paper on *the Obligations of a BOH under the Municipal Act* that was revised in November 2021.

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<table>
<tr><td colspan="2" align="center">*Bylaws vs. Policies vs. Procedures*</td></tr>
<tr><td>**Bylaw**</td><td>The overall framework for governing affairs of the organization; does not deal with day-to-day operations; once in place, policies and procedures may be developed.</td></tr>
<tr><td>**Policy**</td><td>An expression of the will of the board that is:
- a governing principle
- a framework for carrying out work of the board.
- a way for the board to delegate authority.
- a definition of what is to be done.</td></tr>
<tr><td>**Procedure**</td><td>Step-by-step instructions that bring a policy to life; details the method for implementing a policy.</td></tr>
<tr><td>Source:</td><td>Charity Central's Office in a Box (resource for small and rural Canadian charities), Governing Documents: Policies & Procedures, Section 6.2, Legal Resource Centre, 2010, Edmonton AB</td></tr>
</table>

Board of Health Bylaws, Policies and Procedures

The *Ontario Public Health Standards: 2021, Requirements for Programs, Services and Accountability* (OPHS) require that all BOHs in the province have local bylaws and policies on the following (this is not a complete list—see the *Good Governance and Management Practices Domain* section for detailed list):
- rules of order and frequency of meetings.
- selection of officers
- selection of board of health members based on skills, knowledge, competencies, where possible.
- conflict of interest
- confidentiality
- medical officer of health selection process, remuneration and performance review.
- procurement of external advisors to the board (e.g. lawyers, auditors) if applicable.

It is also required that "the board of health shall ensure that by-laws, policies and procedures are reviewed, and revised as necessary, and at least every two years."

In addition to the above, it is strongly suggested that BOHs have by-laws or policies on other necessary administrative or management matters concerning BOH affairs (e.g. procedural by-law, property management, banking and finances, provision of auditor, Code of Conduct). A list of potential BOH by-laws and policies can be found at the end of this document.

Unlike the previous OPHS, the 2018 (2021) Organizational Requirements, no distinctions have been made between policies and by-laws.

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Accountability

	Accountability vs. Responsibility vs. Answerability
Responsibility	An obligation to act or decide.
Accountability	A formal relationship that happens when a responsibility is conferred and accepted, and with it, an obligation to report back on the discharge of that responsibility.
Answerability	An obligation to simply provide information or an explanation to another party.

Source: Guide to Corporate Governance, Saskatchewan Ministry of Health.

Accountability is a relationship based on the obligation to demonstrate and take responsibility for performance in light of agreed expectations. It requires that BOHs understand who is responsible for what, what outcomes are to be achieved and what information needs to be shared to ensure appropriate decision-making.

Ontario BOHs are ultimately accountable for the actions of their health units to the provincial Ministry of Health.

Provincial Accountability Framework

Following the first Public Health Accountability Agreements in 2011 with boards of health, the province of Ontario released the Public Health Accountability Framework within the Ontario Public Health Standards 2021. It was first effective as of 2018 and then updated in 2021. The relevant pages are 59-71. The Framework "outlines the parameters and requirements to hold boards of health accountable for the work they do, how they do it, and the results achieved. It articulates the expectations of the ministry of boards of health to promote a transparent and effective accountability relationship."

The Framework spells out the Organizational Requirements against which boards of health need to demonstrate accountability to the Ministry. The requirements fall into four "domains":
- Delivery of Programs and Services
- Fiduciary Requirements
- Good Governance and Management Practices; and
- Public Health Practice

The Organizational Requirements incorporate one or more of the following functions:
- **Monitoring and reporting** (to measure and assess activities).
- **Continuous quality improvement** (to improve efficiency and effectiveness).
- **Performance improvement** (to ensure best results are achieved).
- **Financial management** (to ensure resources are used efficiently).

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- **Compliance** (to ensure ministry expectations are met).

The BOH *Public Health Accountability Framework Domains* requirements that are *Common to All* are:
1. The BOH shall submit an Annual Service Plan and Budget Submission to include all programs and services delivered by boards of health and program costing for ministry-funded programs.
2. The BOH shall submit action plans as requested to address any compliance or performance issues.
3. The BOH shall submit all reports as requested by the ministry.
4. The BOH shall have a formal risk management framework in place that identifies, assesses, and addresses risks.
5. The BOH shall produce an annual financial and performance report to the general public.
6. The BOH shall comply with all legal and statutory requirements.

Boards of health are expected to demonstrate accountability through Ministry-Board of Health Accountability Agreements; Board of Health Strategic Plan; Board of Health Annual Service Plan and Budget Submission; performance reports; and an annual report.

Ontario Public Health Standards

The *Ontario Public Health Standards 2021* provides the province's minimum expectations for the local planning and delivery of public health programs and services by BOHs. They are published by the Minister of Health under the authority of Section 7 of the *Health Protection and Promotion Act*, which also obliges BOHs to comply with them. Boards of health are accountable for implementing the Standards including the protocols and guidelines that are referenced therein.

The Standards consist of three sections:
- **Defining the work that public health does** (including the Foundational and Program Standards).
- **Strengthened accountability** (including the Public Health Accountability Framework and Organizational Standards) as outlined in the section above; and
- **Transparency and demonstrating impact** (including the Public Health Indicator Framework for Program Outcomes and Contributions to Population Health Outcomes, Transparency Framework: Disclosure and Reporting Requirements).

Strategic Oversight and Planning

The BOH's role is primarily one of strategic oversight. Strategic oversight consists of:
- setting the mission, vision and values of the BOH.
- setting strategic directions in a plan (i.e. future plan + measurable actions over a time period).
- approving major decisions that impact the direction of the health unit.

Mission, Vision, Values	
Mission	A concise statement of health unit's purpose, who it serves and why.
Vision	A statement describing the health unit's strategic direction (future plan) over a period of time.
Values	Statements of fundamental principles on which health unit operates.
Source:	Guide to Corporate Governance, Saskatchewan Ministry of Health

In approving major decisions, the BOH must be aware of the big picture and understand how decisions affect the big picture over a long-time horizon. Rather than getting involved in day-to-day decision-making or operational issues, the BOH should have confidence in the MOH/CEO's ability to make sound decisions that serve the health unit's goals and objectives. The BOH is responsible for ensuring that the MOH/CEO understand the strategic direction of the health unit.

Under the OPHS Organizational Requirements (#8), BOHs must have a strategic plan in place:
> *The board of health shall have a strategic plan that establishes strategic priorities over 3 to 5 years, includes input from staff, clients, and community partners, and is reviewed at least every other year.*

Strategic planning is a continuous and systematic process in which a BOH identifies, monitors and measures its future outcomes over a specified timeframe. It includes defining specific goals and success for the health unit, and developing policies, framework and approach for achieving those goals.

This table shows the different roles played by the BOH and MOH/CEO in the strategic planning process:

The Strategic Planning Process	
Board of Health Role & Responsibilities	**MOH/CEO Role & Responsibilities**
• Ensures strategic planning process is conducted.	• Conducts strategic planning process
• Approves strategic planning process	• Conducts research, develops policies, writes strategic plan.
• Reviews and approves strategic plan.	• Implements strategic plan
• Monitor plan's implementation, annually review plan & recommend adjustments.	• Executes board of health's recommended actions following review of plan.

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There are two generally accepted approaches to strategic planning: goals-based and issues-based. According to Management Help, goals-based (or vision-based) planning works from the future to the present. A time in the future is chosen and the strategic plan identifies goals to be achieved by that time. Goals-based planning is therefore usually based on the long-range such as three to five years from the present. Issues-based planning, however, begins at the present and works to the future. Major issues faced by the organization at the moment are identified and actions to address the issues are laid out. Issue based plans are usually for the short-range; one year is typical.

Which approach a BOH uses—goals-based or issues-based—depends on the board's situation. Issues-based planning is done when a board has very limited funding and human resources or if there are many current issues that need to be dealt with sooner rather than later. This kind of planning is often done for organizations that are new, i.e. one to two years old. Although there are other types of strategic planning–such as Balanced Scorecard, PEST Model (Political, economic, sociocultural + technological) and Needs Assessment–they tend to start with a goals-based approach.

Most of the time, BOHs will undertake a goals-based strategic planning process. This is a cycle comprised of nine steps:

1. Planning the process
2. Conducting an environmental or SWOT (Strengths, Weaknesses, Opportunities + Risks) review.
3. Writing/reviewing the health unit's vision, values and mission.
4. Identifying and confirming programs and services delivered.
5. Establishing goals
6. Developing operational plan(s) and completing performance measurement (i.e. for staff to manage).
7. Writing a draft strategic plan
8. Reviewing and approving the strategic plan.
9. Implementing, monitoring and reporting

Strategic planning processes can be led by external consultants who can provide additional objective expertise to the board. The links below will lead you to a sample of consultants' commercial open-data websites that offer free tools and information on strategic planning. These tools and information may be of assistance if opened/used with discretion.

Framework for a Basic Strategic Plan Document (by Authenticity Consulting, LLC)

Strategic Planning Toolkit (by Conscious Governance)

Risk Management and Assessment

Under the provincial *Public Health Accountability Framework* (2018), BOHs are required to have a "formal risk management framework in place that identifies, assesses and addresses risks." A risk management plan can incorporate the following three components: Preparation, Prevention, Protection.

Preparation	Prevention	Protection
• Identify risk	• Policies and procedures	• Insurance
• Assess risk	• Staff competence/ training	• Contracts
• Determine response	• Organization Culture	• Contingency Plans

Preparation involves identifying and assessing potential risks and determining the BOH's response to each risk. It often includes agreeing on a common definition for understanding risk within the health unit and determining what constitutes a high risk, medium risk, and a low risk. In defining risk, it might be useful to spell out the impact of consequence of each risk level (e.g. financial impact on the health unit is likely to exceed $X) and the degree/potential of occurrence of each risk level (e.g. likely to occur each year or more than 25% chance of occurrence).

In assessing risk, the health unit may want to further identify the following:
- scope of risk
- nature of risk
- stakeholders/partners, population(s) who could be affected.
- quantification of risk, and
- the BOH's/health unit's level of tolerance and appetite for that risk.

Determining the response means analyzing options for managing risk such as avoiding, accepting, reducing, eliminating or sharing a risk. Strategies for preventing loss or risk include establishing policies and procedures, ensuring staff competence, and building an organizational culture that promotes results while identifying and assessing risks. Protection includes reducing risk by having insurance, contracts and contingency plans in place. Understanding the potential liability for the health unit in various situations is also essential.

Given that the risk management perspective has evolved while dealing with COVID-19, the resilience and nimbleness of the health unit also needs to be factored into the board's discussion and analysis on risk. Without becoming directly involved in managing risk, boards can fulfill their role in risk oversight by developing policies and procedures around risk that are consistent with the organization's strategy and risk tolerance and appetite.

The BOH should monitor and evaluate its risk management strategy on a regular basis. The Ontario Internal Audit Division developed the following *Risk Management Strategy & Process Toolkit* that was

presented to Ontario Boards of Health in 2016 for their use and adaptation.
Risk Management Strategy & Process Toolkit
Source: Ontario Internal Audit Division, Treasury Board Secretariat presentation to alPHa, Feb. 24, 2016

Ontario

RISK MANAGEMENT STRATEGY & PROCESS TOOLKIT

Risk
The future event that may impact the achievement of established objectives. Risks can be positive or negative.

Control / Mitigation Strategy
Controls / mitigation strategies reduce negative risks or increase opportunities.

14 categories of risk

RISK	Description
Financial	Uncertainty around obtaining, committing, using, losing economic resources; or not meeting overall financial budgets/commitments.
Operational or Service Delivery	Uncertainty regarding the activities performed in carrying out the entity's strategies or how the entity delivers services.
People / Human Resources	Uncertainty as to the capacity of the entity to attract, develop and retain the talent needed to meet the objectives.
Environmental	Uncertainty usually due to external risks facing an organization including air, water, earth, forests.. An example of an environmental, ecological risk would be the possible occurrence of a natural disaster and its impact on an organization's operations.
Information / Knowledge	Uncertainty regarding access to, or use of, inaccurate, incomplete, obsolete, irrelevant or untimely information; unreliable information systems; inaccurate or misleading reporting.
Strategic / Policy	Uncertainty around strategies and policies achieving required results; or that old and/or new policies, directives, guidelines, legislation, processes, systems, and procedures fail to recognize and adapt to changes.
Legal / Compliance	Uncertainty regarding compliance with laws, regulations, standards, policies, directives, contracts, MOUs and the risk of litigation.
Technology	Uncertainty regarding alignment of IT infrastructure with technology and business requirements; availability of technological resources.
Governance / Organizational	Uncertainty about maintenance or development of appropriate accountability and control mechanisms such as organizational structures and systems processes; systemic issues, culture and values, organizational capacity, commitment, and learning and management systems, etc.
Privacy	Uncertainty with regards to exposure of personal information or data; fraud or identity theft; unauthorized data.
Stakeholder / Public Perception	Uncertainty around managing the expectations of the public, other governments, Ministries, or other stakeholders and the media to prevent disruption or criticism of the service and a negative public image.
Security	Uncertainty relating to breaches in physical or logical access to data and locations (offices, warehouses, labs, etc).
Equity	Uncertainty that policies, programs, or services will have a disproportionate impact on the population.
Political	Uncertainty that events may arise from or impact the Minister's Office/Ministry, e.g. a change in government, political priorities or policy direction.

Step 1: Establish objectives

- Risks must be assessed and prioritized in relation to an objective
- Objectives can be at any level; operational, program, initiative, unit, branch, health system
- Each objective can be general or can include specific goals, key milestones, deliverables and commitments

The risk management process

Step 1 — Establish Objectives
Step 2 — Identify Risks & Controls
Step 3 — Assess Risks & Controls
Step 4 — Evaluate & Take Action
Step 5 — Monitor & Report

Step 2: Identify risks & controls

Identify risks - What could go wrong?
- Consider each category of risk
- Obtain available evidence
- Brainstorm with colleagues and/or stakeholders
- Examine trends and consider past risk events
- Obtain information from similar organizations or projects
- Increase awareness of new initiatives/ agendas and regulations

Identify existing controls – What do you already have in place?
- Preventive controls
- Detective controls
- Recovery / Corrective controls

Consequences
- Identify the specific consequences of each risk
- Consider financial, non-financial, performance, etc.

Vulnerability
- Identify exposure to risk
- Vulnerability may vary with each situation and change over time

Cause/Source of Risk
- Understand the cause/source of each risk
- Use a fish-bone diagram

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RISK MANAGEMENT STRATEGY & PROCESS TOOLKIT

Step 3: Assess Risks & Controls

Assess inherent risks
- *Inherent likelihood* – Without any mitigation, how likely is this risk?
- *Inherent impact* – Without any mitigation, how big will be the impact of the risk on your objective?

Assess controls
- Evaluate possible preventive, detective, or corrective mitigation strategies.

Reassess residual risks
- Re-assess the impact, likelihood and proximity of the risk with mitigation strategies in place.
- *Residual likelihood* – With mitigation strategies in place, how likely is this risk?
- *Residual impact* – With mitigation strategies in place, how big an impact will this risk have on your objective?
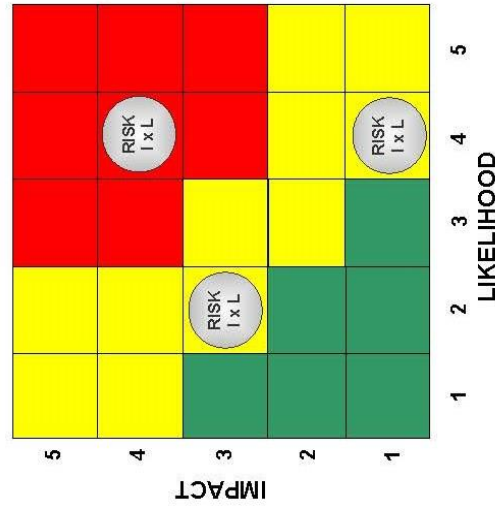
Key Risk Indicators (KRI)

- Leading Indicators – Early or leading indicators that measure sources or causes to help prevent risk occurrences
- Lagging Indicators – Detection and performance indicators that help monitor risks as they occur.

Risk Tolerance

- The amount of risk that the area being assessed can manage

Risk Appetite

- The amount of risk that the area being assessed is willing to manage

The tolerance and risk appetite values may differ e.g. Staff can afford to lose email capabilities for five hours (risk tolerance) but only be willing to lose email capabilities for one hour (risk appetite).

Step 4: Evaluate & Take Action

- Identify risk owners.
- Identify control owners.
- Have mitigation strategies reduced the risk rating (Impact x Likelihood) enough that the risk is below approved risk tolerance levels?
- Do you need to implement further mitigation strategies?
- Develop SMART (Specific, Measurable, Achievable, Realistic, Time-specific) actions that will either reduce the likelihood of the risks or minimise the impact.
- Develop detailed action plans with timelines, responsibilities and outline deliveries.

Step 5: Monitor & Report

- Have processes in place to review risk levels and risk mitigation strategies as appropriate.
- Monitor and update by asking:
  - Have risks changed? How?
  - Are there new risks? Assess them
  - Do you need to report or escalate risks? To whom? When? How?
- Develop and monitor risk indicators

Definitions

VALUE	LIKELIHOOD	IMPACT	PROXIMITY	SCALE
1	Unlikely to occur	Negligible Impact	More than 36 months	Very Low
2	May occur occasionally	Minor impact on time, cost or quality	12 to 24 months	Low
3	Is as likely as not to occur	Notable impact on time, cost or quality	6 to 12 months	Medium
4	Is likely to occur	Substantial impact on time, cost or quality	Less than 6 months	High
5	Is almost certain to occur	Threatens the success of the project	Now	Very High

RISK PRIORITIZATION MATRIX

IMPACT (vertical axis: 5, 4, 3, 2, 1)
LIKELIHOOD (horizontal axis: 1, 2, 3, 4, 5)

RISK I x L

The 2016 Risk Management Strategy and Process Toolkit stands the test of time for its usability; however, boards will need to apply a 2022/23 lens as they consider any updates of their previous risk management framework.

New, emerging and heightened risks for public health employers include:
- New, mutating or multiple infectious diseases and pandemics.
- IT disruption, cybersecurity including data theft and fraud.
- Professional/human resources shortages.
- Climate change and its impact on vector-borne diseases, water security, etc.
- HR challenges that need updated policies dealing with harassment and sexual harassment in the workplace, toxic workplaces, as well as changing workplace environments (e.g., hybrid).

BOH Governance Learnings (2015 Algoma Assessment)

In February 2015, the Minister of Health and Long-Term Care appointed Mr. Graham Scott as an Assessor under the authority of the HPPA to conduct an assessment of the District of Algoma Health Unit Board of Health. Mr. Scott had conducted previous health unit assessments for Ontario. His Assessor's Report was completed by June 2015.

He found that there were shortfalls with respect to the governance and oversight provided by the Algoma BOH. Although many of Mr. Scott's recommendations were contentious, there are a number of his observations that are worth noting to highlight the importance of strong, informed board governance and conduct. These included:

- Active (i.e., not passive), informed questions to senior management at board meetings.
- That the board expects clear accountability from senior management in critical areas such as department restructuring, financial matters and overall outcomes of the health unit.
- That there is appropriate public transparency at BOH meetings and that in-camera sessions are used in accordance to legislative provisions and best practices.
- That there is adequate BOH training.
- That there is a strong conflict of interest understanding and practice at the board.

Board of Health Liability

In partnership with its legal counsel, alPHa produced a still timely *Board of Health Liability Paper, 2018* that reviews BOH members' liabilities as members of a board as well as their specific public health liabilities related to their role on the BOH. Appendix A in this paper includes potential questions for Board self-evaluation.

Accreditation and Quality

While it is not mandatory for a public health unit to be accredited, a good number choose to participate in an accreditation process. Accreditation is an ongoing, voluntary process used by organizations to assess and improve the quality of its services to stakeholders. It helps the public health unit strive for excellence by setting benchmarks of consistent standards for programs and services that should be met by the public health unit.

Accreditation also provides a process for quality assurance by identifying areas for improvements in efficiency and performance related to the leadership, management and delivery of services. Some health units have developed their own internal approaches for continuous quality improvement.

Public health units may choose from a number of different accreditation organizations in the country. The scope of the accreditation standards differs across the various accreditation bodies. The following are a just a few of the Canadian accreditation organizations and their areas of emphasis:

Accreditation Canada   (health quality)

Canadian Centre for Accreditation   (community health and social services)

Canadian Accreditation Council   (broad range of human services)

Excellence Canada   (broad range of corporate and non-profits)

Evaluation

Evaluations are an important component to ensure the maintenance and improvement of the governance process. To assess board effectiveness, evaluation of the BOH as a whole, individual BOH members, and the MOH/CEO, or MOH and CEO if model used, should be undertaken. After deciding what it will do with the results, the board should ensure there is a process to allow the evaluation results to be acted upon.

The evaluation process for BOHs may consider the following questions:
- What is the purpose of the evaluation?
- Who should complete the evaluation?
- What is the process?
- How will results be shared?
- What is the process to ensure the results are acted upon?

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Any of these aspects may be subject to evaluation (there may be others not listed below):
- individual BOH member's performance
- collective board performance
- board chair performance
- board meeting evaluation
- board strategic planning evaluation
- committee chair performance
- committee member's performance
- orientation session evaluation

Evaluation of the Board of Health

Evaluating the BOH's effectiveness, it should be noted, is not the same as evaluating the effectiveness of the health unit. This distinction is important because it means the BOH must be clear on its desired outcomes and that it has objective measures to evaluate the board's unique contribution.

When assessing board effectiveness, the review should encompass, but not be limited to:
- whether specific outcomes were achieved, including strategic goals.
- whether legislative requirements have been met and to what degree.
- whether committees of the board are functional and effective.
- fiduciary and budgetary responsibilities were exercised.
- flow and timeliness of information.
- liaisons with stakeholders
- conduct of meetings
- agenda setting process
- decision-making and follow-up processes
- management of sensitive and/or legal matters.

It is expected that board leadership requires openness to self-evaluation and board evaluation. The chair should also be open to evaluation of his or her performance and to acting upon constructive criticism.

A board self-assessment or evaluation is completed by all board members and provides a process to evaluate and improve board performance, board processes and individual member performance. It is important that the questions are relevant to areas of board role and performance.

Questions are usually asked in the following categories:
- Board Role and Responsibility
- Board Composition and Quality
- Board Structures and Processes
- Board Efficiency and Performance
- Member Self-Assessment

The usual format asks a member to rate the board's performance, and the member's own performance, on a sliding scale. It is also common to allow an opportunity for the board member to answer open-ended questions or offer narrative comments.

Evaluation of the Individual Board of Health Member

An evaluation of an individual BOH members' performance can either be a self-assessment evaluation (done as part of the annual board evaluation), or it can be a peer evaluation. The more common approach is the self-evaluation by board members. Peer evaluations would involve every board member evaluating the performance of every other board member, and must be undertaken with care.

Feedback on individual BOH members' performance should be a regular process provided by the chair or through resources that are external to the BOH.

Areas to ask questions on a BOH member's self-evaluation survey may include:
• preparation for board and committee meetings.
• regular attendance at meetings
• participation in discussions at board and committee meetings.
• understanding the board's governance role and responsibilities.
• decision-making based on evidence and research.
• application and contribution of the individual BOH member's expertise.
• behavior both inside and outside the board meeting.
• adherence to board policies, particularly conflict of interest and the Code of Conduct.
• respect for harmonious board relations and principle of board solidarity.

It should be noted that commitment and buy-in from individual BOH members to the evaluation process is crucial.

Evaluation of the Medical Officer of Health (MOH)

An essential part of determining health unit's performance is assessment of the Medical Officer of Health (MOH) whether they are also the CEO or not. The MOH/CEO is accountable to the BOH for leading the health unit and for implementing its decisions. The MOH/CEO leads and manages all aspects of the health unit's operations, including: directing executive staff; preparing, monitoring and complying with the annual budgets; and overseeing the efficient operation of the health unit's programs and services. If the MOH/CEO is to be accountable and to achieve predefined outcomes then he or she must be free to decide who does what, when, why and under what circumstances.

The evaluation will often emphasize how the MOH/CEO has met desired outcomes, but it is important to also emphasize how well they were achieved. In other words, the assessment also needs to emphasize how the MOH's performance reflects the health unit's values, vision, mission, mandate and policies and contributed to the achievement of strategic goals. A component of the MOH/CEO's evaluation may involve interviews and discussions with and/or surveys of feedback from employees and other stakeholders.

A process for the MOH/CEO's or MOH's evaluation should be clearly defined and mutually agreed in advance. The BOH identifies in advance the areas for which the MOH will be held accountable. The evaluation should be completed by the health board as a whole. Alternatively, the MOH evaluation could also be done by a sub-committee chaired by the chair of the board with input from the rest of the board members with the subcommittee then reporting to the full board of the evaluation and the subcommittee's recommendations.

Aspects of the MOH/CEO or MOH's performance that may be reviewed include:
- relations with and reporting to the BOH.
- strategic and operational planning, including implementation of board policies.
- overall administration, including development and implementation of human resource policies.
- fulfilment of statutory requirements (Health Protection and Promotion Act, Ontario Public Health Standards, Ontario Public Health Organizational Standards etc.).
- communications within health unit and external stakeholders.
- relations within health unit and external stakeholders.

It is recommended the evaluation form used to assess the MOH should be customized to the health unit's mission, strategic plan, goals and expectations agreed upon by the MOH and outlined in the MOH's contract and job description.

Evaluation of the Chief Executive Officer (CEO)

There are a number of boards of health in Ontario who have decided to separate the role of MOH and the CEO into two positions.

Aspects of the CEO's performance that may be reviewed include:
- relations with and reporting to the BOH.
- strategic and operational planning, including implementation of board policies.
- overall administration, including development and implementation of human resource policies.
- communications within health unit and external stakeholders.
- relations within health unit and external stakeholders.

It is recommended that the evaluation form used to assess the CEO should be customized to the health unit's mission, strategic plan, goals and expectations agreed upon by the CEO and outlined in the CEO's contract and job description.

Evaluation of the Evaluations

It is recommended that the BOH periodically assess the types of evaluations it performs and the appropriateness of the tools it uses. It should also evaluate its processes for sharing survey results and providing resources to ensure the results may be acted upon.

Governance Review and Best Practices

To ensure the quality of a board of a health, it is advised that a BOH conduct a governance review or audit to evaluate its own performance and practices periodically. Approaches may include forming a governance committee at larger health units or taking a more informal approach at smaller health units. Typically, the governance review process is as follows:

1. **Establish the purpose of the governance review** – The purpose is to ensure the BOH is able to fully discharge its duties in an accountable manner and that it achieves its organizational mission.

2. **Establish the scope of the review** – The scope of the review may be as limited or broad as is necessary. A limited review may only look at only a few processes and practices compared to a full review, which would cover every governance aspect.

3. **Establish the process for the review** – The process would include conducting the review (i.e. examining governance documents, process and practices), evaluating current practices, determining gaps, and assessing areas requiring change.

4. **Develop a workplan for governance improvement** – Using the results of the assessment, the BOH would develop an action plan to address gaps and make improvements.

Evergreen BOH Governance Toolkit

We hope you find this toolkit useful. It is a living document that alPHa plans to update periodically. To ensure ongoing relevancy and currency of information, alPHa's online BOH Resource Page houses the most up-to-date versions of this document and other orientation materials.

If you have any comments, suggestions, or tools and examples for possible inclusion in the toolkit, please let us know at info@alphaweb.org.

Potential BOH By-Laws and Policies

Below is a list of potential health unit by-laws and policies. It should be noted that this list is not exhaustive and each health unit needs to have, adapt or update their by-laws and policies given the requirements of the health unit and their circumstances.

As part of the board orientation, BOH members should receive a copy and/or link to all the health unit's by-laws and policies for their review and future board discussion on any revisions, updating, additions or deletions needed.

BOH by-laws – as examples

- Property Management Bylaw
- Banking and Finance Bylaw
- Procedural Bylaw (Meeting Calling, Proceedings and Recording).
    o Virtual Meeting Bylaw if separate from Procedural Bylaw.
    o Open and In-Camera Meetings Bylaw if separate from Procedural Bylaw.
- Auditor Appointment Bylaw
- Chair and Vice Chair Powers, Duties, and Term of Office of the Chairperson and Vice-Chairperson.
- Execution of Documents Bylaw
- Building Code Act – Sewage Systems Bylaw.
- Procurement of Goods and Services Procurement Bylaw.
- Conflict of Interest and Code of Conduct bylaws or policies.

Board of Health Policies - as examples

- Accessibility
- Appointments – Provincial Representatives
- Board Leadership and Committee Membership Selection.
- BOH Orientation
- CEO Appraisal
- Correspondence
- COVID Vaccination Policy for BOH Members.
- Delegation of Authority
- Donor Recognition
- Effective BOH Governance
- Human Rights and Discrimination
- Immunization
- Indigenous Land Acknowledgement
- Medical Officer of Health – Appointment, Absences, Performance Appraisal, Selection.
- Privacy legislation compliance + procedures – MFIPPA, PHIPA.
- Public Complaints
- Remuneration of Board of Health Volunteers.
- Remuneration of Members
- Remuneration Review
- Risk Management
    o Cybersecurity and IT Security policies.
    o Insurance if separate policy
- Sponsorship
- Whistleblowing Reporting Policy
- Workplace Violence and Harassment Prevention.
- Vision, Mission and Values

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Sources

Much of the material in this toolkit came from, or was informed by, the following sources. If a direct reference, it was cited. These links connect directly to governance articles or 'governance' can be searched on these websites.

- alPHa Boards of Health: Shared Resources
- Canadian Society of Association Executives
- Canadian Audit and Accountability Foundation
- Capacity Canada - Resources
- Canadian Chartered Professional Accountants
- Excellence in Governance: A Handbook for Health Board Trustees
- Guide to Good Governance, Governance Centre of Excellence
- Institute on Governance
- National Council of Nonprofits
- Ontario Hospital Association
- Ontario Municipal Councillors Guide
- Ontario Not-for-Profit Network
- Ontario Ombudsman
- Ontario Public Health Standards: Requirements for Programs, Services and Accountability 2021
- UNESCO International Bureau of Education

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