

MINUTES

# Board of Directors Meeting

Thursday November 04, 2021

## ATTENDEES:

Board Members:	<u>Video Conference</u> : Linda Rothstein (Board Chair), Cat Criger, Ford Ralph, Frank Davis, Helen Angus, Isra Levy, Margaret Flynn, Martina Dwyer, Terri McKinnon
Staff:	<u>Video Conference</u> : Colleen Geiger, Cathy Campos, Alwin Kong, Allison Crehore

## REGRETS:

Board Members:	None.
----------------	-------

## LAND ACKNOWLEDGEMENT

*[Note, prior to the commencement of the meeting, Linda Rothstein, Board Chair, opened with a Land Acknowledgement.]*

While we are meeting virtually, we wish to acknowledge the land on which we are all gathered. For thousands of years, this land has been the traditional territories of nations that include the Huron-Wendat, the Seneca, and recently the Mississaugas of the Credit. Toronto is on the territory of the Dish With One Spoon Wampum Belt covenant, an agreement that meant the Anishinaabe, the Haudenosaunee and other allied nations in this area would share and care for the land.

With Public Health Ontario's office in Toronto, we acknowledge that this territory is governed by Treaty 13, also known as the Toronto Purchase. Today, this place is still the home to many First Nations, Inuit and Métis Peoples from across Turtle Island and we are grateful to have the opportunity to gather and work on this land.

## 2. CALL TO ORDER AND CHAIR'S REMARKS

The Chair called the meeting to order at 9:27 a.m. The Board members in attendance were noted. Quorum requirements were met. No conflicts were declared.

## 3. INTERIM BOARD CHAIR AND BOARD VICE-CHAIR DESIGNATIONS

Alwin Kong provided an overview of the process to designate an interim Board Chair and Board Vice-Chair. The need to designate interim leadership arises because of the upcoming retirement of the Board Chair and recently proposed legislation that if passed, will give the Lieutenant Governor in Council the

authority to designate the Chair and Vice-Chair of PHO's Board of Directors. This will be a change from the current authority under that vests the Chair/ Vice-Chair designation powers with the Board.

While it is not known when the legislation will be passed, it is recommended that the Board undertake a process to elect an interim Board Chair and Board Vice-Chair, until such designations are made by the Lieutenant Governor in Council.

**IT WAS DULY MOVED BY Terri McKinnon SECONDED by Martina Dwyer AND UNANIMOUSLY CARRIED THAT the following resolution be approved by the Board of Directors:**

**WHEREAS:**

- A. Linda Rothstein will be retiring as a member of the Board and as the Board Chair on November 18, 2021;
- B. The Board Vice-Chair role is currently vacant;
- C. It is expected that the *Ontario Agency for Health Protection and Promotion Act, 2007* ("OAHPPA") will soon be amended to give the Lieutenant Governor in Council the authority to designate the Chair and Vice-Chair of PHO's Board of Directors;
- D. In light of the Board Chair's upcoming retirement and prior to the amendments to the OAHPPA coming into force, the Board wishes to initiate the nominations and elections process to designate an interim Board Chair and Board Vice-Chair; and
- E. The interim Board Chair and Board Vice-Chair will be designated for an initial two-year term, subject to early termination once the expected amendments to the OAHPPA come into force.

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Corporate Secretary be delegated the authority to canvass the Board members for nominations for the Board Chair and Board Vice-Chair roles with nominations to be received no later than Tuesday November 9, 2021;
2. Where more than one individual is nominated for a position, a secret email ballot will be conducted for a final determination;
3. Where only one individual is nominated for a position, a secret email ballot will not be conducted for this position and the individual will be considered elected by unanimous consent; and
4. The Corporate Secretary is to report results to the Board for consideration and approval at an electronic/ meeting of the Board to be held prior to November 18, 2021.

#### **4. STANDING COMMITTEE MEMBERSHIP**

Alwin Kong provided an overview on the ongoing uncertainty on new Board appointments resulting in the need to appoint each Board member to each Standing Committee. The Board agreed to continue this practice with the newest members of the Board.

**IT WAS DULY MOVED BY Ford Ralph SECONDED by Margaret Flynn AND UNANIMOUSLY CARRIED THAT the following resolution be approved by the Board of Directors:**

**WHEREAS:**

- a. The *Ontario Agency for Health Protection and Promotion Act, 2007* requires the Board to establish the Audit and Finance Standing Committee ("AFSC"), the Governance Standing Committee ("GSC"), and the Strategic Planning Standing Committee ("SPSC");

- b. Since March 2019, the Board has appointed all Board members to each Standing Committee to address minimum membership and competency requirements due to the small complement of Board members;
- c. It is desirable to appoint additional Board members to each of the Board Standing Committees;

**NOW THEREFORE BE IT RESOLVED THAT:**

- 1. Effective as of June 24, 2021, Theresa McKinnon, being a duly appointed director of the Board, is hereby appointed to the AFSC, GSC and SPSC.
- 2. Effective as of August 26, 2021, Mark Criger, being a duly appointed director of the Board, is hereby appointed to the AFSC, GSC and SPSC.
- 3. Effective as of October 7, 2021, Helen Angus, being a duly appointed director of the Board, is hereby appointed to the AFSC, GSC and SPSC.
- 4. Maximum membership limits for each of the Board Standing Committees are waived.

*[Note, the Audit and Finance Standing Committee meeting followed item 4]*

**17. IN-CAMERA: CEO SEARCH COMMITTEE UPDATE**

**IT WAS DULY MOVED BY Margaret Flynn, SECONDED by Cat Criger AND UNANIMOUSLY CARRIED THAT the meeting move In-Camera.**

*[Note, the Board engaged in a confidential, in-camera discussion. Minutes of this part of the meeting were not taken.]*

**18. BOARD CHAIR ACKNOWLEDGEMENT**

As this was Linda Rothstein's last Board meeting, on behalf of the PHO Executive Team and the Board of Directors, Colleen Geiger took a moment to reflect on Linda's many contributions to the PHO Board of Directors. The entire Board extended their sincere thanks to Linda.

**IT WAS DULY MOVED BY Ford Ralph SECONDED by Margaret Flynn AND UNANIMOUSLY CARRIED THAT the following resolution be approved by the Board of Directors:**

**WHEREAS:**

- 1. Linda Rothstein has served as a Director of the Board since November 19, 2014;
- 2. During her tenure on the Board, Ms. Rothstein has served on each of the three Standing Committees, Audit and Finance, Governance and Strategic Planning.
- 3. Ms. Rothstein has also served as the Chair of the Governance Standing Committee, as well as the acting Chair for the Audit and Finance Standing Committee and the Strategic Planning Committee.
- 4. Ms. Rothstein has served as the Board Vice-Chair and the Board Chair.
- 5. Ms. Rothstein has performed her duties on the Board with great distinction and has given tirelessly of her time and skills to the agency.

**NOW THEREFORE BE IT RESOLVED THAT:** The Board of Directors, at its November 4th, 2021 meeting, extends its respect and gratitude to Ms. Rothstein in recognition of her dedication and outstanding contributions to the Board of Directors of Public Health Ontario and hereby makes this commendation as part of the official records.

Linda Rothstein thanked the PHO Executive Team for their dedication with a special thank you to Colleen Geiger for her remarkable leadership.

#### **19. CLOSING REMARKS AND ADJOURNMENT**

Linda Rothstein extended sincere thanks to all Board Members.

The meeting adjourned at 12:00 p.m.

---

Helen Angus, Board Chair

---

Colleen Geiger, President and CEO (Acting)