

**ALGOMA PUBLIC HEALTH BOARD MEETING
NOVEMBER 23, 2016 @ 5:00 PM
SAULT STE MARIE ROOM A&B 1ST FLOOR, APH SSM**

ADDENDUM

10.0 Addendum

a. Snow Removal and Yard Maintenance

Dr. Tony Hanlon, CEO

Resolution:

WHEREAS Algoma Public Health issued a request for proposal for Snow Plowing from Parking Lots/Sidewalks and Landscaping at its main office 294 Willow Ave, Sault Ste. Marie (P2016-10-01); and

WHEREAS Wright Time Contracting was the successful proponent in the request for proposal.

THEREFORE BE IT RESOLVED that the Board of Health for Algoma Public Health award the three-year contract (with a 4th year option by APH) for snow plowing and yard maintenance to Wright Time Contracting.

b. Year End Committee Reports

Mr. Ian Frazier,
Committee Chair

- i. 2016 Finance and Audit Committee Year End Report
- ii. **2016 Governance Standing Committee Year End Report**

Resolution:

THAT the Board of Health accepts the 2016 Year End Reports for the Finance and Audit Committee and the Governance Standing Committee as presented

FINANCE AND AUDIT COMMITTEE 2016 YEAR IN REVIEW

Completed by: Ian Frazier, CPA, CA
Chair, Finance and Audit Committee

The 2016 year was the second full year for this Committee. The Committee had a number of matters to review and make recommendations to the Board. One of the more significant matters pertained to the Board directive to the Committee to monitor, review and make the recommendation for APH's renewal of long-term debt. The Committee opened and reviewed the two submissions received through the RFQ process and made the recommendation of the successful candidate. At the beginning of September APH was successful in renewing their long-term debt at very favourable terms and established a new relationship with another major bank.

The Committee reviewed and made sure the request to sole source two (2) significant contract renewals were within the Procurement Policy and made recommendations to the Board to approve such requests. The Committee also reviewed another significant procurement request for the purchase of equipment through the RFQ process. The Committee made the recommendation to the Board for approval.

During the year the Committee met with APH external auditor, KPMG, to review the audit plan, scope of services, any control weaknesses identified (none were found), and reviewed the content of the 2015 audited financial statements. It was noted that continued improvements have been made over previous years.

The Committee communicated a variety of modifications to the monthly financial statement presentation and the annual operating budget. Management worked very hard to take the Committee's comments into consideration and by late summer a new financial statement template was reviewed and recommended to the Board for approval. In November the Committee saw a vast improvement in the level of information provided to the Committee to better understand the annual operating budget. The budget was reviewed and a recommendation was made to the Board for approval.

In conclusion, it was a very successful year for the Committee. In particular, continuing to build a strong and trustworthy relationship and improve the two-way communication between APH Management and the Committee.

Below is a brief summary of the Committee's Terms of Reference (TOR) – Roles and Responsibilities and Action Items the Committee completed to meet the TOR.

Committee Roles/Responsibilities	Action Identified
Review and make recommendations to the Board regarding the annual Operating and Capital Plan	The Committee reviewed and recommended to the Board approval of the 2017 Operating Budget
Review and make recommendations to the Board regarding the annual audited financial statements	The Committee met with the KPMG managing partner and reviewed the 2015 annual audited financial statements
Review and make recommendations the annual audit plan, audit fees, and scope of audit services (engagement letter)	The Committee met with KPMG representatives and reviewed the annual audit plan, audit fees, and scope of services

FINANCE AND AUDIT COMMITTEE 2016 YEAR IN REVIEW

Committee Roles/Responsibilities	Action Identified
Meet with external auditors to review the findings of the audit including but not limited to the auditor's Management Letter, any weaknesses in internal controls and the Executive Management's response to such letter	The Committee met with KPMG managing partner and reviewed the Management Letter and any control weaknesses (none were identified)
Review and report to the Board any changes in accounting policies or significant transactions which impact the financial statements in a significant manner as per the annual financial statements	Throughout the year any significant transactions identified were reported to the Board. No accounting policies were changed during 2016 that impacted the financial statements
Periodically review the need for an internal audit and if required make such recommendation to the Board	An internal audit was completed by KPMG and the Ministry in 2015. The Committee has not become aware of an instance to ask for an internal audit to be completed in 2016
Monitor the internal audit process, ensure all items from the internal auditor's reports are resolved and assess the internal audit performance	N/A since no internal audit was required or completed in 2016
Monitor the effectiveness of internal controls to ensure compliance with Board policies and standard accounting principles	This year the Committee reviewed requests for sole sourcing of services and purchases greater than \$50,000. All were following policy and procedures. The Committee reviewed and made recommendations to Management to adjust the financial statement template to make it more user-friendly
Review and ensure that all risk management is complete with respect to all insurance coverage for the Board	The Committee had a presentation by APH's current insurance broker and completed a review of coverages. Coverages were ample
Review and make recommendation to the Board concerning any material asset acquisitions	The Committee monitored and reviewed the Elliot Lake office renovation budget versus actual; reviewed and recommended the sole sourcing of the HVAC control services, the telephony and data services, and the tendering and replacement of the IT servers
Review and make recommendations to the Board regarding long-term financial goals and long-term revenue and expense projections	The Committee reviewed and recommended the Capital Fund for Upkeep of Capital Assets; the movement of reserve funds

FINANCE AND AUDIT COMMITTEE 2016 YEAR IN REVIEW

Committee Roles/Responsibilities	Action Identified
Review and make recommendations to the Board regarding financial, investing, and banking transactions, providers and signing officers	The Committee oversaw the RFP process to successfully renew APH's long-term debt
Review other projects or developments as directed by the Board	The Committee was assigned the project to oversee the RFP regarding the successful renewal of APH's long-term debt.
Complete tasks as stated on the Board's Annual Activity Plan	The Annual Activity Plan was approved late 2016. The Committee has completed such tasks as per the Plan

GOVERNANCE COMMITTEE 2016 YEAR IN REVIEW

Completed by: Ian Frazier, CPA, CA
Chair, Governance Committee

Going into its second year, the Governance Committee had a number of matters to focus on throughout the year. As the Board continued its search for a permanent MOH/CEO the Committee conducted two (2) more interviews, provided its opinion to the Board on each candidate and had a successful candidate chosen for the position.

With the APH Board going through the Institute of Governance review, the Committee worked diligently to ensure governance matters were dealt with in a timely manner. The Committee reviewed and recommended the Annual Activity Plan (that provided an annualized checklist of items for the Board and both Committees). The Committee provided input to management to revamp the Board Orientation; a full day orientation was completed with great success in October with all Board Members attending. The Committee received feedback from municipalities, staff and the general population that set motion the drive to increase the visibility and understanding APH and the services we provide to the communities we serve. Management worked very hard to meet the Committee's target and developed a pamphlet of information that Board Members can utilize if questions arise. Management and the respective Board Member(s) will start to attend a municipal meeting to make a presentation about APH. APH has already made a presentation to the City of Sault Ste. Marie in November. Finally, despite being outside the Terms of Reference, the Committee completed the review and made recommendations to the Board on six (6) different Briefing Notes pertaining to public health matters. This has been noted and in the future these Briefing Notes will be presented directly to the Board and not to the Committee.

In conclusion, we believe it was a very successful year for the Committee as it developed a significant framework to utilize moving forward; and more importantly the Committee worked very well and continued to build a strong and trusting relationship with the Management of APH.

Below is a brief summary of the Committee's Terms of Reference (TOR) – Roles and Responsibilities and Action Items the Committee completed to meet the TOR.

Committee Roles/Responsibilities	Action Identified
Enable the Board to meet its fiduciary obligations by defining APH's approach to governance and supporting processes and practices that promote a leading-edge governance culture	All Board members met with the Institute of Governance (IOG) representatives and the Committee/Board supported and implemented recommendations by IOG
Recommend, where appropriate, changes to the mandate of the Board of Directors and each of its Committees based on the needs of APH and evolving governance standards	The Committee and Board embraced the recommendations by IOG. The Committee reviewed the Terms of Reference for both committees and made modifications. Reviewed and recommended the implementation of an Annual Activity Plan for the Board and Committees
Recommend, where appropriate, the development and oversee the implementation of new governance structures, processes and protocols that enable the Board to fulfill its governance role effectively	The Committee reviewed the Terms of Reference for both committees and made modifications. Reviewed and recommended the implementation of an Annual Activity Plan for the Board and Committees

GOVERNANCE COMMITTEE 2016 YEAR IN REVIEW

Committee Roles/Responsibilities	Action Identified
Support the Board of Directors in fostering a positive relationship with its key stakeholders	The Committee focused this year to increase communication with the municipalities. A pamphlet was developed with key information and Management made a presentation to the City of Sault Ste. Marie City Council. Other municipalities are being contacted if interested in APH making a presentation
Support a high standard of Board conduct and performance	Monthly and annual evaluations are reviewed and recommendations were made based on feedback
Review Board policies on a regular basis, and at a minimum of every two years, and make recommendations to the Board to ensure currency and relevancy	The following policies/bylaws were reviewed and recommended to the Board: 02-05-020 Board of Health Travel Policy 02-05-000 Board of Directors 02-05-045 Attendance at Meetings using Electronic Means 02-05-035 Continuing Education for Board Members 02-05-040 Retirement – Board Recognition 02-05-050 Retirement – Benefits for Employees 02-05-055 Board of Health Monthly Meeting and Self-Evaluation Policy Bylaw 95-1 To Regulate the Proceedings of the Board of Health
Recommend and oversee the implementation of a governance review/evaluation process regarding the performance of the Board, the Board Chair, Committee Chairs, Committees and individual Directors	Monthly and annual evaluations are reviewed and recommendations were made based on feedback. Further work is required in this area
Recommend procedures for the ongoing assessment of Board and Committee meeting effectiveness	Monthly and annual evaluations are reviewed and recommendations were made based on feedback
Recommend changes to address effectiveness issues arising out of those evaluations	Monthly and annual evaluations are reviewed and recommendations were made based on feedback
Assess the adequacy of the quality and timeliness of information provided to the Board of Directors and its Committees and make recommendations to the Board of Directors for change where appropriate	Timeliness of information was discussed with Management and improvements occurred throughout the year
Approve and monitor various measures of performance accountability on a regular basis	Reviewed and commented on the Strategic Direction Qualitative Reports and the 2015 Program Performance Quantitative Report

GOVERNANCE COMMITTEE 2016 YEAR IN REVIEW

Committee Roles/Responsibilities	Action Identified
Support the Chair of the Board of Health with MOH/CEO review as requested	Throughout the year we had an Acting MOH and an Acting CEO. No formal review was completed but any action items identified by the Committee or Board were addressed promptly and effectively
Oversee succession planning for the MOH/CEO, including development of a clear and transparent process to recruit and select a future MOH/CEO	The first priority was to find a MOH/CEO for the Health Unit and interviews were completed during the year. A candidate was selected and will start in early 2017. Through this process the Committee has developed a succession plan once a permanent MOH/CEO is in place
Ensure that there is an appropriate orientation and education program for new Directors and continuing education for all Directors including making recommendations on methods to improve Director's knowledge of Algoma Public Health and their responsibilities as Directors	Throughout the year recommendations were made to Management on subjects to be covered in Orientation. Once the Board was populated with new members a full day orientation was completed with all Board members attending. It was noted this Orientation was a vast improvement over 2015
Oversee the implementation of orientation and education programs for Directors to ensure these are undertaken effectively	Throughout the year recommendations were made to Management on subjects to be covered in Orientation. Once the Board was populated with new members a full day orientation was completed with all Board members attending. It was noted this Orientation was a vast improvement over 2015
The Committee shall study and make recommendations to the Board on any matter as directed by the Board	The Committee was tasked with performing the MOH/CEO interview process and to make a recommendation to Board based on such interview
Complete tasks as stated in the Board's Annual Activity Plan	Annual Activity Plan was implemented later in the year but tasks on the Plan were completed since implementation