



**MIDDLESEX-LONDON EMERGENCY MEDICAL SERVICES
AUTHORITY, operating as the
MIDDLESEX-LONDON PARAMEDIC SERVICE**

TERMS OF REFERENCE - BY-LAW #001

A By-Law relating generally to the conduct of the business and affairs of the MIDDLESEX-LONDON EMERGENCY MEDICAL SERVICES AUTHORITY, operating as the MIDDLESEX-LONDON PARAMEDIC SERVICE (hereinafter referred to as, the “**Authority, operating as MLPS**”)

WHEREAS:

- A. The Corporation of the County of Middlesex (the “**County**”), pursuant to Ministerial Order under the *Ambulance Act*, R.S.O. 1990, c. A.19, as amended or replaced (the “*Ambulance Act*”), dated January 5, 2000, is the designated delivery agent (manager) of land ambulance services in the designated geographic service area of the County of Middlesex and the City of London (the “**Service Delivery Area**”);
- B. The Authority, operating as MLPS, is a municipal service board created pursuant to section 196 of the *Municipal Act*, 2001, S.O. 2001, c.25, as amended or replaced (the “*Municipal Act*”) and is subject to By-law #7072 (creation by-law);
- C. The Authority, operating as MLPS has been in operation since October 11, 2011 and provides land ambulance services within the geographic boundaries of the Service Delivery Area;
- D. The Board of the Authority, operating as MLPS is an advisory Committee of County Council;
- E. Section 238(2) of the *Municipal Act* requires a municipal services boards to pass a procedural by-law governing the calling, place and proceedings of meetings. This By-law sets out such procedural requirements for the Authority, operating as MLPS; and
- F. This Terms of Reference – By-law No. 1 has been approved by County Council, as required by By-law #7072 (creation by-law), and the Board of the Authority, acting as MLPS is repealing and replacing all prior iterations of By-law No. 1, effective upon the passing of this By-law.

NOW THEREFORE the Board of the Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service does hereby enact as follows:

1. INTERPRETATION

- 1.1 In this By-Law and all other By-Laws and Resolutions of the Board, unless the context otherwise requires:
 - (a) “**Ambulance Act**” means *Ambulance Act*, R.S.O. 1990, c. A.19, as amended or replaced;

- (b) **“Authority, operating as MLPS”** means the Middlesex-London Emergency Medical Services Board, operating as the Middlesex-London Paramedic Service;
- (c) **“Board”** means the board of the Authority, operating as MLPS;
- (d) **“Board Member”** means a member of the Board appointed in accordance with subsection 5.5 herein and subsection 13(d) of County By-law#7072 (creation by-law);
- (e) **“County”** means The Corporation of the County of Middlesex;
- (f) **“County Council”** means the Council for The Corporation of the County of Middlesex;
- (g) **“Electronic Meeting Protocol”** means the in force electronic meeting protocol approved by County Council in its Procedural By-law, which is to be used by the Board for electronic meetings with necessary adaptation, as context requires.
- (h) **“Municipal Act”** means the *Municipal Act, 2001*, S.O. 2001, c.25, as amended or replaced;
- (i) **“Recorded Address”** means, in the case of a Board Member, his/her address as noted in the records of the Authority, operating as MLPS;
- (j) **“Service Delivery Area”** means the designated geographic service area of the County of Middlesex and the City of London; and
- (k) **“Services”** means the provision of land ambulance services as defined in the *Ambulance Act*, within the Service Delivery Area.

1.2 In this By-Law where the context requires, words importing the singular include the plural and vice versa and words importing gender include the masculine, feminine and neuter genders.

1.3 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the *Municipal Act*.

2. PURPOSE OF THE BOARD OF THE AUTHORITY, OPERATING AS MLPS

2.1 The Board of the Authority, operating as MLPS was created with the objective of providing an advisory body that makes advisory recommendations as a Committee of County Council related to land ambulance operations in the Service Delivery Area.

3. THE ROLE AND FUNCTION OF THE BOARD OF THE AUTHORITY, OPERATING AS MLPS

3.1 The role of the Board of the Authority, acting as MLPS is to:

- (a) recommend topics for County Council to consider, with respect to land ambulance operations;
- (b) review reports and make recommendations to County Council;
- (c) provide advice and input to the Authority, operating as MLPS;
- (d) provide advice on the best ways of presenting and disseminating information, where appropriate; and
- (e) staff of the Authority, operating as MLPS will inform the Board of the Authority, acting as MLPS of relevant research, programs, activities, policies or other developments that may be relevant.

4. VALUES AND PRINCIPLES

4.1 The Authority, operating as MLPS adheres to four stated values: collaboration, integrity, respect and excellence. Board Members are expected to adhere to these values when conducting themselves as Board Members and when the Board as a whole makes recommendations to County Council as a Committee.

- 4.2 To ensure a consistent approach to making advisory recommendations to County Council, both staff and the Board of the Authority, operating as MLPS shall be guided by the following principles:
- **Patient centred and focused on the whole person** – recommendations emphasize the importance of focusing on patients
 - **Transparent** – recommendations and the processes that inform them are communicated transparently to enhance clarity and inform the expectations of patients, providers and health services.
 - **Integrated** – Recommendations should emphasize improving care across sectors, settings and providers and enhance coordination and collaboration in the system
 - **Equitable** – Recommendations should focus on opportunities to reduce unwarranted variation and improve outcomes for populations, regardless of language, race, age, gender, ethnicity, income, geographic location, or other demographic factors
 - **Evidence-based** – With standards themselves rooted firmly in evidence and established by experts, recommendations should also be based on evidence related to impact and adoption
 - **Achievable** – recommendations should take into account issues of feasibility, scalability and capacity in order to maximize impact on the system
 - **Future-oriented** – recommendations should be made in the interest of achieving a long-term vision for Services and should focus on Services Service to the patients served

5. **BOARD MEMBERS**

- 5.1 **Powers** – The Board is a Committee of County Council and may make advisory recommendations to County Council as a Committee of County Council.
- 5.2 **Rights** – Board Members are entitled to receive notice of meetings, to attend meetings, and to receive annual financial statements and the report of the auditor.
- 5.3 **Expectations** – Board Members are expected to read documents in preparation for each meeting, to attend and meaningfully participate in all meetings, and to notify the Secretary of any absences prior to any scheduled meeting.
- 5.4 **Number** - The Board shall be comprised of the number of Board Members appointed by County Council, provided that the Board shall not be comprised of less than two (2) voting Board Members and not more than five (5) voting Board Members.
- 5.5 **Term** - The term of office for Board Members shall be the lesser of
- (a) four years;
 - (b) the date of resignation or removal of such Board Member; or
 - (c) the date of the death of any such Board Member; provided, however, that Board Members may be appointed for multiple terms of office. Pursuant to sections 196(4) and 264 of the *Municipal Act*, a person appointed or elected to fill a vacancy shall only hold office for the remainder of the term of the person he or she replaced.

- 5.6 **Appointment** – The Authority's Board shall be comprised of Board Members appointed by the County. The Appointment of Board Members shall be made by the County Council in its sole and absolute discretion. Board Members may be designated as voting or non-voting, are appointed to serve solely in an advisory capacity, and may be appointed on any other terms as may be deemed appropriate in the sole and absolute discretion of the County Council.
- 5.7 **Removal** – Board Members may be removed at any time by County Council in its sole and unfettered discretion.
- 5.8 **Vacancies** – The office of a Board Member becomes vacant if the Board Member:
- (a) is absent from the meetings of the Board for the lesser of three successive months or three successive meetings, without being authorized to do so by a resolution of the Board;
 - (b) resigns from his or her office and such resignation is effective under Section 260 of the *Municipal Act*;
 - (c) is appointed or elected to fill any vacancy in any other office on the Authority, operating as MLPS;
 - (d) has his or her office declared vacant in any judicial proceeding;
 - (e) forfeits his or her office under the *Municipal Act* or any other act; or
 - (f) dies.
- 5.9 **Voting** – Each Board Member who is a voting Board Member shall be entitled to one (1) vote at any meeting of Board Members. Non-voting Board Members shall not be entitled to vote at any meeting of the Board.
- 5.10 **Eligibility** – Each Board Member must: (i) be eighteen years of age or more, (ii) have the capacity to contract under the law, (iii) not be of unsound mind, and have not been so found by a Court in Canada or elsewhere; (iv) be an individual; and (v) not be an undischarged bankrupt.
- 5.11 **Resignation** - A Board Member may resign from office upon giving a written resignation to the Secretary of the Authority, operating as MLPS and the Clerk of the County. Such resignation becomes effective when received by the Authority, operating as MLPS and the County or at the time specified in the resignation, whichever is later.
- 5.12 **Confidentiality** – Board Members may on occasion, be provided with confidential material. Members are not to disclose this material to anyone outside the Authority and are to treat this material with the utmost care and discretion and in accordance with terms of their confidentiality agreement. Members will be expected sign this confidentiality agreement before taking part as an Authority Board Member.
6. **MEETINGS OF THE BOARD**
- 6.1 **Place of Meetings** - Meetings of the Board may be held at a location within the geography of Middlesex County or a municipality adjacent to Middlesex County or held electronically as set out in subsection 6.3 below, as posted on the public agenda for the meeting.

- 6.2 **Calling of Meetings** - Meetings of the Board shall be held from time to time at such place, at such time and on such day as determined by the Executive Chair. The Secretary shall call meetings when directed or authorized by the Executive Chair. Notice of every meeting so called shall be given to each Board Member not less than 72 hours before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the Board Members are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. The Secretary shall place a copy of the Agenda for each meeting on the website for the County. Where a meeting is called upon less than 72 hours advance notice, it shall be the responsibility of the Executive Chair and the Secretary to make reasonable efforts to provide notice to those concerned as soon as practicable. Minutes of meetings will be distributed to all Members by the Secretary.
- 6.3 **Electronic Meetings** – At the discretion of the Executive Chair, meetings of the Board may be held electronically and the electronic nature of the meeting will be confirmed by the Secretary on the posted agenda. Where an electronic meeting is held, the Board shall use the in force Electronic Meeting Protocol approved by County Council in Middlesex County's Procedural By-law with necessary adaptation to the Board, as context requires.
- 6.4 **Calling of Special Meetings** – The Executive Chair may at any time call a special meeting, and upon receipt of a petition of the majority of the Board Members, the Secretary shall summon a special meeting for the purpose and at the time and place mentioned in the petition. Only with an affirmative vote by two-thirds of the Board Members, will items not listed in the petition be considered at a special meeting called under this section. If there is no by-law or petition fixing the place of a special meeting, that meeting shall be held at the place where the last regular meeting was held.
- 6.5 **General Rule for Open Meetings** - Except as provided in this section, all meetings shall be open to the public.
- 6.6 **Rules for Closed Meetings** - A meeting or part of a meeting may be closed to the public if the subject matter meets an exception to the matter being open to the public listed in section 239(2) of the *Municipal Act*. Before holding a meeting or part of a meeting that is to be closed to the public, the Authority, operating as MLPS shall state by resolution: (i) the fact of the holding of the closed meeting; and (ii) the general nature of the matter to be considered at the closed meeting.
- 6.7 **Regular Meetings** - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Board Member forthwith after being passed, but no other notice shall be required for any such regular meetings.
- 6.8 **First Meeting of Board** - The Board may without notice hold its first meeting immediately after the Board is appointed, provided that a quorum of Board Members are present.
- 6.9 **Quorum** – is equal to a majority of voting Board Members appointed by County Council.
- 6.10 **Meeting Chair** - The Executive Chair shall preside over meetings of the Board as Chair. In the event the Executive Chair is unable to be present at a meeting, the attending Board Members shall choose one of their number to serve as acting Chair for the purposes of presiding over the meeting.

- 6.11 **Votes to Govern** - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. As a general rule, a meeting shall not be closed to the public during the taking of a vote. Despite Section 244 of the *Municipal Act*, a meeting may be closed to the public during a vote if section 6.6 above (and section 239(2) of the *Municipal Act*) permits or requires a meeting to be closed to the public and the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Authority, operating as MLPS or persons retained by or under contract with the Authority, operating as MLPS.
- 6.12 **Casting Vote** - In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote.
- 6.13 **Conflict of Interest** - Conflict of interest is defined as any instance where a member, partner or close family friend has a direct or indirect financial or non-financial interest in matters under consideration or proposed matters for consideration by the Board. Board Members must disclose to the Executive Chair any situation that may give rise to a conflict of interest or a potential conflict of interest, and seek the agreement to retain their position, given the disclosure. Where a Board Member gains agreement to retain their position on the Board of the Authority, the Board Member must not be involved in any related discussion or decision making process.
- 6.14 **Code of Conduct** - County Council has approved an Authority Board Code of Conduct. The Code of Conduct shall be adopted by the Board and all members of the Committee must read, sign, and abide by the Code of Conduct and shall not be allowed to participate in Board business until a conflict of interest and confidentiality form has been signed. Board Members shall abide by the Code of Conduct at all times.
- 6.15 **Declaration of Interest** – It shall be the duty of every Board Member who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Authority, operating as MLPS to declare such interest.
- 6.16 **Rules of Conduct and Debate at Meetings** – The following rules shall govern conduct and debate at all meetings of the Authority, operating as MLPS:
- (a) Every Board Member desiring to speak must be recognized by the Chair of the meeting.
 - (b) Every Board Member, on being recognized by the Chair of the meeting to speak, shall address the Chair. The Chair will permit the Board Member to speak when it is appropriate, so as not to interrupt a matter before the Chair.
 - (c) A Board Member called to order from the Chair shall immediately stop speaking, but with permission of the Chair, may explain and appeal to the Board. The Board, if appealed to, shall decide on the case, but without debate. If there be no appeal, the decision of the Chair shall be final.
 - (d) No Board Member shall speak disrespectfully of the reigning Sovereign or of any member of the Royal Family or of the Governor-General, Lieutenant- Governor, or person administering the Government of Canada; or, of this Province; No Board Member shall use offensive words, in or against the Authority, operating as MLPS, or against any Board Member thereof, nor shall the Board Member speak beside the question in debate. No Board Member shall reflect upon any vote of the Authority, operating as MLPS, except for the purpose of moving that such vote be rescinded. Any Board Member may ask that a vote be recounted and a vote will be recounted once only.

- (e) No Board Member shall resist the rules of the Corporation of the County of Middlesex concerning the creation of the Authority, operating as MLPS, the rules adopted by the Board, or disobey the decision of the Chair or of the Authority, operating as MLPS on questions of order or practice, or upon the interpretation of the rules of the Authority, operating as MLPS. In case any Board Member shall so resist, or disobey, the Board Member may be ordered by the Chair to leave their seat for that meeting, and in case of the Board Member refusing to do so, may, on the order of the Chair, be removed there from by the Police, but in case of ample apology being made by the offender, may, by vote of the Authority, operating as MLPS, be permitted forthwith to take their seat.
- (f) When the Chair is putting the question, no Board Member shall walk across or out of the room, or make any noise or disturbance, nor when a Board Member is speaking shall any other Board Member pass between the Board Member and the Chair, or interrupt the Board Member speaking, except to raise a point of order.
- (g) When the question under discussion does not appear on the agenda or has not been printed and distributed, any Board Member may require it to be read, at any time of the debate, but not so as to interrupt a Board Member while speaking.
- (h) No Board Member shall speak more than twice to a question, except in explanation of a material part of their speech in which the Board Member may have been misconceived, but then the Board Member may not introduce a new matter.
- (i) A Board Member must not, in debate, deviate from the question before the Authority, operating as MLPS.
- (j) In all such cases, the Chair shall inform the Authority, operating as MLPS that the reply of the mover of the original motion closes the debate at whatever time they are of the opinion that a clear understanding of the question has been provided.
- (k) No Board Member, without leave of the majority of the Board, shall speak to the same question or in reply, for longer than ten minutes.
- (l) The Board Members shall not leave their places, on adjournment, until the Chair leaves the Chair-position.

7. REMUNERATION AND INDEMNIFICATION

- 7.1 **Remuneration** - The remuneration of Board Members shall be established by County Council.
- 7.2 **Indemnity and Insurance of Board Members** - Subject to the provisions of the *Municipal Act*, the Authority, operating as MLPS shall indemnify a Board Member, a former Board Member, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Board Member if:
 - (a) he/she acted honestly and in good faith with a view to the best interests of the Authority; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his conduct was lawful.
- 7.3 The Authority, operating as MLPS may purchase and maintain errors and omissions insurance or such other insurance for the benefit of its Board Members as the Authority, operating as MLPS may from time to time determine.

8. **OFFICERS**

- 8.1 **Appointment** - Subject to the approval of County Council, the Board may from time to time appoint an Executive Chair, a Vice-Chair, a Secretary, and such other officers as the County Council may determine appropriate. Subject to the approval of County Council, the Board may specify the duties of and, in accordance with this By-Law and subject to the provisions of the *Municipal Act*, delegate to such officers powers necessary to oversee the operations of Authority, operating as MLPS and fulfill the Board's role as an advisory Committee of County Council.
- 8.2 **Executive Chair of the Board** - The Board may from time to time appoint an Executive Chair of the Board who shall be a Board Member. If appointed, the Executive Chair of the Board shall, subject to subsection 6.10, preside over each meeting of the Board, develop and approve agenda with the Secretary with input from the Chief of MLPS, review and revise meeting minutes, communicate with members, confer with the Chief of MLPS on matters, and represent and speak on behalf of the Authority, acting as MLPS at events and functions.
- 8.3 **Vice-Chair of the Board** – With the prior approval of County Council, the Board may from time to time appoint a Vice-Chair of the Board who shall be a Board Member.
- 8.4 **Secretary** - The Board may from time to time appoint a Secretary. The Secretary shall attend all meetings of the Board and enter or cause to be entered into the books kept for that purpose, minutes of all such meetings. The minutes of every Board meeting shall be recorded and shall be circulated by the Secretary for confirmation or correction to the Board Members and shall be signed by the Executive Chair as being an accurate account of the proceedings of the Board. The Secretary shall keep minutes as a permanent record, subject to destruction legislation applicable to the Authority. The Secretary shall also give, or cause to be given, when instructed, notices required to be given to Board Members, the County or such other entities as the Board may direct. The Secretary shall inform the Board Members of the next meeting and shall perform such other duties as may from time to time be prescribed by the Board.
- 8.5 **Other Officers** - The duties of all other officers of the Authority, operating as MLPS shall be such as the terms of their engagement call for or the Board requires of them.

9. **RECORDS RETENTION**

- 9.1 The Board shall ensure that all By-Laws, Resolutions, Minutes and proceedings of regular, special or other meetings of the Board and other records considered by the Board shall be retained and preserved in a secure and accessible manner. For the purposes of this section 9.1, the requirement to retain and preserve records in an accessible manner means that the records can be retrieved within a reasonable time and that the records are in a format that allows the content of the records to be readily ascertained by a person inspecting the records.
- 9.2 The records of the Authority, operating as MLPS may only be destroyed if a retention period is established under Section 255 of the *Municipal Act*. The records of the Authority, operating as MLPS or the Board may only be destroyed in accordance with Section 255 of the *Municipal Act*.
- 9.3 Without limiting this section 9, the Board and the Authority, operating as MLPS shall comply with Sections 253, 254 and 255 of the *Municipal Act*.

10. FINANCIAL YEAR

- 10.1 **Financial Year** - The financial year of the Authority, operating as MLPS shall be the calendar year.

11. BANKING BUSINESS

- 11.1 **Banking Business** - The banking business of the Authority, operating as MLPS shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by the Board.

12. COMPLIANCE WITH LEGISLATION

- 12.1 **Compliance with Legislation** – The business of the Board and the Authority, operating as MLPS shall be conducted in compliance with all applicable legislation that relates to the operation of emergency medical services in the Province of Ontario. Further, the business and affairs of the Authority, operating as MLPS shall be conducted in a manner that complies with By-law #7072 (creation by-law), of the County, as amended or replaced.

13. NOTICES

- 13.1 **Method of Giving Notice** - Any notice, communication or other document required by the *Municipal Act*, or the Authority, operating as MLPS' By-Laws to be given by the Authority, operating as MLPS to a Board Member under any provision of the *Municipal Act*, or the By-Laws of the Authority, operating as MLPS or otherwise shall be sufficiently given if delivered:

- (a) personally to the person to whom it is to be given;
- (b) if delivered by e-mail to the person to whom it is to be given at the person's last recorded e-mail address;
- (c) if mailed to such person at their recorded mailing address by prepaid ordinary mail; or
- (d) if sent to such person at their Recorded Address by any means of any prepaid facsimile transmission or recorded communication.

A notice so delivered shall be deemed to have been given on the date it is received when it is delivered personally, by e-mail or facsimile transmission. A notice so mailed shall be deemed to have been received on the fifth day after mailing. The Secretary may change or cause to be changed the recorded municipal address or the recorded e-mail address of any Board Member in accordance with any information believed by such Board Member to be reliable. The Recorded Address or e-mail address of a Board Member shall be the latest municipal address and e-mail address as shown in the records of the Authority, operating as MLPS.

- 13.2 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, "day" means a clear day and a period of days shall be deemed to commence on the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of the period falls on a Saturday, Sunday or holiday the period shall terminate at midnight of the day next following that is not a Saturday, Sunday or holiday.
- 13.3 **Omissions and Errors** - The accidental omission to give any notice to any Board Member, or the non-receipt of any notice by a Board Member or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.4 **Waiver of Notice** - Any Board Member may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the By-Laws of the Authority, operating as MLPS or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

13.5 **Signatures to Notices** - The signatures to any notice to be given by the Authority, operating as MLPS may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

14. EXECUTION OF DOCUMENTS

14.1 **Signing Officers** - Deeds, transfers, assignments, contracts and obligations of the Authority, operating as MLPS may be signed by the Executive Chair, Vice-Chair, the Secretary, and/or the Chief of MLPS. Notwithstanding this, County Council may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

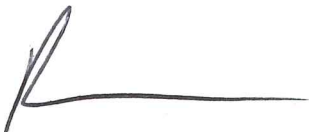
15. CONFLICT WITH MUNICIPAL ACT

15.1 **Conflict** – In the event that any provisions of this By-Law conflict with the *Municipal Act*, the *Municipal Act* shall apply to the extent of any such inconsistency.

16. EFFECTIVE DATE

16.1 **Effective Date** - This By-Law shall come into force when enacted by the Board of the Authority, acting as MLPS. All prior iterations of the Authority's By-law #001 are repealed upon the passing of this By-law.

Approved by Middlesex County Council on the 13th day of October, 2020 and ENACTED by the Board on the 23rd day of November, 2020.



Bill Rayburn, Executive Chair



Kathleen Bunting, Secretary