
Ontario Healthy Workplace Coalition

Terms of Reference

Revised October 24, 2011

1.0 Description of the Coalition

The Ontario Healthy Workplace Coalition (OHWC) is an incorporated, not-for-profit body. The purpose of the Coalition is to serve as a unifying structure across the province, helping to facilitate communication among workplace health stakeholders, coordinating resources to address duplication and gaps, and promoting the importance of using a comprehensive approach to create healthy and safe workplaces in Ontario.

2.0 Structure

The Coalition is comprised of the following elements:

- The **Membership at Large**, who elect the Board of Directors
- A **Board of Directors** that provides leadership and direction for the Ontario Healthy Workplace Coalition.
- An **Executive Committee** that handles decisions related to day-to-day operations that do not require input from the entire Board of Directors.
- **Standing Committees** that are related to the core functions of the Coalition and have a long-term focus.
- **Task Forces** that are struck as needed to undertake specific, time-limited tasks.
- A **Secretariat**, under the direction of the Executive Committee, that provides support to the Board of Directors, the Executive Committee, the Standing Committees, and Task Forces.

3.0 Membership of the Coalition

Membership in the Coalition is open to any workplace health stakeholder including representatives from the public sector, private sector, and not-for-profit sector. There are several levels of membership, with organizational, individual, and student rates available. Voting on matters of Coalition business is individually based, with up to five votes per organizational membership. In order to become a member, a registration form would be completed and an annual fee paid.

3.1 Membership of the Board of Directors

The Board of Directors is comprised of elected members, the secretariat, and additional appointed members. Roles on the board include:

- Chair/Co-Chairs
- Vice-Chair
- Past Chair (ex-officio; non-voting, if not elected)

- Secretary
- Treasurer
- Secretariat representative (ex-officio; non-voting)
- Partnership Development Lead
- Membership Engagement Lead
- Sustainability Lead
- Public Policy & Systemic Change Lead
- Nominating Committee Lead
- Website Lead

To ensure representation of all sectors on the Board of Directors, one representative from each of the following categories will be elected: Stakeholders and partners involved in workplace health including: Public Sector; Non-Governmental Organizations (NGO); Private Sector; Large Business Employers (100+ employees); Small Business Employers (< 100 employees); Union/Organized Labour; Workplace Health; Service Providers; Occupational Health and Safety Associates; Public Health; and Workplace Health Academia/Research.

It would be the responsibility of the Nominating Task Force to ensure that there are nominees from each of the different categories mentioned above. If there were a category without representation, the new Board of Directors would appoint additional Committee members to ensure representation from each sector.

3.2 Membership of the Executive Committee

The Executive Committee is comprised of the following members of the Board of Directors:

- Chair/Co-Chairs
- Vice-Chair
- Secretary
- Treasurer
- Secretariat

3.3 Membership of the Standing Committees

The number and type of members will be determined based on the task. The tasks will correspond with each of the core functions of the Coalition:

- Partnership Development
- Membership Engagement
- Sustainability
- Public Policy & Systemic Change
- Nominating

The Lead for each Standing Committee must be from the Board of Directors. Members of a Standing Committee could include those outside of the formal, registered membership of the Coalition.

3.4 Membership of the Task Forces

The number and type of members will be determined based on the task. An example might be a Nominating Task Force struck several months prior to an election. The chair of each Task Force

might or might not be from the Board of Directors, but must be part of the formal Coalition membership. The Task Force would report back to the Board of Directors. Members of a Task Force could include those outside of the formal, registered membership of the Coalition.

4.0 Terms of Office

4.1 Board of Directors Terms of Office

- Each Board of Directors member is eligible for a minimum 1-year, maximum 2-year term. Committee members have the choice to stay a second year.
- Expiry of terms will be phased across all members to the degree possible so not all members turn over in the same year. Members may run for re-election after the second year.
- Vacancies can occur and the Board of Directors would continue to carry on, as long as there are at least 50% of the Committee members present at the meeting (quorum). If there is a quorum, decisions can be made by the Board of Directors to appoint a replacement right away, or defer until Coalition members can be consulted. If there were not a quorum of Board of Directors members, the decision about vacancies would be deferred until the next meeting, when there are additional members present. The fiscal year will run from August 1 to July 31 of the following year.

4.2 Standing Committees Terms of Office

- Terms of office for Chairs of the Standing Committees would be determined as indicated above (2-year).
- Terms of office for members of these Committees would be determined once the Standing Committee was struck.

4.3 Task Forces Terms of Office

- Terms of office for Chairs of the Task Forces would be determined once the Task Force was struck. This could be a non-elected position (if, for example, no member of the Board of Directors is available).
- Terms of office for members of these Task Forces would be determined once the Task Force was struck.

5.0 Roles and Responsibilities

5.1 Officers of the Coalition

- a) **CHAIR/CO-CHAIRS** – The Chair shall, when present, preside at all meetings of the members of the Coalition and of the Board of Directors. He/she shall also be charged with the general management and supervision of the affairs and operations of the Coalition. The option exists for a Co-Chair position with two people sharing the position. The Chair/Co-Chairs or other officer appointed by the Board of Directors shall sign all official documents. During the absence or inability of the

Chair/Co-Chairs, the Vice Chair would exercise the duties and powers of the Chair/Co-Chairs.

- b) **VICE-CHAIR** – The Vice-Chair shall serve as leader of the Coalition in the Chair’s absence and shall preside at meetings of the Coalition in the Chair’s absence. He/she will undertake any duties assigned by the Chair. The Vice-Chair does not automatically assume the Chair position.
- c) **PAST-CHAIR** – The Past-Chairs shall attend all meetings and provide continuity between the Past-Chair and current Chair. He/she will undertake any duties assigned by the Chair.
- d) **SECRETARY** – The Secretary shall attend all meetings of the Board of Directors and record all the facts and minutes of all proceedings in a book kept for that purpose. He/she shall be custodian of the official documents of the Coalition. He/she shall give all required notices to the members of the Board of Directors and the Coalition and perform other duties that may be determined by the Board of Directors.
- e) **TREASURER** – The Treasurer shall report to the Board of Directors on the current financial status of the Coalition and take the lead on decisions related to the financial affairs of the Coalition. He/she shall be in regular communication with the Secretariat with respect to financial issues. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.
- f) **SECRETARIAT** – The secretariat support includes administrative functions such as communication, resource dissemination and other services that are deemed appropriate.

5.2 Leads of the Standing Committees

The Board of Directors representatives shall act as the Leads of the Standing Committees and chair the committee meetings.

- a) **PARTNERSHIP DEVELOPMENT LEAD** – The Partnership Development Lead will chair the Partnership Development Standing Committee that will work with private, public, and not-for-profit sector organizations in Ontario to identify and develop healthy workplace initiatives of common interest.
- b) **MEMBERSHIP ENGAGEMENT LEAD** – The Membership Engagement Lead will chair the Membership Engagement Standing Committee that will engage individual stakeholders in the healthy workplace movement through educational and networking events.
- c) **SUSTAINABILITY LEAD** – The Sustainability Lead will chair the Sustainability Standing Committee that will develop and implementing strategies (such as sponsorship opportunities) to allow the organization to be sustained in the short and long-terms.

- d) **PUBLIC POLICY & SYSTEMIC CHANGE LEAD** – The Public Policy & Systemic Change Lead will chair the Public Policy & Systemic Change Standing Committee that will engage the various ministries and agencies of the governments of Ontario/Canada to advocate for healthy workplaces.
- e) **NOMINATING COMMITTEE LEAD** - The Nominating Committee Lead will chair the Nominating Standing Committee that will manage the election process and support the recruitment and selection of the Board of Directors.

5.3 Board of Directors

The Board of Directors will:

- Establish goals and objectives and a financial plan.
- Meet regularly to monitor and review financial progress and to evaluate progress in terms of goals and objectives.
- Review the financial statements regularly.
- Ensure that activities remain consistent with the operating budget and the strategic direction.
- Work with the appointed auditors to review year-end statements and evaluate internal control systems.
- Send reports of its meeting to the membership as deemed appropriate.
- Support the activities of Standing Committees.
- Strike Task Forces to undertake specific tasks.
- Oversee the allocation of all operating funds as required.
- Approve the terms of reference for Standing Committees/Task Forces.
- Establish an annual work plan in consultation with the membership and provide leadership to action items arising from the plan.

5.4 Executive Committee

The Executive Committee will:

- Manage the day-to-day affairs of the Coalition.
- Perform other tasks as deemed appropriate by the Board of Directors.

5.5 Standing Committees/Task Forces

The Standing Committees/Task Forces will:

- Recruit volunteer members
- Schedule periodic meetings to carry out the function of the committee.
- Develop and review terms of reference that are specific to the needs of their Committee/Task Force.
- Determine the roles and responsibilities of each member.
- Develop and adhere to Terms of Reference for the Standing Committee that reflect the general responsibilities described in Section 5.2 above.

6.0 Meetings of the Coalition

6.1 Frequency

The membership will be invited to meet face-to-face once for the Annual General Meeting (AGM)

6.2 Leadership

The Board of Directors will provide leadership in planning the AGM, in collaboration with the Membership Engagement Committee. The Secretariat will take responsibility for the communication and logistics associated with the meetings.

6.3 Format

The format of the AGM will be determined by the Board of Directors in consultation with the Membership Engagement Committee approximately six months in advance of the meeting. It may be held in conjunction with another event (e.g. Workplace Wellness Conference), or a Coalition professional development opportunity.

7.0 Meetings of the Board of Directors

7.1 Frequency

The Board of Directors will meet a minimum of six times per year with at least two meetings being face-to-face. Teleconferences and web conferences will be used between the face-to-face meetings. Dates for the meetings will be set for the full year in advance. Additional meetings will be scheduled as needed.

7.2 Leadership

The Chair will call the meetings and provide leadership in planning the meeting agendas in consultation with others as needed. The Chair will lead the discussion during the meetings. The Secretariat will take responsibility for the communication and logistics associated with the meetings.

7.3 Format

Board of Directors meetings are normally “closed” meetings, unless otherwise designated, in terms of attendance, although minutes will be made available to all Coalition members.

8.0 Meetings of the Standing Committees

8.1 Frequency

The Standing Committees will meet face-to-face or by teleconference at the beginning of the fiscal year and as required throughout the year.

8.2 Leadership

The Standing Committee Leads will call the meetings and provide leadership in planning the meeting agendas in consultation with others as needed. The Leads will chair the discussion during the meetings.

8.3 Format

Standing Committees are normally “closed” meetings, unless otherwise designated, in terms of attendance, Minutes will be made available to all Committee Members.

9.0 Communication

9.1 Meetings

Board of Directors and Coalition meeting agendas and minutes will be managed by the Secretariat. The Secretariat will distribute minutes to members of the Board. Important outcomes will be communicated to members in Member Updates. AGM minutes will be posted on the website for all Members.

10.0 Policies and Procedures

10.1 Remuneration

The Board of Directors members will receive no remuneration for acting as such except for any reasonable personal expenses, including travel costs, incurred in acting in the interest of the Coalition.

10.2 Voting Procedures

Each individual member in good standing (annual membership fee paid in full), shall be entitled to **one** vote on each question arising at any special or general meeting of the members and **one** vote for the election of each member of the Board of Directors. Members may vote through a duly authorized proxy.

The members will be notified of the elected members of the Board of Directors at the annual AGM.

10.3 Representation

Requests for representation from the Coalition to other groups, meetings or committees will come to the Board of Directors who will designate the appropriate representative from among the full membership.

10.4 Decision-Making Process

The first step is to clearly define the decision to be made and ensure that all information relevant to the decision has been shared. The Board of Directors will use the ‘consensus model’ when making decisions; whereby a collective opinion is arrived at by a group of individuals working together under conditions that permit open and supportive communication, such that everyone in

the group believes she or he has had a fair chance to influence the decision and can support it to others. [From RNAO Healthy Workplace Environment Best Practice Guideline: Collaborative Practice in Nursing Teams, RNAO, 2006]

In the case where reaching a consensus is a challenge, the Meeting Chair will ask if members “can live with the decision, or position” and if not what could be changed that would make the difference for them. The process will continue in this fashion until the entire group reaches a point where they can live with the decision or position. If this does not happen it may signify that the group is not ready to make a decision at this time. However, if the decision must be made, and consensus cannot be reached then the majority view, obtained by vote, would rule.

The decision-making process will reflect the following format: open discussion, negotiate to resolution as outlined above, use round the table approach to provide an opportunity for each member to make a comment re agreement (especially important on teleconferences), silence generally is understood as agreement, and the final decision will be put in minutes.

The decision-making process in relation to development of documents, reports, letters and the like is as follows:

1. Board of Directors Member produces draft
2. Board of Directors or a few designated members have input into development of first draft if possible. Secretariat may support distribution of documents throughout the process.
3. Board of Directors Member sends draft out for input from identified sources with deadline for feedback submission (round one)
4. Board of Directors Member revises draft as per feedback
5. Board of Directors Member then sends out revised draft to other members for a final look (round two) [feedback should then only be provided if a member has a problem with content and does not feel right about adding their name to the communication piece]
6. Draft sent for sign off from Co-Chairs.
7. Communication then sent out by Secretariat.
8. This process may be reviewed as required.

The table below identifies the types of decisions to be made, the process and the specific requirements to be considered.

Type of Decision	Process	Who Involved	Comments
Financial/Liability Decisions	Decision made and recorded in the minutes	All Board of Directors members*	Consensus decision making for budget approval, and for other financial decisions, using the budget as a guide, while adhering to generally accepted accounting principles.
Strategic and Policy Level Decisions	Decision made and recorded in the minutes	All Board of Directors members*	Consensus decision making
Program Operational Level Decisions	<p>Board of Directors makes operational decisions that are not already delegated to a specific Standing Committee</p> <p>Standing Committees make decisions within budget, and scope of their mandate, reflecting overall policy and strategic plan.</p> <p>Standing Committee recommends decisions or raises issues that will reflect on budget and or policy, and/or are outside the scope of their mandate and bring to Board of Directors for decision</p>	<p>All Board of Directors members*</p> <p>Standing Committees and Leads</p> <p>Standing Committee Leads bring to Board of Directors* for decision</p>	<p>Consensus decision making</p> <p>Decisions brought to Board of Directors for information</p> <p>Decisions made by Board of Directors and communicated to Standing Committee by Leads</p>

*For issues requiring a quick decision, when not all the Board of Directors members are available to be polled, the Executive Committee has the power to make decisions on behalf of the Board of Directors. Such decisions will be communicated to all Board of Directors members.

10.5 Conflict Resolution Process

The parties shall in good faith first endeavor to engage in and facilitate early discussions and expeditious resolution of complaints, including the timely and full disclosure of information

related to any matters in dispute. If a dispute should arise, which cannot first be resolved in good faith between or among the parties, the following procedure should be followed.

1. If there is a conflict between Board of Directors and/or Standing Committee members or between Board of Directors or Standing Committee members and OHWC stakeholders related to OHWC business, following identification of the conflict by self or other, the Parties will first attempt to mutually agree to fix the problem and give each other 30 days to resolve the differences.
2. If the Parties are unable to settle their differences, they agree to involve the OHWC Chair/Co-Chairs or designate who, acting in a neutral manner, will work with the Parties and attempt to help them resolve the differences or at least reach a mutual understanding that their differences will not interfere with committee, subcommittee or overall OHWC functioning and their contribution to the OHWC.
3. If after a further 60 day period, no resolution is possible, or if the differences are not managed despite an agreement, as outlined above, the parties in conflict agree that the members will be asked to withdraw from working together on OHWC matters.

11.0 Review of Terms of Reference

The Terms of Reference are to be reviewed and updated annually.

Draft developed: February 2006

Draft approved by Acting Steering Committee: May 2007

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Final approved by Steering Committee: March 2008

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