



Windsor-Essex County Health Unit Board of Health

RECOMMENDATION/RESOLUTION REPORT – Governance Continuity During a Municipal Election Year

2026-09-24

ISSUE

The terms of WECHU's eight municipal Board appointees will end when the terms of the appointing municipal councils end on November 15, 2026.

New municipal appointments may not be completed immediately, creating a transition period during which the Board may be unable to achieve quorum and transact business.

WECHU will continue to exist as a statutory corporation throughout that period. However, although its six provincial appointees may remain in office, WECHU will not treat them, standing alone, as constituting quorum, given the Board's prescribed municipal composition and the statutory requirement that provincial appointees remain fewer in number than municipal members.

To maintain continuity of operations and public health services during this transition, this report recommends a limited and temporary delegation of authority to the Chief Executive Officer (the "CEO") and the Medical Officer of Health (the "MOH"), each acting within their respective mandate.

The delegation would begin upon adjournment of the final regular Board meeting currently scheduled for November 12, 2026, and would end upon the earlier of:

- (a) the adjournment of the first regular Board meeting in 2027 at which quorum is present and the Board's officers have been appointed; and
- (b) the revocation or amendment of the delegation by the Board.

BACKGROUND

1. Municipal election restrictions do not apply directly to WECHU

Section 275 of the Municipal Act, commonly referred to as the municipal “lame duck” provision, restricts certain decisions by municipal councils during an election period. It does not apply directly to the WECHU Board of Health.

Although WECHU is a “local board” under the Municipal Act, section 275 applies specifically to municipal councils. The August 21, 2026 nomination date and August 24, 2026 certification date therefore do not create a deadline for WECHU to pass this resolution.

The proposed resolution is recommended as a practical continuity measure, not because WECHU is subject to the municipal lame duck restrictions.

2. The Board may experience a temporary loss of quorum

The terms of WECHU’s municipal appointees end with the terms of the appointing municipal councils. The current appointments should therefore be treated as ending at the close of November 14, 2026, unless ended sooner.

WECHU will continue to exist as a statutory corporation after those appointments expire. However, the Board currently consists of eight municipal appointees and six provincial appointees, and eight members are required for quorum based on the current composition. WECHU will not rely on the six provincial appointees alone to transact Board business while the municipal positions are vacant.

The proposed delegation set out in this report is intended only to address the period during which a quorate Board meeting cannot reasonably be convened.

3. The CEO and MOH have separate responsibilities

The CEO and MOH each report to the Board within their respective areas of responsibility. The CEO is responsible for WECHU’s corporate, administrative and operational matters. The MOH reports directly to the Board regarding public health concerns and is responsible for the management of public health programs and services.

The proposed resolution therefore delegates authority to both offices, each acting within their respective mandate. The CEO and MOH do not act as substitutes for one another. Any acting CEO or acting MOH must be properly appointed or designated to act in that office.

4. Existing safeguards will continue to apply

The proposed resolutions supplement, but do not replace, the HPPA, the WECHU By-Laws, Board policies, approved budgets and plans, existing contracts and current delegations.

During the Transition Period, the CEO would be authorized to continue ordinary operations and to approve and execute operational contracts, agreements, purchase orders and related expenditures within approved budgets and plans, subject to the Procurement Policy.

Borrowing, real-property transactions, unbudgeted expenditures and material long-term obligations would remain excluded unless the Board approves the transaction or its material parameters before the Transition Period.

RECOMMENDATION

It is recommended that the Board approve the proposed motion below. The motion is deliberately narrower than a general "caretaker" authorization and includes the following controls:

- **Board-first requirement.** The temporary authority applies only during the Transition Period. If a quorate Board meeting can reasonably be convened before a Board matter requires action, the matter must be brought to the Board.
- **Separate mandates.** The CEO and MOH may act only within their respective areas of responsibility, with consultation on matters that materially engage both.
- **Budgeted operations and contracting authority.** The CEO may continue ordinary operations and approve and execute operational contracts, agreements, purchase orders and related expenditures within approved budgets and plans, in accordance with the Procurement Policy.
- **Reserved matters.** The delegation does not permit amendments to Board by-laws or policies, new strategic directions, unbudgeted programs, borrowing or real-property transactions that have not been separately approved by the Board, executive employment decisions, or any matter that is non-delegable or otherwise expressly reserved to the Board.
- **Emergency exception.** The CEO or MOH may authorize only the minimum unbudgeted expenditure or liability reasonably necessary to address an immediate legal, public health, safety, service-continuity or asset-protection risk where delay would materially increase the risk.
- **Accountability.** The CEO and MOH must maintain a written decision log, and table a report at the first quorate post-election meeting.
- **Advance transition work.** Before the transition period, management should identify Board-reserved matters requiring approval and arrange the earliest practicable post-election Board meeting and orientation.

PROPOSED MOTION

Whereas, the terms of the Board's municipal appointees end with the terms of the appointing municipal councils on November 15, 2026, and there may be a delay before successor appointments are completed; and

Whereas, the WECHU will not rely on the remaining provincial appointees alone to constitute quorum or transact Board business during that period; and

Whereas, the Board considers a limited temporary delegation necessary to maintain WECHU's operations and public health services until a quorate Board can meet;

Now therefore be it resolved that the Windsor-Essex County Board of Health accepts:

1. The "Transition Period" begins upon adjournment of the November 12, 2026 Board meeting and ends upon the earlier of:

- (a) the adjournment of the first regular Board meeting in 2027 at which quorum is present and the Board's officers have been appointed; and
 - (b) the revocation or amendment of this resolution by the Board.
2. During the Transition Period, the Board delegates to the CEO and the MOH, each acting within their respective mandate, the administrative authority reasonably necessary to:
 - (a) continue WECHU's ordinary operations;
 - (b) implement approved Board policies, budgets, plans and contractual obligations; and
 - (c) address urgent public health, legal, financial, operational or organizational matters that cannot reasonably await a quorate Board meeting.
 3. The CEO may approve and execute operational contracts, agreements and purchase orders, and authorize related expenditures, where they are within an approved budget and plan, subject to compliance with the Procurement Policy, the WECHU By-Laws and applicable law, other than any requirement for Board approval.
 4. The MOH may make decisions respecting public health programs and services, health protection, public health emergency response and the MOH's statutory and professional responsibilities. The CEO and MOH do not act as substitutes for one another, and any acting officeholder must be properly appointed or designated to act in that same office.
 5. This delegation does not authorize the CEO or MOH to:
 - (a) amend the WECHU By-Laws, Board policies, strategic plan or annual budget;
 - (b) establish or discontinue a material program;
 - (c) borrow money or acquire, dispose of or lease real property, unless the Board approved the material terms and signing authority before the Transition Period;
 - (d) make employment decisions concerning the CEO, MOH or another person reporting directly to the Board; or
 - (e) decide any matter that cannot lawfully be delegated.
 6. Despite the budgetary restrictions in paragraph 5, but subject to all other exclusions in paragraph 5 and applicable law, the CEO or MOH may authorize the minimum unbudgeted expenditure reasonably necessary to comply with a legal requirement, protect health or safety, respond to a public health emergency, preserve WECHU assets or maintain an essential service where delay would materially increase the risk.
 7. The CEO and MOH shall keep a written record of each material exercise of authority under this resolution and report those decisions to the Board at its first quorate meeting following the Transition Period.