

THE CORPORATION OF THE COUNTY OF MIDDLESEX

BY-LAW # _____

A BY-LAW to confirm and regulate the creation of a municipal service board body corporate for the provision of paramedic services.

WHEREAS:

- A. The Corporation of the County of Middlesex ("**Middlesex 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 ("**Service Manager**") of land ambulance services in the geographic area of the County of Middlesex including the separated City of London;
- B. Subsection 196(1) of the *Municipal Act, 2001*, S.O. 2001, c.25, as amended, (the "**Municipal Act**") authorizes a municipality to establish a municipal service board and to provide for the following matters:
 - (a) The name, composition, quorum and budgetary process of the board;
 - (b) The eligibility of persons to hold office as board members;
 - (c) The manner of selecting board members, the resignation of members, the determination of when a member's seat becomes vacant and the filling of vacancies;
 - (d) The term of office and remuneration of board members;
 - (e) The number of votes of the board members;
 - (f) The requirement that the board follow rules, procedures and policies established by the municipality; and
 - (g) The relationship between the municipality and the board, including their financial and reporting relationship.
- C. Sections 23.1 and 23.2 of the *Municipal Act, 2001* authorize a municipality to delegate powers and duties, subject to certain restrictions, to a body having at least two members of whom at least 50 percent are individuals appointed by its Council;
- D. Pursuant to sections 197(4) of the *Municipal Act*, the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, as amended, and the *Corporations Information Act*, R.S.O. 1990, Chapter C. 39, as amended, do not apply to municipal service board bodies corporate;
- E. Subsection 5 of the *Municipal Act* provides that a municipal power shall be exercised by by-law;
- F. On October 11, 2011 and pursuant to By-law #6351, the Council for The Corporation of the County of Middlesex ("**County Council**") established a municipal service board body corporate named the Middlesex-London Emergency Medical Services Authority (the "**Authority**") and delegated to the Authority its rights, obligations and responsibilities to provide land ambulance services in the County of Middlesex and the City of London subject to the terms and limitations set out therein;
- G. On October 24, 2017, County Council passed By-law #6869, being a by-law to authorize the Middlesex-London Emergency Medical Services Authority (MLEMSA) to use certain trademarks owned by the Corporation of the County of Middlesex;

- H. On October 13, 2020, County Council repealed By-law #6351 through the adoption of By-law #7072, being a By-law to create a Municipal Service Board for the Provision of Land Ambulance Services and adopted Terms of Reference for the Authority through the passing of By-law #7073, being a By-law to approve the Terms of Reference and a Code of Conduct for the Board;
- I. Pursuant to By-law #7072, County Council amended the Authority's name from "Middlesex-London Emergency Medical Services Authority" to "Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service";
- J. On June 20, 2023, County Council repealed By-law #7072 and By-law #7073, through the adoption of By-law #7234, being a By-law to create a municipal service board body corporate for the provision of land ambulance services, and By-law #7235, being a By-law to approve Terms of Reference for the MLPS Authority Board;
- K. On July 16, 2024, County Council repealed By-law #7234 and By-law #7235 through the adoption of By-law #7293, being a By-law to confirm and regulate the creation of a municipal service board body corporate for the provision of paramedic services, and By-law #7294, being a By-law to approve Terms of Reference for the MLPS Authority Board;
- L. County Council considers it necessary and desirable to repeal By-law #7236, By-law #7293, By-law #7294, By-law #7298 and By-law #7358 effective on the date of the passing of this by-law;

NOW THEREFORE the Council of The Corporation of the County of Middlesex does hereby enact as follows:

INTERPRETATION

- 1. The above recitals of this By-law are hereby incorporated by reference into and form a part of this By-law.
- 2. The following terms have the following meanings:
 - (a) "**Ambulance Act**" means *Ambulance Act*, R.S.O. 1990, c. A.19, as amended or replaced.
 - (b) "**Annual Budget**" means the annual budget approved by Middlesex County Council for the MLPS.
 - (c) "**Authority**" means the Middlesex-London Emergency Medical Services Authority.
 - (d) "**Board**" or "**MLPS Board**" means the Middlesex-London Paramedic Service Board of Directors.
 - (e) "**County Clerk**" means the Clerk for the Corporation of the County of Middlesex.
 - (f) "**County Council**" means the Council for the Corporation of the County of Middlesex.
 - (g) "**Middlesex County**" means the Corporation of the County of Middlesex.
 - (h) "**MLPS**" the Middlesex-London Paramedic Service.
 - (i) "**Municipal Act**" means the *Municipal Act*, 2001, S.O. 2001, c.25, as amended or replaced.
 - (j) "**Services**" means the provision of paramedic services within the

Service Area, and includes all services provided by an ambulance service in connection with the transportation of persons by land, including without limitation, a wide range of medical emergencies, trauma events, and community paramedicine programs.

- (k) **“Service Area”** means the designated geographic service area of the County of Middlesex and the City of London.

CONTINUANCE AND CORPORATE NAME CHANGE

3. The Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service is hereby continued as a municipal service board under the corporate name Middlesex-London Paramedic Service.
4. MLPS assumes all rights, obligations, contracts, and liabilities of the “Middlesex-London Emergency Medical Services Authority” and the “Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service.”
5. As a municipal service board, MLPS is a body corporate, an agent of the County and a local board of the County for all purposes.

PURPOSE

6. The purpose of MLPS is to operate, manage and deliver the Services on behalf of Middlesex County, subject to the terms and limitations set out in this By-law.
7. In fulfilling its purpose, MLPS shall:
 - (a) exercise the powers and duties delegated to it by Middlesex County pursuant to this By-law or any subsequent by-law or resolution that may be adopted by County Council; and
 - (b) where requested, make recommendations to County Council on matters related to the delivery of the Services for which decision-making authority has not been delegated.

MLPS RESPONSIBILITIES & AUTHORITY

8. Subject to the terms and limitations contained in this By-law, the following powers, rights, authorities and privileges of Middlesex County with respect to the delivery of the Services are hereby delegated to MLPS:
 - (a) MLPS shall establish an organizational structure and may enter into employment contracts necessary to efficiently and effectively deliver the Services in accordance with applicable legislation.
 - (b) Notwithstanding paragraph 7(a), Middlesex County shall provide the corporate and administrative support services set out in *Schedule “A”* to MLPS.
 - (c) MLPS shall establish and adopt such by-laws, policies and procedures necessary for the delivery of the Services in accordance with applicable legislation.
 - (d) Notwithstanding paragraph 7(c), MLPS shall comply with the by-laws, policies and procedures of Middlesex County set out in *Schedule “B”* and any new by-laws, policies and procedures that may be established by the County and expressly applicable to MLPS. The County Clerk is hereby delegated authority to amend *Schedule “B”* in the event a new by-law, policy or procedure is passed or where an existing by-law,

policy or procedure is amended. In the event of a conflict between the by-laws, policies and procedures listed in *Schedule "B"* and this By-law, this By-law prevails.

- (e) MLPS may enter into contracts in connection with the provision of the Services within the approved Annual Budget and shall at all times follow Middlesex County's in-force Procurement By-law. Where the Procurement By-law requires County Council approval for a procurement, the MLPS Board may approve the procurement provided such purchase is within the approved Annual Budget. County Council approval is required for any expenditure in excess of the approved Annual Budget.

EXPRESS TERMS AND LIMITATIONS

- 9. Without limiting the terms and limitations contained elsewhere in this By-law, the following express terms and limitations apply:
 - (a) Middlesex County has and retains ultimate authority for the expenditures of MLPS through the authorization of the Annual Budget or by specific resolution. MLPS may not incur obligations or commit funds except in accordance with the approved Annual Budget.
 - (b) Middlesex County hereby expressly retains the power to finance the capital and operating costs for providing the Services. MLPS shall have no right to finance the Services other than by fees and charges established under and in accordance with Part XII of the *Municipal Act*, such fees and charges being subject to ratification by County Council.
 - (c) MLPS is not authorized to own real property but may acquire a leasehold interest in real property for a term not greater than twenty (20) years.
 - (d) Middlesex County is and remains the owner of all assets acquired by MLPS in connection with the delivery of the Services and expressly retains the power to deal with any real and personal property in connection with the Services.
 - (e) The reserves and reserve funds of MLPS shall at all times be the property of Middlesex County.
- 10. From time to time, County Council may impose, by resolution or by-law, and in its sole and absolute discretion, any further or other limits on MLPS as it may see fit.

ANNUAL BUDGET

- 11. MLPS shall recommend a draft Annual Budget to Middlesex County no later than June 30 of the preceding fiscal year.
- 12. County Council shall approve the draft Annual Budget no later than August 31 of the preceding fiscal year and provide the approved Annual Budget to the City of London upon approval.
- 13. The fiscal year of MLPS is the same fiscal year as Middlesex County.
- 14. The accounts and transactions of the corporation shall be audited annually by the auditor of Middlesex County.

GOVERNANCE

15. MLPS shall be governed by a Board composed of five (5) members appointed by County Council and subject to the following requirements:
 - (a) Four (4) members of the Board shall be members of County Council;
 - (b) One (1) member of the Board shall be a member of the Council for the City of London.
16. County Council shall designate a Board Chair from among the members appointed.
17. The Clerk for the County of Middlesex shall serve as Secretary to the Board. The Secretary shall be a non-voting member of the Board and shall not count towards quorum.
18. The Middlesex County Chief Administrative Officer shall be a non-voting member of the Board and shall not count towards quorum.
19. The term of office for Board Members shall coincide with the term of office of County Council, or until their successors are appointed. A Board Member may be reappointed to the board.
20. A Board Member's seat becomes vacant if:
 - (a) the Board Member is absent from the meeting of the board for three successive meetings without being authorized to do so by a resolution of Middlesex County Council;
 - (b) the Board Member ceases to be a member of their respective Council;
 - (c) the Board Member resigns from the Board; or
 - (d) the Board Member dies.
21. A Board Member may resign from office upon giving a written resignation to the Secretary of MLPS and the Clerk of the County. Such resignation becomes effective when received by MLPS and the County or at the time specified in the resignation, whichever is later.
22. A Board Member may be removed for any reason at any time by County Council.
23. If the seat of a Board Member becomes vacant for any reason at any time, County Council may fill the vacancy for the balance of the term.
24. The remuneration of Board Members shall be established by County Council.
25. Each Board Member, including the Board Chair, shall be entitled to one vote at any meeting of the Board, except where disqualified by reason of pecuniary interest or otherwise.
26. A majority of Board Members is necessary to form a quorum.
27. Board Members shall be required to attend one (1) orientation session. It is the responsibility of the County Clerk to provide an overview of Board Members rights and responsibilities, including but not limited to responsibilities pertaining to confidentiality.
28. Board Members shall comply with Middlesex County's Code of Conduct, the *Municipal Conflict of Interest Act* and the *Municipal Freedom of Information and Protection of Privacy Act* at all times.

MLPS BOARD PROCEDURES

29. The Board shall follow, in-so-far as practicable, Middlesex County's in-force Rules of Procedure By-law, except that this By-law shall prevail to the extent of any conflict.
30. The Board Chair shall call the first meeting of the Board in each new term of Council and shall preside over meetings of the Board. In the event the Board Chair is unable to be present at a meeting, the attending Board Members may appoint an Acting Chair from among its members for the purposes of presiding over the meeting.
31. The MLPS Board shall meet a minimum of six (6) times per year in accordance with the meeting schedule adopted by the Board. Special meetings of the Board may be required. Special meetings may be called by the Board Chair or by the Secretary upon receipt of a petition stating the purpose of the meeting signed by the majority of Board Members. The Secretary shall provide notice of all regular and special meetings of the Board to members, staff and the public by way of posting of a meeting agenda on the County website.
32. Meetings of the MLPS Board may be held at a location within the geography of Middlesex County or a municipality adjacent to Middlesex County or held electronically. The meeting location shall be indicated on the public agenda for the meeting.
33. Except as provided in this section, all meetings shall be open to the public. 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 Board shall state by resolution:
 - (a) the fact of the holding of the closed meeting; and
 - (b) the general nature of the matter to be considered at the closed meeting.
34. The MLPS Board shall take action by resolution or by-law adopted by a majority of votes.
35. The minutes of all meetings of the MLPS Board shall be prepared by the Secretary or designate and shall be approved at the next MLPS Board meeting.
36. Records of the MLPS Board including its by-laws, resolutions, minutes and proceedings of regular or special meetings shall be retained and preserved in accordance with Middlesex County's in-force Records Retention By-law.

MLPS REPORTING

37. MLPS shall submit an annual report to County Council on the activities of the Board and the operations of MLPS during the previous calendar year.
38. Minutes of Board meetings shall be placed as an information item on the agenda for the next regular meeting of County Council.
39. Recommendations of the MLPS Board regarding matters related to the delivery of the Services for which decision-making authority has not been delegated shall be forwarded in a written report to County Council for consideration.

DIRECTOR OF PARAMEDIC SERVICES

40. The MLPS Board shall facilitate the recruitment of the Director of Paramedic Services and recommend a preferred candidate to County Council. The Director of Paramedic Services shall be an employee of MLPS appointed by

County Council.

41. The Director of Paramedic Services shall be responsible for:
 - (a) the planning, delivery, management, and evaluation of the Services, as per the direction of the MLPS Board, County Council and Ministry-prescribed regulations and legislated standards; and
 - (b) optimizing service delivery and minimizing emergency response time through the efficient use of human, physical and financial resources.
42. The Director of Paramedic Services shall support the MLPS Board in its governance role. The Director of Paramedic Services shall provide written reports, make recommendations and attend all meetings of the MLPS Board.
43. For matters related to the delivery of the Services for which decision-making authority has not been delegated to the MLPS Board, the Director of Paramedic Services shall report directly to Middlesex County Council through the Middlesex County Chief Administrative Officer. In relation to these matters, the Director of Paramedic Services shall provide written reports and make recommendations to County Council for consideration.
44. The Director of Paramedic Services shall administratively report to the Middlesex County Chief Administrative Officer for all matters. The Middlesex County Chief Administrative Officer shall be responsible for performance management and supervision of the Director of Paramedic Services on behalf of MLPS.

DELEGATION OF DUTIES

45. Middlesex County's in-force Delegation of Duties By-law shall apply to MLPS subject to the following:
 - (a) The Board Chair and Secretary shall be the signing authority for agreements and other documents under By-law.
 - (b) The Director of Paramedic Services shall have delegated authority to:
 - (i) appoint, employ, promote, demote, suspend, discipline, and dismiss all employees of MLPS;
 - (ii) administer MLPS' Health and Safety programs and sign the Health and Safety Policy annually as required under the Ontario Health and Safety Act; and
 - (iii) administer, approve, authorize or otherwise deal with MLPS' human resources matters.

EMERGENCIES

46. In the case of an emergency only, where it is necessary in the best interests of the Service Delivery Area, Middlesex County, MLPS, and in the public interest that an action be taken or a decision made, the Director of Paramedic Services is delegated all powers and duties of Middlesex County as delivery agent of land ambulance services in the Service Delivery Area for the purposes of taking such action or making such decision. For the purposes of this subsection, "emergency" shall have the same meaning as in section 1 of the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 as amended or replaced, and shall also include a situation or an impending situation that constitutes a risk of major proportions of serious harm to the financial interests of the Service Delivery Area or any part thereof.
47. The Director of Paramedic Services shall report all action taken or decisions made in accordance with section 46 to the MLPS Board and County Council

at the next regularly scheduled meeting or a special meeting convened for said purpose.

ADVOCACY & COMMUNICATIONS

48. The Board Chair and Director of Paramedic Services shall represent MLPS at official functions, in the media and at delegations with other levels of government.
49. MLPS shall consult with Middlesex County in the preparation of advocacy materials, media releases and communications to the public on major initiatives or policies.

PRIVACY

50. MLPS is both an institution under the *Municipal Freedom of Information and Protection of Privacy Act* (“**MFIPPA**”) and a health information custodian under the *Personal Health Information and Protection Act* (“**PHIPA**”).
51. The Clerk for the County of Middlesex shall be deemed to be the “Head” for MLPS for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act* and the “Privacy Officer” for MLPS the purposes of the *Personal Health Information and Protection Act*.

INSURANCE

52. MLPS shall be responsible for obtaining and maintaining all necessary policies of insurance related to the delivery of the Services. Notwithstanding the foregoing, Middlesex County may maintain insurance policies on behalf of MLPS where directed by County Council.

REVOCAION OF POWERS / DISSOLUTION OF MLPS

53. The function assigned to the MLPS pursuant to this By-law may be revoked at any time in the sole and absolute discretion of County Council without notice.
54. In the event that County Council revokes all delegated powers, rights, authorities and privileges delegated to MLPS, the County may take any and all necessary steps to dissolve the MLPS pursuant to Section 216 of the *Municipal Act*.
55. The Warden and the Clerk are hereby authorized to sign any necessary documents, and to take such other actions that may be required to affect the forgoing By-Law.

ADMINISTRATION

56. The following By-laws are hereby repealed: By-law #7236, By-law #7293, By-law #7294, By-law #7298 and By-law #7358.
57. This By-Law shall come into force and take effect immediately upon its passing.

PASSED IN COUNCIL this 28th day of April, 2026.

Sue Clarke, Warden

Marci Ivanic, County Clerk

SCHEDULE "A"

By-laws, Policies and Procedures of Middlesex County that Apply to MLPS

The following by-laws, policies and procedures of Middlesex County, as amended or replaced, apply to MLPS:

- Procurement By-law #7270
- Middlesex County Code of Conduct
- Rules of Procedure By-law #7264
- Remuneration By-law #7227
- Records Retention #7251
- Delegation of Duties By-law #7263
- Legislative Services Policies
 - Legislative Policy 3.01 – Protection of Privacy and Confidentiality of Information¹
 - Legislative Policy 6.01 – Use of Social Media for Business Purposes
 - Legislative Policy 7.01 – Corporate Accessibility Policy
 - Legislative Policy 8.01 – Artificial Intelligence
 - Middlesex County Accessibility and Design Guidelines
- Information Technology Services Policies
 - IT Policy 1.01 – ITS Asset Management Policy
 - IT Policy 2.01 – Acceptable Use of Technology Policy
 - IT Policy 3.01 – Cellphone and Mobile Device Policy
 - IT Policy 4.01 – Password Policy
 - IT Policy 5.01 – Remote Access (Teleworking) Policy
 - IT Policy 6.01 - Wireless Access Policy
 - IT Policy 7.01 – IT Access Control Policy
 - IT Policy 8.01 - Malware Protection Policy
 - IT Policy 9.01 - Information Security Policy
 - IT Policy 10.01 - Security Camera Policy
 - IT Policy 11.01 – Collection and Use of Electronic Monitoring Information
 - IT Policy 12.01 – Use of Social Media Policy
- Finance Policies
 - Finance Policy 2.01 – Purchasing
 - Financial Policy 4.01 – Investment Policy
 - Financial Policy 7.01 – Petty Cash
 - Financial Policy 8.01 – Expense Reimbursement
 - Financial Policy 10.01 – Capital Expenditures
 - Financial Policy 11.01 – Cash Receipts
 - Financial Policy 13.01 – Tangible Capital Assets
 - Financial Policy 15.01 – Asset Retirement Obligations Policy
 - Financial Policy 17.01 – Debt Management Policy

¹ MLPS PHIPA policies prevail to the extent of any conflict.

SCHEDULE "B"

Middlesex County Corporate and Administrative Support Services

The following support services shall be provided by the County to MLPS:

1. Legislative Services responsibilities including but not limited to responsibility for agenda and minutes preparation, records management, and carrying out MLPS' responsibilities under the *Municipal Freedom of Information and Protection of Privacy Act*.
2. Human Resources responsibilities including staff recruitment, collective bargaining agreement negotiation, employee relations, employee timekeeping, employee training and development, personnel and performance management, occupational health and safety and attendance and disability management.
3. Financial Services responsibilities including procurement services, budgeting, internal and external financial reporting, financial analysis, accounts payable processing, revenue transaction processing, payroll processing, pension and benefits administration, financial systems support, internal and external audit coordination, and asset management planning, treasury and cash management, and grant reporting and compliance.
4. Information Technology Services respecting cybersecurity systems, desktop technologies and applications, data centre/servers, data analytics, administrative peripherals, user service desk, emergency after hours on-call IT support, other IT corporate backbone systems and technologies as adopted from time to time.