

GOVERNANCE CERTIFICATE

The Family Health Organization Template Agreement requires that each FHO develops a governance agreement. The details for this agreement can be found in **Appendix F – Family Health Organization Legal Structures and Governance Requirements**, which is included in this section.

If you require assistance, the Ontario Medical Association (OMA) provides governance support and legal advice to groups of physicians who are considering forming a Family Health Organization.

OMA counsel, is available to assist groups in finding solutions to governance issues and assist in drafting agreements that reflect the intentions of each group.

Please complete the **Governance Certificate** provided below and include it in the registration package. There is no need to send a copy of your governance agreement to the ministry.

APPENDIX F

FAMILY HEALTH ORGANIZATION LEGAL STRUCTURES AND GOVERNANCE REQUIREMENTS

1. Governance Documents.

The following entities shall create Governance Document(s) consistent with the Governance Requirements in this Appendix F:

A. Unincorporated Association – Natural Persons:

Where the FHO is composed entirely of natural persons, all FHO Physicians shall enter into a Contract of Association consistent with these Governance Requirements.

B. Partnership – Natural Persons as Partners:

Where the FHO is a partnership composed entirely of natural persons, all FHO Physicians shall enter into a Partnership Agreement consistent with these Governance Requirements.

C. Medicine Professional Corporation – Shareholders:

Where the FHO is a medicine professional corporation, each Participating Voting Shareholder shall enter into a Shareholders' Agreement and shall adopt Corporate Bylaws that shall both be consistent with these Governance Requirements.

D. Unincorporated Association – Natural Persons, Partnerships, Medicine Professional Corporations:

Where the FHO is composed of one or more of:

- (i) natural persons;
- (ii) partnerships;
- (iii) Medicine Professional Corporations,

each member of the FHO shall enter into an Contract of Agreement consistent with these Governance Requirements.

Notwithstanding anything else contained in this Agreement, only Participating Voting Shareholders of a Medicine Professional Corporation shall be treated as FHO Physicians under this Agreement. Participating Voting Shareholders are the only individuals who may execute the Governance Document(s) on behalf of a signatory Medicine Professional Corporation pursuant to this Agreement. Any other shareholders who do not provide FHO Services shall not be considered FHO Physicians and shall have no obligations under this Agreement.

2. Required Terms.

The FHO Physicians agree that they shall ensure that their respective Contracts of Association, Partnership Agreements, Corporate Bylaws and Shareholder Agreements, as the case may be, shall include provisions that establish decision-

making mechanisms for matters pertaining to the Agreement including at a minimum the following:

- (i) the admission of new FHO Physicians;
- (ii) the withdrawal of current FHO Physicians;
- (iii) the expulsion of current FHO Physicians;
- (iv) an approval process for FHO Contracted Physicians;
- (v) the selection of the Commencement Date for the FHO;
- (vi) where the FHO Physicians are in an unincorporated association, modifications to the Contract of Association;
- (vii) any decision of the FHO Physicians to terminate the FHO Agreement;
- (viii) a process for determining after-hours and on-call service by FHO Physicians;
- (ix) how the FHO Physicians share financial information received from the Ministry;
- (x) how the FHO Physicians shall determine individual payments to the FHO Physicians from payments deposited to the FHO's bank account;
- (xi) a process to provide notification from each FHO Physician's malpractice insurer of any change or cancellation of such insurance.

3. Review of Governance Documents

Upon written request by the Ministry, the FHO Physicians shall provide a complete copy of the Governance Agreement to the Ministry. If, after reviewing the Governance Document(s), the Ministry determines that the Governance Document(s) is inconsistent or deficient in relation to this Agreement, the FHO Physicians shall, within thirty (30) days of any request by the Ministry, rectify such inconsistencies or deficiencies and shall notify the Ministry of what changes have been made for such purposes.

4. Operational Requirements

The FHO Physicians further agree that, regardless of the legal structure of the FHO, they shall:

- (a) establish a bank account residing at a financial institution located in Canada and subject to Canadian banking laws, in the name of the FHO, with the naming of at least two appropriate signing officers, one of whom shall be the Lead FHO Physician, as defined in (d) below;
- (b) establish a framework for managing the FHO Physicians' rights and interests in property specially and separately funded by the Ministry. For greater clarity, such property shall not include any property purchased with any funding provided by the Ministry in consideration of the FHO Services;

- (c) adopt and implement information management protocols that give due regard to appropriate patient confidentiality and are consistent with this Agreement and applicable law; and
- (d) establish explicit authority for a minimum of two elected officers, of whom one shall be known as the “Lead FHO Physician”, and one shall be known as the “Associate FHO Physician”, who must all be FHO Physicians, and who, acting alone or in combination, are able to bind all of the members of the FHO collectively and personally, for a minimum of the following purposes:
 - i. for execution of all amendments, extensions or renewals of the FHO Agreement;
 - ii. for execution of subsequent or supplementary agreements, as may be required, relating to the receipt, disbursement and use of public funds, other than funds provided in consideration of the FHO Services, in support of FHO activities and operations; and
 - iii. to enter into agreements with such other persons, health care providers, health organizations, and institutions, as may be required or desired, for the purpose of supporting FHO activities and operations.

**FAMILY HEALTH ORGANIZATION
GOVERNANCE CERTIFICATE**

For the _____ Family Health Organization (the “FHO”), we are
a/an (please select one):

- ☐ unincorporated association
- ☐ partnership
- ☐ medicine professional corporation

The undersigned, being the FHO Physicians who comprise the FHO, hereby

- (a) confirm the execution of all Governance Documents necessary to meet the Governance Requirements set out in Appendix F to the Family Health Organization Agreement (the “**Agreement**”) and to perform all of the FHO Physician obligations under the Agreement; and
- (b) authorize Dr. _____, as Lead FHO Physician, and Dr. _____, as Associate FHO Physician, to act on behalf of the FHO as provided for in the Agreement.

Lead FHO Physician

Mailing Address

Phone Number

Email

Signature

Associate Lead FHO Physician

Mailing Address

Phone Number

Email

Signature

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