

**Meeting of the Board of Directors (the “Board”)
Trillium Health Partners (the “Corporation”)
Thursday, November 27, 2014
CONFERENCE CALL**

PARTICIPANTS

Elected Directors	Edward Sellers (Chair), Wayne Bossert, Sacha Ghai, Chitwant Kohli, Alan MacGibbon, Tim McGuire, Stacey Mowbray, Lee Stem, Alan Torrie, Dr. Sarita Verma, Karen Wensley, and Nicholas Zelenczuk
Ex-Officio Directors	Michele Darling, Michelle DiEmanuele, Kathryn Hayward-Murray, Dr. Dante Morra, Dr. Joseph Noora, and Dr. Bill Wong
Senior Management	Patti Cochrane, Karli Farrow, Stephen Hall, Dr. Norman Hill, Steve Hoscheit, Dean Martin, Tara McCarville, Dr. Craig McFadyen, Ron Noble
Resource	Gina DeVeaux and Nicole Vaz
Regrets	Perry Miele

MINUTES

- 1. Call to Order** Mr. Bossert, Vice-Chair, chaired the meeting. He confirmed that a quorum was present on the conference call and declared the Board meeting duly constituted for the transaction of business at 5:00 p.m.
- 2. Approval of Agenda** Mr. Bossert reviewed the Agenda with the Board.
MOVED by Mr. Ghai, and seconded by Ms. Wensley, that the Agenda for the November 27, 2014 Board meeting, be approved.
CARRIED
- 3. Declaration of Conflicts** Mr. Bossert reminded the Board that conflicts are to be declared as the agenda item arises.
- 4. Chairs Report** Mr. Sellers provided an updated on his activities since the last Board meeting and confirmed the closing of the CVH Phase 3 Project.
- 5. Medical Advisory Committee** Dr. Morra provided an overview of the MAC credentialing recommendations, noting the recommendations from the MAC include the reinstatement of the privileges of [REDACTED]

██████████ (section 65 (6)5)

MOVED by Mr. Bossert and seconded by Mr. Kohli that the Board approve the following as recommended to the Board by the Medical Advisory Committee on November 6, 2014:

- i. Professional Staff Appointments
- ii. Temporary Professional Staff Appointments
- iii. Professional Staff Changes in Status and Leaves of Absence
Reappointment of ██████████
██████████ (section 19, & 65 (6)5))

CARRIED

6. Governance and Human Resources Committee

Mr. Stem provided an overview of the Board Renewal Process and the Board Skills Matrix.

The principal topics of discussion between the Board and Management included:

Board Renewal Process

MOVED by Mr. Stem and seconded by Ms. Mowbray that the Board approve:

- A. The establishment of a Nominations Sub-Committee effective January 2015 with membership comprised of the following individuals:
 - i. Edward Sellers, Board Chair;
 - ii. Wayne Bossert, Vice-Chair
 - iii. Stacey Mowbray, Vice-Chair, Governance and Human Resources Committee
 - iv. Michelle DiEmanuele, President and CEO

- B. The Board Renewal Process.

(Alan Torrie joined the meeting.)

Board Skills Matrix

MOVED by Mr. Stem and seconded by Ms. Mowbray that the Board approve the description of each area of skill, expertise and experience included in Board Policy VA-5 *Guidelines for the Selection of Directors*.

CARRIED

7. Other Business

There was no other business for the Board to discuss.

Messrs. Sellers and MacGibbon declared a conflict of interest with the following item and left the conference call.

(Messrs. Sellers and MacGibbon left the meeting.)

8. SteriPro Update

Mr. Torrie and Ms. DiEmanuele provided the Board with an update with respect to the ongoing consideration of the THP and SteriPro partnership.

9. Adjournment

MOVED by Mr. Torrie and seconded by Mr. Zelenczuk, that the meeting be adjourned at 5:35 p.m.

CARRIED

10. In-camera Session

An *In-camera* session was not held following adjournment of the Board meeting.

BOARD APPROVED: JANUARY 22, 2015