



Board of Directors Meeting

Minutes

Thursday February 16, 2012

Teleconference

Elected Directors	Mr. Alan Torrie (Chair), Mr. William Rogers, Mr. Neil Skelding, Mr. J. Fred Kuntz, Mr. Edward Sellers, Mr. Nicholas Zelenczuk, Mr. Wayne Bossert, Mr. Tim McGuire, Ms. Joanne Rogers, Mr. Lee Stem, Ms. Pam Turner, Ms. Karen Wensley
Ex-Officio Directors	Ms. Michelle DiEmanuele, Dr. Mathias Gysler, Ms. Patti Cochrane, Dr. Jamie Newman, Dr. John Langlois, Dr. Sarita Verma
Senior Management Team/Guests	Dr. Bill Wong, Dr. Naveen Dayal, Ms. Krista Finlay, Ms. May Chang, Mr. Stephen Hall, Dr. Norman Hill, Ms. Morag McLean, Mr. Ron Noble, Ms. Kathryn Hayward-Murray, Ms. Katherine Hay, Mr. Steve Hoscheit
Resource	Shalu Bains, Nicole Gaertner
Regrets	Mr. Sacha Ghai, Dr. Gopal Bhatnagar

1.0 Call to Order

The Chair called the Board of Directors teleconference to order at 4:05 p.m.

Shalu Bains, Board Liaison, conducted a roll call and confirmed quorum.

1.1 Approval of Agenda

The members reviewed the agenda.

MOVED by Mr. Wayne Bossert and seconded by Dr. Sarita Verma that the agenda for the February 16, 2012 Board of Directors teleconference, be approved as circulated.

CARRIED

1.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises.

2.0 Consent Agenda

It was noted that the minutes of the February 14th MAC meeting will be brought forward at the March 27th Board meeting. With the revision noted, the Chair requested a motion be brought forward for the approval of the revised Consent Agenda.

MOVED by Mr. Wayne Bossert and seconded by Mr. Fred Kuntz that the Consent Agenda for the
The Credit Valley Hospital and Trillium Health Centre

meeting held on February 16, 2012, be approved as revised.

CARRIED

3.0 Quality and Patient Safety

There was no business to address under this item.

4.0 Reports

4.1 Chair's Report

The Chair provided an overview of his first meeting with President and CEO, Michelle DiEmanuele and highlighted the following:

- The next steps in setting the President and CEO's goals and objectives
- Establishment of the new senior management team structure
- The process to initiate strategic planning, branding and integration work, which will be brought forward to the March 27th Board of Directors meeting

The Chair reported that he will be working with the CEO and the management team over the spring/summer to meet specific political and partnering organizations' stakeholders.

The Chair will be meeting with the Foundation Chairs and CEOs with Michelle DiEmanuele to ensure alignment of strategic direction and priorities and to develop guiding principles of the partnership moving forward.

4.2 President and CEO Report

The CEO presented her report, as pre-circulated, and highlighted the following:

- Overview of the first week as President and CEO
 - The key objectives and focus for the first 180 days and the 7-lever model for supporting integration
- s.18 (1) (c)
- The Drummond Report and its focus on health care with over 100 health related recommendations. It was noted that there has been no official response from the OHA to date.
 - The new Senior Management structure, which has been well received by the organization. It was noted that the structure will evolve with the organization and its focus on research and medical education
 - The Clinical Nursing Executives will be working in collaboration to develop a clinical integration planning process

It was noted that going forward the President and CEO report will be structured in a manner that reflects one organization rather than site specific updates.

Favorable and congratulatory feedback was received from members of the Board.

Mr. Neil Skelding joined the teleconference at 4:36 pm.

5.0 Strategic Direction

There was no business to address under this item.

6.0 Excellent Management

There was no business to address under this item.

7.0 Program Quality and Effectiveness

7.1 Medical Advisory Committee

Dr. Mathias Gysler, Chief of Staff-CVH Site and Chair of the MAC provided a report and noted the first joint Medical Advisory Committee meeting was held on Tuesday February 14th.

8.0 Financial and Organizational Viability

8.1 Finance and Audit Committee

Mr. Nicholas Zelenczuk, reviewed the briefing materials, as pre-circulated, for the Finance and Audit Committee motion below.

Financial Statements for December 2011

An overview of the discussion of the Finance and Audit Committee's February 9, 2012 meeting was provided, as well as a summary of the pre circulated Financial Statements.

MOVED by Joanne Rogers and seconded by Lee Stem that the Financial Statement for December 2011, as circulated, be approved.

CARRIED

9.0 Ensure Board Effectiveness

9.1 Governance Committee

Mr. Edward Sellers, Chair of the Governance Committee, reviewed the briefing materials, as pre-circulated, for each of the Governance Committee motions below.

Mid Term Appointment of Chair and Vice Chair

Mr. Bill Rogers and Mr. Neil Skelding exercised the Conflict of Interest policy.

MOVED by Edward Sellers and seconded by Nick Zelenczuk that the Board create a second Vice-Chair position, consistent with Section 9.1 of the Corporate By-Law, that Mr. Bill Rogers and Mr. Neil Skelding be appointed to the Vice-Chair roles until the first Board meeting following the June 2013 Annual General Meeting (AGM), and that the Board have a single Vice-Chair following the June 2013 AGM, be approved.

CARRIED

Dr. Jamie Newman left the teleconference at 4:53 pm.

Governance Board Policies for Review

The following policies were discussed:

- Nominations Process for the Board of Directors
- Nominations Process for the Board Officers
- Nominations Process for the Board Chair, Directors and Non-Director Members of the Board Standing and Special Committees
- Board Goals and Board Work Plan
- Board and Individual Director Evaluation - *An additional amendment to this policy's second paragraph was noted.*

MOVED by Edward Sellers and seconded Bill Rogers that the Governance Board Policies circulated to the Board of Directors for review, including amendments, be approved.

CARRIED

Voting at the Board and Committee Levels

MOVED by Edward Sellers and seconded Fred Kuntz that for the purpose of voting at Board Committee meetings, the current individuals who are identified as the Administrator, Chief of Staff and Chief Nursing Executive under the Hospitals Act be the individuals who would vote at the Committees, be approved.

CARRIED

10.0 External Relationships

There was no business to address under this item.

11.0 Professional Staff Association

Dr. Bill Wong, Treasurer of the Professional Staff Association (PSA), provided the following updates:

- The Professional Staff Association inaugural business meeting will be held on February 21, 2012 at the Waterside Inn. 90 Attendee have confirmed
- Following this meeting the PSA will develop a list of discussion items to be brought forward to senior management and the Board, where applicable.
- It was noted that Mr. Edward Sellers will be attending the Professional Staff Advisory meeting on February 21st, as a representative of the Board of Directors

12.0 Adjournment

MOVED by Mr. Edward Sellers, and Mr. Wayne Bossert that the meeting be adjourned.

The Board of Directors meeting was adjourned at 4:59 p.m.

Board approved: March 27, 2012