

## **Board of Directors Meeting Minutes**

**Thursday, June 6, 2013**

<b>Elected Directors</b>	Mr. Alan Torrie (Chair), Mr. Wayne Bossert, Mr. Sacha Ghai, Mr. Chitwant Kohli, Mr. Tim McGuire, Ms. Stacey Mowbray, Ms. Joanne Rogers, Mr. Edward Sellers, Mr. Lee Stem, Ms. Karen Wensley
<b>Ex-Officio Directors</b>	Ms. Michele Darling, Ms. Michelle DiEmanuele, Ms. Kathryn Hayward-Murray, Dr. Dante Morra, Dr. Sarita Verma, Dr. Bill Wong
<b>Resource</b>	Ms. Sarah Patterson-Snell
<b>Regrets</b>	Mr. Perry Miele, Mr. Nicholas Zelenczuk, Dr. David Perkins

### **1.0 Call to Order**

The Chair called the Board of Directors meeting to order at 6:50 p.m. and confirmed quorum. He welcomed Mr. Chitwant Kohli and Ms Stacey Mowbray to their first Board meeting as elected Directors as well as Ms. Michele Darling as the designate of the future amalgamated Foundation.

#### **1.1 Approval of Agenda**

The Chair noted the addition of item 9.1 to the agenda.

**MOVED** by Mr. Tim McGuire and seconded by Ms. Joanne Rogers that the agenda for the June 06, 2013 Board of Directors meeting, be approved, as amended.

**CARRIED**

#### **1.2 Declaration of Conflict of Interest**

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. There were no conflicts declared by the membership.

### **2.0 Consent Agenda**

**MOVED** by Mr. Tim McGuire and seconded by Mr. Sacha Ghai that the Consent Agenda for the June 06, 2013 Board of Directors meeting, be approved.

**CARRIED**

### **3.0 Quality & Patient Safety**

There was no business to address under this item.

## **4.0 Reports**

### **4.1 *Report of Chair***

The Chair advised the Board that, in accordance with section 8.6 of the Corporate By-Law, the Risk Management Committee will act on behalf of the Board over the summer and will report all actions taken and decisions made to the full Board at the next meeting on September 19, 2013.

The Chair requested that all new Directors return their signed declarations and agreements to the Board Office.

The Chair drew the Directors' attention to the list of Board meeting dates for 2013/2014 in the meeting materials. The Board Office will follow up shortly with meeting requests for these dates.

### **4.2 *Report of President and CEO***

There was no report from the CEO.

### **4.3 *Report of Chief of Staff***

There was no report from the Chief of Staff.

## **5.0 Strategic Direction**

There was no business to address under this item.

## **6.0 Integration**

There was no business to address under this item.

## **7.0 Excellent Management**

There was no business to address under this item.

## **8.0 Program Quality and Effectiveness**

### **8.1 *Medical Advisory Committee***

There was no business to address under this item.

## **9.0 Financial and Organizational Viability**

### **9.1 *Finance and Audit Committee***

The Chair noted the blotter item that was pre-circulated to the Directors.

Mr. Wayne Bossert and Mr. Chitwant Kohli excused themselves from the meeting for this item.

The CEO reviewed the material and noted that Mr. Nicholas Zelenczuk, Chair, Finance and Audit Committee had been briefed on this matter prior to the Board meeting and did not raise any concern.

**MOVED** by Ms. Joanne Rogers and seconded by Mr. Lee Stem that the Hospital pays off its existing Interim Financing Arrangement (IFA) for the CVH site Phase 2 equipment financing with RBC of

\$8.669M with available working capital instead of transitioning the IFA to an equipment lease.

**CARRIED**

## **10.0 Ensure Board Effectiveness**

### **10.1 Governance Committee**

Mr. Alan Torrie, Chair, Nominations Sub-Committee, reviewed the briefing materials, as pre-circulated, for the Governance Committee motions below.

#### *Vice Chair*

Mr. Edward Sellers excused himself from the meeting for this matter.

**MOVED** by Mr. Tim McGuire and seconded by Mr. Sacha Ghai that the Board appoints Mr. Edward Sellers as Vice Chair of the Board, for a one year renewal term, effective June 6, 2013.

**CARRIED**

#### *Treasurer and Committee Chairs*

**MOVED** by Mr. Edward Sellers and seconded by Mr. Wayne Bossert that the Board appoints Mr. Nicholas Zelenczuk as Treasurer of the Board and Chair of the Finance and Audit Committee, for a one year renewable term, effective June 6, 2013.

**CARRIED**

In order to maintain a quorum for the remaining resolutions in item 10.1, conflicts of interest inherent in Directors voting for themselves either as Committee Chairs, Vice Chairs or members, are duly noted.

**MOVED** by Mr. Edward Sellers and seconded by Ms. Joanne Rogers that the Board appoints the following Committee Chairs, for a one year renewable term, effective June 6, 2013:

Mr. Lee Stem	Chair	Governance Committee
Mr. Wayne Bossert	Chair	Human Resources Committee
Ms. Karen Wensley	Chair	Quality and Performance Monitoring Committee
Mr. Tim McGuire	Chair	Research, Innovation and Education Committee
Mr. Edward Sellers	Chair	Risk Management Committee

**CARRIED**

In accordance with section 8.6 of the Corporate By-Law, all Committee Chairs shall be members of the Risk Management Committee.

#### *Committee Vice Chairs*

It was noted that, in addition to those listed in the briefing note, Mr. Chitwant Kohli is recommended as the Vice Chair of the Finance and Audit Committee.

**MOVED** by Mr. Edward Sellers and seconded by Ms. Joanne Rogers that the Board appoints the following Committee Vice Chairs, for a one year renewal term, effective June 6, 2013:

Mr. Chitwant Kohli	Vice Chair	Finance and Audit Committee
Ms. Stacey Mowbray	Vice Chair	Governance Committee
Ms. Michele Darling	Vice Chair	Human Resources Committee

Mr. Sacha Ghai	Vice Chair	Quality and Performance Monitoring Committee
Mr. Perry Miele	Vice Chair	Research, Innovation and Education Committee
Mr. Alan Torrie	Vice Chair	Risk Management Committee

#### *Committee Membership*

**MOVED** by Ms. Karen Wensley and seconded by Mr. Tim McGuire that the Board approves the 2013/2014 standing committee membership, as drafted.

**CARRIED**

#### **12.0 Risk Management**

There was no business to address under this item.

#### **13.0 Professional Staff Association**

There was no report from the Professional Staff Association.

#### **14.0 Adjournment**

**MOVED** by Ms. Karen Wensley and seconded by Mr. Lee Stem that the meeting be adjourned.

**CARRIED**

The Board of Directors meeting was adjourned at 7:00 p.m.

#### **15.0 In Camera Meeting**

An in camera meeting was held following the formal portion of the meeting.

**Board Approved: September 19, 2013**