



board of directors

**Board Meeting Minutes June 1, 2016**

Boardroom #6109 – 6:00 p.m.

**Board of Directors**

**MINUTES**

**DATE: 2016 06 01**

Meeting Chair:	Paulette Senior			
Present:	Hania Amad Wendy Cukier Ann Davis (t/c) Carol Derk	Marilyn Emery Sheila Laredo Kyle Kirkham	Jane Mosley Sioban Nelson Sheerin Sheikh (t/c)	Jane Pepino Poonam Puri Benita Warmbold (t/c)
Regrets:	Viola Antao Karen Bell Cherie Brant	Debbie Douglas Mary Lou Maher Mina Mawani	Jocelyn Palm Dan Rees Catharine Whiteside	
Invited Guests:	Heather McPherson			
Recording Secretary:	Paula Da Ponte			

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Agenda Item		Discussion	Follow-Up / Action
1.	Welcome	P. Senior welcomed members.	
2.	Call to Order	The meeting was called to order at 6:15pm.	
3.	Conflict of Interest Declaration	None were declared.	
4.	Approval of Agenda	J. Pepino moved and B. Warmbold seconded <b>THAT</b> the agenda be approved. <b>CARRIED</b>	
5.	Education – Hospital Funding Priorities	H. McPherson presented the hospital funding priorities. Members were informed that a funding priorities playbook was created highlighting the strategic alignment and priorities by category. This is a comprehensive document which is regularly reviewed together with the Foundation and refreshed as appropriate. The priority projects overview sets out those projects for which the hospital seeks funding, currently and in the future.	
6.	Approval of Previous Minutes: Minutes from Meeting held on May 4, 2016, 2016	C. Derk moved and S. Sheikh seconded <b>THAT</b> the minutes be approved. <b>CARRIED</b>	
7.	<b>Governance:</b> 7.1 Chair's Report (verbal).  7.2 Governance and Nominating Committee Update  7.2.1 Board Leadership Roles	P. Senior provided the following updates: <ul style="list-style-type: none"> <li>• The schedule for the AGM was distributed to members.</li> <li>• Celebrating Pride this month, WCH will be participating in the Dyke March on July 2, 2016.</li> <li>• The Executive Committee completed the CEO's annual review and determined the percentage of at-risk compensation to be paid.</li> </ul> P. Puri brought forward the following for approval:  P. Puri moved and C. Derk seconded	

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		<p><b>That</b> as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Benita Warmbold for recommendation as Chair, Resources Committee, as of June 15, 2016.</p> <p><b>CARRIED</b></p> <p>P. Puri moved and C. Derk seconded</p> <p><b>That</b> as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Sheerin Sheikh for recommendation as Chair, Equity and Community Advisory Committee, as of June 15, 2016.</p> <p><b>CARRIED</b></p> <p>P. Puri moved and C. Derk seconded</p> <p><b>That</b> as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Debbie Douglas for recommendation as Chair, Governance and Nominating Committee, as of June 15, 2016.</p> <p><b>CARRIED</b></p> <p>P. Puri moved and C. Derk seconded</p> <p><b>That</b> as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Cherie Brant for recommendation as Chair, Quality and Academic Committee, as of June 15, 2016.</p> <p><b>CARRIED</b></p>	

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7.2.2 Committee Slate Review	<p>P. Puri informed members that a revised committee slate was tabled. H. Amad requested that her appointment to the Equity Committee be revised.</p> <p>P. Puri moved and C. Derk seconded</p> <p><b>That</b> as recommended by the Governance and Nominating Committee, the Board approve the slate of Committee members pending revision of H. Amad's appointment.</p> <p><b>CARRIED</b></p>		
7.2.3 Governance Review	<p>P. Puri indicated that consistent with best practice, a Governance Review should be on the Governance and Nominating Committee's workplan for September 2016. The Board was asked to endorse the content of a RFP to identify consultants. Members discussed their concern with the cost of the review and endorsed the RFP. Subject to any resulting contract being limited to a \$100,000 maximum. If the preferred consultant's fee exceeds that limit, Board approval will be required.</p> <p>P. Puri moved and S. Nelson seconded</p> <p><b>THAT</b> the Board endorse the content of RFP to identify consultants for Governance Review subject to a contractual limit of \$100,000.</p> <p>J. Pepino abstained</p> <p><b>CARRIED</b></p>	Include on the G&NC workplan	
7.2.4 New Director Nominee Update	<p>The candidates nominated by the Governance and Nominating Committee for election to the Board were identified and discussed prior to a request for the Board's endorsement.</p>		





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	<b>10.4 Appointment of Auditors</b>	<p><b>It is hereby moved that,</b> as recommended by the Resources Committee, the Board of Directors approve the audited financial statements for March 31, 2016.</p> <p><b>CARRIED</b></p> <p>B. Warmbold moved J. Pepino seconded</p> <p><b>THAT</b> as recommended by the Resources Committee, the Board of Directors seek appointment of PwC as auditors for the corporation for the year ending March 31, 2016 at the Annual General Meeting, at a fee to be approved by the Resources Committee.</p> <p><b>CARRIED</b></p>	
	<b>10.5 Compliance Reporting</b>	<p>The Compliance Report was received.</p> <p>B. Warmbold moved and S. Nelson seconded</p> <p><b>THAT</b> as recommended by the Resources Committee, the Board of Directors acknowledge compliance with requirements set out in the <i>Excellent Care for All Act</i> and the <i>Broader Public Sector Accountability Act</i> and authorized the Chair, Board of Directors to sign certificates documenting this compliance, as may be required.</p> <p><b>CARRIED</b></p>	
	<b>10.6 Redevelopment Update</b>	<p>D. Hill informed members that redevelopment has a few small deficiencies which will be addressed next week and redevelopment will be complete. There are a few outstanding claims which the Hospital has retained legal counsel to address.</p>	

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	<b>10.7 Minutes</b> <b>10.7.1 Resources – May 26, 2016</b>	Minutes were received	
11.	<b>Equity &amp; Community Advisory</b> <b>11.1 Association of Volunteers</b>  <b>11.2 MDMSA</b>  <b>11.3 Equity &amp; Community Advisory Update</b> <ul style="list-style-type: none"> <li>• Health Equity Plan</li> </ul> <b>11.4 Minutes</b> <b>11.4.1 Equity &amp; Community – May 16, 2016</b>	<p>This agenda item was deferred.</p> <p>K. Kirkham indicated there is no MDMSA report for this meeting.</p> <p>H. McPherson provided an update on behalf of K. Bell. H. McPherson provided members an overview of the WCH Health Equity Plan (2016-2020) highlighting on the three priorities:</p> <ul style="list-style-type: none"> <li>• Commitment to health(care) as a human right;</li> <li>• Community informed, evidence-based, responsive programs and services; and</li> <li>• Inclusive, culturally welcoming, barrier-free.</li> </ul> <p>Minutes were received</p>	
12.	<b>Adjournment of Open Board Meeting</b>	The meeting was adjourned at 7:22pm	
13.	<b>In Camera</b>	An in camera meeting took place.	
14.	<b>Close of Board of Directors Meeting</b>	The meeting was closed at 7:27pm.	
15.	<b>Next Meeting:</b> Wednesday, June 15, 2016 at 3:30pm	The next Board of Directors and AGM meeting is scheduled on Wednesday, June 15, 2016 at 3:30pm in the WCH Boardroom 6209.	