

**LAKE OF THE WOODS DISTRICT HOSPITAL
Regular Meeting of the Board of Directors
Thursday, May 6, 2010, Hospital Boardroom**

PRESENT: B. Anderson, M. Balcaen, J. Clarke, Dr. K. MacDonald, M. Matheson, O. Mejia, D. Munro, Dr. S. Reed-Walkiewicz, J. Reid, F. Richardson (Acting Chair), Dr. S. Wiebe, L. Brown, C. Gasparini, M. Mymryk

REGRETS: D. Baldwin, A. Cameron, B. McCallum

AGENDA ITEMS	DISCUSSION	ACTION
1. Call to Order	F. Richardson, Acting Chair, called the meeting to order at 5:07 p.m.	
2. Adoption of Agenda	Moved by J. Reid and seconded by B. Anderson that the regular meeting agenda be adopted as circulated.	Motion#10/5/1 Carried
3. Adoption of Minutes	Moved by B. Anderson and seconded by J. Reid that the minutes of the regular meeting of the Board of Directors held on April 8, 2010 be adopted as circulated.	Motion#10/5/2 carried
4. Business Arising	<p>Item 6.1</p> <p>An ownership/linkage meeting with Treaty #3 has not yet been taken place therefore M. Balcaen will draft a letter to be forwarded to this organization prior to the AGM on June 3, 2010 outlining changes to the Board structure including the deletion of appointments to the Board by Treaty #3.</p> <p>Governance Coaching Fees.</p> <p>F. Richardson reported that D. Baldwin has contacted J. Moore, Governance Coach, regarding her request for an increase in her annual retainer fee from \$4,000 to \$6,000. In comparison, her hourly rate is \$350 and to date orientation and specific education sessions have been billed over and above the retainer. Coaching included in the retainer includes but is not limited to, regular comments on meeting content, monitoring reports, and policy revisions. After discussion, it was</p> <p>Moved by Dr. K. MacDonald and seconded by O. Mejia that the Board of Directors agree that the annual agreement with J. Moore for Governance Coaching will no longer be required and that the board will move to an as needed payment option effective June 30, 2010.</p> <p>M. Balcaen will send a letter to J. Moore informing her of this decision.</p>	<p>M. Balcaen to send letter to Treaty #3</p> <p>Motion#10/5/3 Carried</p> <p>M. Balcaen</p>
5. Education	<p>F. Richardson congratulated all those who participated, and in particular M. Matheson, in the development/revisions to committee terms of reference policies.</p> <p>Results of the committee membership preferences exercise were reviewed and revised. The final document will be circulated to Board members. An individual from each committee was designated to call the first meeting at which time a committee chair will be selected.</p>	Membership list to be circulated

	Results from the Governance Functioning Tool, completed by all board members, will be used to identify areas within governance requiring improvement. The Board will focus on three or four of these areas over the coming year. It was agreed that the tool will be fine-tuned over time.	
6. Committee Reports	<p>6.1 Ownership/Linkages</p> <p>B. Anderson reported the following:</p> <ul style="list-style-type: none"> • Meeting with the Metis Association scheduled for May 10, 2010. • Meeting with Knights of Columbus scheduled for May 19, 2010. • Suggested meetings with individual schools and departments should be considered. • Efforts to set a meeting date with Treaty #3 and KAHAC will continue. • John Gale will be invited to attend the September O/L meeting • Media spots are being arranged in order to increase awareness of board activities, etc. • F. Richardson and J. Clarke met with an individual Rotarian to discuss concerns voiced by him regarding some aspects of the new board structure. Results of the meeting were positive. • Efforts to schedule a meeting with TBRHSC Board will continue. 	Information
	<p>6.2 Education</p> <p>M. Matheson reported the following:</p> <ul style="list-style-type: none"> • Suggestions for education for the remainder of the year should be submitted to the committee. The fall agenda will be based on feedback. • Board budget will be reviewed • Report by J. Reid on the OHA Region 1 NW Spring conference held in Thunder Bay on April 21-23 was circulated (attached). • It was suggested that an education session on freedom of information be presented at some point. • Dr. MacDonald noted that 71% of recent NOSM graduates have entered family medicine residency programs. 	Information
	<p>6.3 Building a Future</p> <p>M. Balcaen informed board members that the draft RFP will be circulated to committee members for comment. A date for the next meeting has not yet been set.</p>	RFP to be circulated
7. Consent Agenda	Moved by J. Reid and seconded by D. Munro that the consent agenda be approved.	Motion#10/5/4 carried
8. Governance Process Items	<p>8.1 Foundation Nomination</p> <p>Moved by B. Anderson and seconded by J. Reid that the nomination of Constable Mitchell Boulette to the Lake of the Woods District Hospital Foundation Board of Directors be approved.</p> <p>M. Balcaen suggested that a letter be sent to the Foundation Board of Directors requesting that they consider sharing with us, if available, their policy outlining criteria for recruitment of board members.</p> <p>8.2 Committee Terms of Reference Policies</p> <p>Moved by B. Anderson and seconded by J. Reid that the following revised and new policies be approved:</p>	<p>Motion#10/5/5 Carried</p> <p>Motion#10/5/6 deferred</p>

	<p>Revised policies: GP 8.1 Audit Committee Terms of Reference GP 8.2 Executive Committee Terms of Reference GP 8.4 Governance Committee Terms of Reference GP 8.5 CEO Evaluation & Compensation Committee Terms of Reference</p> <p>New policies: GP 8.6 Nominating Committee Terms of Reference GP 8.7 Building a Future Committee Terms of Reference</p> <p>After discussion it was agreed that this motion be deferred to the June meeting in order to further revise these policies. Board members were requested to contact M. Matheson with any suggestions relating to these policies by May 17th so that the Education committee can incorporate additional revisions at their May 20th meeting.</p>	
9. Executive Limitations Items	<p>9.1 EL General Executive Constraint – Policy Review</p> <p>After review of policy EL General Executive Constraint, it was agreed that there was no need to change the policy.</p>	No changes
	<p>9.2 EL-11 Environmental Impact</p> <p>Moved by B. Anderson and seconded by J. Reid that the revised policy EL-11 Environmental Impact be approved as circulated.</p>	Motion#10/5/7 carried
10. Monitoring CEO Performance	<p>10.1 EL General Executive Constraint</p> <p>Moved by J. Reid and seconded by B. Anderson that the Board of Directors has assessed the monitoring report on EL General Executive Constraint and found that it demonstrated compliance with a reasonable interpretation of the policy.</p>	Motion#10/5/8 carried
11. Monitoring Board Performance	<p>11.1 GP-3 Board Members' Code of Conduct</p> <p>J. Clarke verbally reviewed his monitoring report on GP-3 Board Members' Code of Conduct, as circulated for review.</p> <p>Moved by S. Reed-Walkiewicz and seconded by J. Clarke that the word "voluntarily" be deleted from Item #9.4 of the policy.</p>	<p>Information</p> <p>Motion#10/5/9 carried</p>
12. Information Requested by the Board	<p>12.1 President & CEO Report</p> <p>M. Balcaen reviewed his report as circulated (attached).</p> <p>12.2 Chief of Staff Report</p> <p>The Chief of Staff Report was presented in the in-camera portion of the meeting.</p>	Information
13. Adjournment	Moved by J. Clarke that the regular meeting be adjourned at 6:24 p.m.	

Chair

President & CEO

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