

**48<sup>th</sup> ANNUAL GENERAL MEETING OF THE LAKE OF THE WOODS DISTRICT HOSPITAL**

Thursday, June 9, 2016

7:01 p.m.

Lake of the Woods District Hospital, Training Centre Classroom

**ATTENDANCE:**

<b>Board</b>	<b>Guests:</b>
Mark Balcaen	Lesley Brown
Dean Carrie	Shawn Brown, MNP
Wendy Cuthbert	Brock Chisholm
Kathy Dawe	Lorraine Cobiness
Jaki Diamond	Judy Cottam
Cindy Gasparini	Veronica Fobister
Dr. J.K. MacDonald	Sheri Lamb
Donna Makowsky	Stephen Lundin, LWDHF Chair
Sherry Moreau	Elizabeth McGogy
Joan Reid	Cheryl O'Flaherty
Dave Schwartz	John Paishk
Bruce Siciliano	Ingrid Parkes
Theresa Stevens	Fred Richardson
	Abbie Siroishka
	Ryan Young

<b>AGENDA ITEMS</b>	<b>DISCUSSION</b>	<b>ACTION</b>
<b>1. WELCOME BY BOARD CHAIR</b>	Mr. D. Carrie, Chair, welcomed all those in attendance to the 48 <sup>th</sup> Annual General Meeting of the Lake of the Woods District Hospital.	
<b>2. MINUTES OF PREVIOUS MEETING</b>	<b>Moved</b> by J. Reid and <b>seconded</b> by D. Schwartz that the minutes of the previous Annual General Meeting of the Board of Directors held on June 4, 2015 be accepted as circulated.	Motion#16/6/1 AGM carried
<b>3. REPORTS/ COMMENTS</b>	<p><b>3.1 Report from the Chair of the Board of Directors</b></p> <ul style="list-style-type: none"> <li>Copies of the 2015-2016 Annual Report are available and will be posted on our internal and external websites.</li> <li>D. Carrie reviewed his report as published in the 2015-2016 LWDH Annual Report (attached).</li> </ul> <p><b>3.2 Report from Mark Balcaen, President &amp; Chief Executive Officer</b></p> <p>M. Balcaen reviewed his report and highlighted articles featured in the Annual Report (attached). D. Makowsky was introduced as the new VP Patient Care and Chief Nursing Officer; K. Dawe, who is retiring at the end of June, was commended for her dedication to the organization and was sincerely thanked for her years of service.</p> <p><b>3.3 Report from Dr. J. Kerry MacDonald, Chief of Staff</b></p> <p>Dr. J.K. MacDonald reviewed his report (as attached).</p> <p><b>3.4 Comments from Stephen Lundin, Chair of the</b></p>	Information

	<p style="text-align: center;"><b>Foundation</b></p> <p>S. Lundin reviewed the highlights from the Lake of the Woods District Hospital Foundation (LWDHF) from this past fiscal year. Over this past year, \$812,000 was transferred to LWDH; the community was sincerely thanked for their kindness and generosity. S. Lundin reviewed a new concept of a major gift program that the LWDHF is starting to work on and will be rolled out later this year.</p> <p><b>3.5 Hospital Highlights</b></p> <p>K. Dawe, C. Gasparini, and B. Siciliano reviewed their reports (as attached). In addition, C. Gasparini noted that LWDH has cut expenses by over \$1M this past year and it is disappointing that it is still not enough to keep up to the negative impact on revenues under the new funding reform. Senior Management continues to work with the North West Local Health Integration Network (NWLHIN) and the Ministry of Health and Long-term Care (MOHLTC) on a long-term solution. It is unfortunate that, once again, the deficit overshadows all of the great accomplishments LWDH has achieved this past year.</p>	
<b>4. AUDITORS</b>	<p><b>4.1 Auditor's Report</b></p> <ul style="list-style-type: none"> <li>• Mr. Shawn Brown of MNP Chartered Professional Accountants provided a PowerPoint presentation outlining details of the audited financial statements for the fiscal year ending March 31, 2016 (attached). An unqualified opinion has been issued on the annual financial statements. The audit for the fiscal year ending March 31, 2016 has verified a deficit of \$841,329 and a deficit of \$490,957 for Ministry of Health reporting purposes as they do not acknowledge amortization of buildings.</li> <li>• As explained by C. Gasparini in her report, it was noted that LWDH had a decrease in total hospital operating <b>revenues</b> of 1.9% or \$756,823, and a decrease in total hospital operating <b>expenses</b> of 3% or \$1,213,150.</li> </ul> <p><b>Moved</b> by S. Moreau and <b>seconded</b> by J. Diamond that the report of the auditor, Mr. Shawn Brown of MNP Chartered Professional Accountants, for the fiscal year ending March 31, 2016, be accepted as presented.</p>	<p>Information</p> <p>Motion#16/6/2 AGM carried</p>
	<p><b>4.2 Appointment of Auditors</b></p> <p><b>Moved</b> by W. Cuthbert and <b>seconded</b> by D. Schwartz that MNP Chartered Professional Accountants be appointed as external auditors for the Lake of the Woods District Hospital for the fiscal year ending March 31, 2017.</p>	<p>Motion#16/6/3 AGM carried</p>
<b>5. GRANDFATHER DIRECTOR</b>	<p>D. Carrie declared a conflict of interest and left the room.</p> <p>J. Reid, Vice Chair, assumed the role of Chair.</p> <p><b>Moved</b> by D. Schwartz and <b>seconded</b> by T. Stevens that:</p> <ol style="list-style-type: none"> <li>1. The Members hereby waive the notice requirement set out in Section 3.05 of the By-Law.</li> <li>2. The Board of Directors motion to exempt the Grandfathered</li> </ol>	<p>Conflict of Interest Declared</p> <p>Motion#16/6/4 AGM carried</p>

	<p>Director, Mr. Dean Carrie, from paragraph 1.01(q)(iii) is hereby ratified and confirmed.</p> <p>3. Notwithstanding</p> <ul style="list-style-type: none"> <li>i. the participation of the Grandfathered Director who did not meet the definition of Excluded Person and did not meet the By-Law's requirement for qualification of Directors at the time of his election, and any impact that such technical non-compliance would have on quorum or any Board motion;</li> <li>ii. any uncertainty in regards to the resignations and election of Directors from the date of incorporation to present;</li> <li>iii. any failure to properly convene, constitute, proceed with, hold or record any meeting of the Board or of the Members of the Corporation for any reason whatsoever, including, without limitation, the failure to properly waive or give notice of a meeting, hold a meeting in accordance with a notice of a meeting, have a quorum present at a meeting, sign the minutes of a meeting; or</li> <li>iv. any failure to pass any resolution of the Board or of the Members of the Corporation or any By-Law of the Corporation for any reason whatsoever, all By-Laws, approvals, appointments, elections, resolutions, contracts, acts and proceedings enacted, passed, made, done or taken or intended or purporting to have been enacted, passed, made, done or taken since December 5, 2013 by the Board of Directors or Members of the Corporation as set forth or referred to in the minutes of the meetings of the Board of the Corporation or other documents contained in the minute and record book of the Corporation, or in the financial statements of the Corporation, and all actions heretofore taken in reliance upon the validity of such minutes, documents and financial statements are approved, ratified and confirmed.</li> </ul> <p>4. Without limiting the generality of paragraph 3, all By-Laws, approvals, appointments, resolutions, decisions, contracts, acts and proceedings by the Board of Directors of the Corporation enacted, passed, made, done or taken by the Board of Directors of the Corporation as set forth in the minutes or records are approved, ratified and confirmed.</p> <p>D. Carrie returned to the meeting.</p>	
<p><b>6. ELECTION OF DIRECTORS</b></p>	<p>Results of a vote conducted by secret ballot confirmed the election of the following individuals to the position of Board Director for terms of office as indicated, commencing June 9, 2016.</p> <p><b>Wendy Cuthbert (3 year term to June 2019)</b>  <b>Jacalyn Diamond (3 year term to June 2019)</b>  <b>Joan Reid (3 year term to June 2019)</b>  <b>Fred Richardson (1 year term to June 2017)</b></p>	<p>Motion#16/6/5 AGM carried (4 in favour, none opposed)</p>
<p><b>7. CLOSING REMARKS</b></p>	<p>An opportunity was provided for the community members in attendance to ask questions/address the Board of Directors. I. Parkes commended the organization's leadership and management team, in particular J. Cottam, C. Gasparini, C. O'Flaherty, and J. Saarinen, for their hard work and ability to</p>	<p>Information</p>

	<p>work together.</p> <p>L. Cobiness, on behalf of Kenora Chiefs Advisory (KCA), brought forward the need to collaborate and work together on a true partnership that includes everybody. The need for a new hospital and healthcare centre that cares for everybody was mentioned. KCA is willing to help and promote partnerships. All of the natural helpers were acknowledged.</p>	
<b>8. AJOURNMENT</b>	The Annual General Meeting was adjourned at 8:17 p.m.	Adjourned

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Chair

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President & Chief Executive Officer

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