

**LAKE OF THE WOODS DISTRICT HOSPITAL**  
**Regular Meeting of the Board of Directors**  
**Thursday, September 13, 2018**  
**Boardroom, Lake of the Woods District Hospital**

**PRESENT:** W. Cuthbert (Chair), C. Kokokopenace (arrived at 5:19 p.m.), Dr. J.K. MacDonald, D. Makowsky, J. McKibbon, C. O’Flaherty, W. Peterson, J. Reid, Dr. J. Retson, D. Schwartz, D. Segerts, B. Siciliano, E. Stach, and Dr. T. Wehner

**REGRETS:** J. Diamond

**GUESTS:** Adrian McMorris (89.5 the Lake) and Ryan Stelter (Daily Miner and News)

AGENDA ITEMS	DISCUSSION	ACTION
<b>1. Call to Order</b>	W. Cuthbert, Chair, called the meeting to order at 5:03 p.m.	Called to Order
	<b>1.1. Attendance and Welcome</b> W. Cuthbert welcomed everyone to the meeting and brought attention to the new agenda that is reflective of the Board’s work on changing the governance model.	Information
	<b>1.2. Approval of Agenda</b> <b>Moved</b> by E. Stach and <b>seconded</b> by D. Segerts that the regular meeting agenda be approved as circulated.	Motion #18/9/1 Carried
	<b>1.3. Declaration of Conflict of Interest</b> There were no declarations of conflict of interest.	
<b>2. Consent Agenda</b>	<b>Moved</b> by J. McKibbon and <b>seconded</b> by W. Peterson that the Consent Agenda be approved:  <b>Minutes – Board of Directors</b> 2.1 June 7, 2018 (draft – not approved by Board)  <b>Minutes – Executive Committee</b> 2.2 August 21, 2018 (draft – not approved by Committee)  <b>Notes – Community Connections Committee</b> 2.3 CCC Meeting with All Nations Health Partners July 5, 2018 (draft meeting notes) 2.4 CCC Meeting with Kenora Metis Council September 4, 2018 (draft meeting notes)  <b>Other</b> 2.5 Professional Staff Privileges (with correction to a physician’s title) 2.6 Chief of Staff Report 2.7 VP Patient Care Report 2.8 VP Mental Health and Addictions Report 2.9 VP Corporate Services Report with Financial Report	Motion #18/9/2 Carried
<b>3. Education</b>	None	
<b>4. Strategy Items</b>	<b>4.1 Operational Review Update</b> <ul style="list-style-type: none"> <li>• An update on the Operational Review was provided via media release, which was provided to the local media in attendance.</li> <li>• LWDH will be organizing a public town hall this fall to release the review’s key findings and actions to be implemented.</li> <li>• The Board has deliberated and agreed to change its governance model, which will take time and will continue to be a work in progress.</li> </ul>	Ongoing
	<b>4.1.1 Physician Guiding Coalition</b> Dr. T. Wehner provided an update on the Operational Review recommendation re: the formation of a Physician Guiding Coalition, which will be discussed at the next Medical Staff Meeting to seek consensus on the best way to select	Ongoing

AGENDA ITEMS	DISCUSSION	ACTION
	membership; will continue to keep the Board updated.	
	<p><b>4.2 Integrated Project Management Framework</b></p> <p>C. O’Flaherty provided an update, and the following was discussed:</p> <ul style="list-style-type: none"> <li>• The Ministry of Health and Long-Term Care (MOHLTC) is currently in “caretaker mode” following the recent election, which is preventing them from providing feedback on the submitted Integrated Project Management Framework.</li> <li>• It is unknown how long this “caretaker mode” will last.</li> <li>• The framework is not a public document at this time because it has not been finalized and approved.</li> <li>• It was suggested that the <b>LWDH Board follow-up on the meeting request sent in June 2018 to MPP for the Kenora-Rainy River District, Mr. Greg Rickford.</b></li> <li>• D. Makowsky and W. Cuthbert provided an update from the OHA Leadership Summit: all funding has been suspended until a line-by-line review of each Ministry department has been conducted.</li> <li>• <b>W. Cuthbert/R. Racette will communicate this “caretaker mode” to our community partners at the next All Nations Health Partners (ANHP) Meeting being held on October 10, 2018.</b></li> </ul>	<p>W. Cuthbert</p> <p>W. Cuthbert &amp; R. Racette</p>
	<p><b>4.3 All Nations Health Partners (ANHP) Update</b></p> <p>An update was provided from the ANHP Meeting that was held on September 5, 2018. The following was noted:</p> <ul style="list-style-type: none"> <li>• The committee will continue to meet monthly with LWDH as a member.</li> <li>• A small working group has been formed to plan a “Visioning Workshop” to help develop the new hospital vision near the end of October 2018.</li> <li>• Membership of the Integrated Project Management Framework’s (IPMF) Steering Committee has been discussed, and will likely be on the agenda of the next meeting.</li> <li>• <b>K. Stepanik will develop a document that outlines the membership of the ANHP and the IPMF’s Steering Committee for the next meeting.</b></li> <li>• It was noted that the new hospital and health system are two separate processes, with the new hospital process being very scripted and focusing on bricks and mortar. The health system process is philosophical and visionary, with no offer of funding received to-date for its development.</li> </ul>	<p>K. Stepanik</p>
<p><b>5. Approval Items</b></p>	<p><b>5.1 Governance Accreditation Team Membership and Method</b></p> <p>Briefing note was circulated and reviewed. The process of the submission of the Governance Accreditation Team’s self-assessment was discussed and will be completed in a team format. After the self-assessment is complete, a road map is issued that outlines the areas to work on prior to the Accreditation Survey that will be held on October 7 – 10, 2019.</p> <p><b>Moved</b> by E. Stach and <b>seconded</b> by D. Schwartz that the Board of Directors approves the Governance Accreditation Team membership of:</p> <ul style="list-style-type: none"> <li>• Ray Racette, President and CEO</li> <li>• Wendy Cuthbert, Chair</li> <li>• Wendy Peterson, Vice Chair</li> <li>• Joan Reid, Board Director</li> </ul> <p>And that the self-assessment be completed as a team with the final draft being reviewed by the Board of Directors prior to submission to Accreditation Canada</p> <p><b>5.2 Governance Model</b></p>	<p>Motion #18/9/3 Carried Add to Agenda</p>

AGENDA ITEMS	DISCUSSION	ACTION
	<ul style="list-style-type: none"> <li>• Briefing note was circulated and reviewed. Discussion was held re: the suspended reporting utilizing the Carver model, which would normally outline reports of non-compliance(s) with the Executive Limitations. It was decided that the Board, with consultation with the Senior Management Team, is to establish the indicators they want to receive reports on at each meeting. OHA Guide to Good Governance suggests identifying 10 risks which are reported on monthly to the Board. The change in a governance model will likely take until June 2019 and requires each policy to be reviewed and revised.</li> <li>• Important information is also communicated to the Board via Senior Management's monthly reports.</li> <li>• <b>W. Cuthbert will be doing a report to the Board on OHA's Risk Management Tool.</b></li> </ul> <p>Following discussion, it was <b>moved</b> by J. McKibbon and <b>seconded</b> by E. Stach that the Board of Directors approves the recommended actions for phasing-in implementation of a new governance practice as circulated in the briefing note for item #5.2.</p> <p><b>K. Stepanik will circulate the draft Governance Charter to the Board for information, and will add Board Meeting communication to the public to the next Executive Committee agenda.</b></p>	<p>W. Cuthbert</p> <p>Motion #18/9/4 Carried</p> <p>K. Stepanik</p>
<p><b>6. Discussion Items</b></p>	<p><b>6.1 Meeting Space and Layout</b></p> <p>Following discussion, it was agreed that future Board Meetings will be held in the Training Centre Classroom (downstairs).</p>	<p>Approved</p>
	<p><b>6.2 Board Orientation and Education Plan</b></p> <p>This item will be discussed below in item #6.3</p>	
	<p><b>6.3 Board Standing Committees</b></p> <ul style="list-style-type: none"> <li>• Briefing note, developed by J. McKibbon, was circulated and reviewed.</li> <li>• It was noted that the Board will wait until R. Racette starts before discussing the Operational Review recommendation re: increasing Board composition.</li> <li>• Standing committees would meet regularly with an established terms of reference (TOR) and report back to the Board via the Consent Agenda, unless there is a recommendation/discussion item to the Board.</li> </ul> <p>Following discussion, it was <b>moved</b> by D. Schwartz and <b>seconded</b> by W. Peterson that the following recommendations be approved as follows:</p> <ol style="list-style-type: none"> <li>1) The LWDH Board adopt a standing committee structure for 2018-19 with four standing committees: <ol style="list-style-type: none"> <li>a. Quality - per legislation</li> <li>b. Nominating and Governance – recommends new Board members; orientation of Board members; establishes and does annual Board evaluation; recommends Board Chair and standing committee and membership, matching Board member competencies.</li> <li>c. Finance/Audit/Human Resources</li> <li>d. Community Connections</li> </ol> </li> <li>2) Committee members be chosen through whole Board discussion, and standing committee choose their own chair.</li> <li>3) Standing committees meet at the call of the committee chair as soon</li> </ol>	

AGENDA ITEMS	DISCUSSION	ACTION
	<p>as possible – first meeting to establish draft TOR in light of the <i>OHA Guide to Good Governance</i> and outline a meeting schedule and goals for 2018-19. (TOR written by committees will need to be approved by the whole Board)</p> <p>4) The administrative by-laws updated so that they do not name specific standing committees but reflect current better practise by having language that empowers the Board to establish, amend and disband committees from time to time as needed. As well, other appropriate changes to the Administrative By-laws of the hospital to reflect the new standing committee structure and committee terms of reference drafted for approval at the next Annual General Meeting (AGM).</p> <p>5) The governance policy updated to reflect the changes to the standing committee structure.</p> <p>J. McKibbon was sincerely thanked for her hard work.</p> <p><b>Directors are to consider what committees would be of interest to them.</b></p>	<p>Motion #18/9/5 Carried</p> <p>Board Directors Add to Agenda</p>
<p><b>7. Date and Time of Next Board Meeting</b></p>	<p>Thursday, October 4, 2018 at 5:00 p.m. in the Training Centre Classroom</p>	<p>Information</p>
<p><b>8. Adjournment</b></p>	<p>The regular meeting was adjourned at 6:10 p.m.</p>	<p>Adjourned</p>

\_\_\_\_\_  
Chair

\_\_\_\_\_  
President & CEO

/ks