

**LAKE OF THE WOODS DISTRICT HOSPITAL**  
**Regular Meeting of the Board of Directors**  
**Thursday, May 5, 2011, Hospital Boardroom**

**PRESENT:** B. Anderson, M. Balcaen, L. Brown, A. Cameron, Dr. R. Diamond, Dr. K. MacDonald, M. Matheson, B. McCallum, D. Munro, J. Reid, F. Richardson (Acting Chair), Dr. S. Wiebe, C. Gasparini, M. Mymryk

**REGRETS:** O. Mejia

| AGENDA ITEMS                  | DISCUSSION   | ACTION                   |
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| <b>1. Call to Order</b>       | F. Richardson, Acting Chair, called the meeting to order at 5:03 p.m. Mr. Richardson read a letter from the Alzheimer's Society announcing their "Taste of Kenora Dinner Fundraiser" taking place on June 11, 2001. Board members can contact the Alzheimer's Society directly if interested in attending.   |                          |
| <b>2. Adoption of Agenda</b>  | <b>Moved</b> by J. Reid and <b>seconded</b> by B. Anderson that the regular meeting agenda be approved as circulated.  | Motion#11/5/1<br>Carried |
| <b>3. Adoption of Minutes</b> | <b>Moved</b> by J. Reid and <b>seconded</b> by M. Matheson that the minutes of the regular meeting of the Board of Directors held on April 7, 2011 be approved as circulated.  | Motion#11/5/2<br>Carried |
| <b>4. Business Arising</b>    | No business arising.   |                          |
| <b>5. Education</b>           | <b>Home First Philosophy</b><br><br>L. Brown provided Board members with a presentation introducing the new Home First Philosophy (attached). A steering committee, comprised of representatives from the hospital, CCAC, the LHIN, and potentially, a physician rep from the FHT, has been established to plan the implementation strategy and to meet with applicable groups to educate them in the philosophy. It was noted that organizational funding must be appropriate to facilitate the implementation. It was suggested that information on the Home First Philosophy be provided at future Ownership/ Linkages meetings with stakeholders. The importance of CCAC's role in this philosophy was also noted. | Information              |
| <b>6. Committee Reports</b>   | <b>6.1 Ownership/Linkages</b><br><br>B. Anderson reported the following: <ul style="list-style-type: none"> <li>Meeting with Sakaate House representatives on April 12, 2011. Suggestions to improve client services included the allocation of additional resources to mental health and addictions, and more client supports outside of hospital.</li> <li>Meeting with Seniors' Coalition postponed.</li> <li>To meet with Chamber of Commerce representatives on May 10, 2011.</li> </ul>  | Information              |
|                               | <b>6.2 Governance</b><br><br>M. Matheson reported the following: <ul style="list-style-type: none"> <li>Education schedule <ul style="list-style-type: none"> <li>June – AGM</li> <li>September – Orientation and welcome for new Board members; will formally link individuals as part of a mentoring program; committee assignments</li> <li>October - Rural &amp; Northern Healthcare – H. Fjeldsted.</li> </ul> </li> <li>F. Richardson attended OHA Region 1 Conference on April 13-15/11. Report attached.</li> <li>Upcoming events:</li> </ul>  | Information              |

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|                                       | <ul style="list-style-type: none"> <li>- M. Balcaen to attend "Innovation &amp; Leadership in Rural &amp; Northern Health Care on May 11, 2011 in Toronto;</li> <li>- LHIN Governance to Governance session on May 30, 2011 in Dryden (LWDH will not be represented). Senior managers are completing a survey for this session which will be circulated to board members for their review prior to submission to LHIN.</li> <li>- OHA Healthcare Governance Forum taking place on May 27, 2011</li> </ul> <ul style="list-style-type: none"> <li>• New Board member Orientation to take place on September 16 &amp; 17, 2011. Jan Moore, Governance Coach will be on site on the Saturday to provide orientation in the policy model of governance for new members and a review for remaining board members. The hospital's legal counsel will be asked to present information for the Friday evening session. Hospital and departmental tours for new members to follow in the fall.</li> <li>• Essentials Certificate in Health Care Governance for New Directors is being offered by the OHA on September 9, 2011 in Toronto.</li> <li>• Governance Functioning Tool – collated information circulated; will focus in on areas identified for education.</li> <li>• Skill Profile – collated and circulated.</li> <li>• The Board budget was circulated. As the result of a concerted effort by the board, 2010/11 spending was kept to \$12,239. With 3 new Directors joining the Board, it is anticipated that the full \$40,000 budget will be utilized in the coming year</li> </ul> |                            |
|                                       | <p><b>6.3 Building a Future</b></p> <p>C. Gasparini reported that she has been in contact with a Ministry of Health representative who has confirmed that work on Part B of the pre-proposal (physical needs of the project) may begin. Discussions have yet to take place regarding the amount of detail required in Part B.</p>   | Information                |
|                                       | <p><b>6.4 Nominating</b></p> <p>This item was moved to the in-camera session.</p>   | Moved to in-camera session |
|                                       | <p><b>6.5 Quality</b></p> <p>F. Richardson reported the following:</p> <ul style="list-style-type: none"> <li>• The next meeting is scheduled to take place on May 17/11 at 12:30 p.m. following the Executive committee meeting.</li> <li>• F. Richardson reviewed his education report on the OHA Region 1 Spring Conference (attached) noting that a good portion of the event was dedicated to quality and patient safety. Reference material is available in Administration for interested Board members. It was suggested that this information be incorporated into the new member orientation.</li> </ul>   |                            |
| <b>7. Consent Agenda</b>              | <b>Moved</b> by B. Anderson and <b>seconded</b> by B. McCallum that the Consent Agenda be approved.   | Motion#11/5/3 carried      |
| <b>8. Executive Limitations Items</b> | <p><b>8.1 EL-12 Ethical Behaviour – Review</b></p> <p>After review and discussion of policy EL-12 Ethical Behaviour, it was</p> <p><b>Moved</b> by B. Anderson and <b>seconded</b> by J. Reid that the policy be revised to delete the wording "anonymous and" from Item 2.</p> <p>Senior management comments:</p> <ul style="list-style-type: none"> <li>• Felt ethical behavior or integrity not a suitable topic for a policy</li> </ul>   | Motion#11/5/4 carried      |

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|   | <p>but rather it is a value.</p> <ul style="list-style-type: none"> <li>Anonymous reporting makes it difficult to take action on an issue and suggested that anonymity be taken out of the policy.</li> <li>Very difficult to find quantitative evidence of compliance.</li> <li>The policy has been discussed with our hospital legal counsel who has suggested the introduction of an administrative whistleblower.</li> </ul>  |   |
| <b>9. Monitoring CEO Performance</b>          | <p><b>9.1 EL-12 Ethical Behaviour</b></p> <p><b>Moved</b> by J. Reid and <b>seconded</b> by M. Matheson that the Board of Directors has assessed the monitoring report on EL-12 Ethical Behaviour and found that it demonstrated compliance with a reasonable interpretation of the policy.</p> <p>In future reports L. Brown will include additional information in #12 relating to the number of research studies the hospital participates in, on what basis they are approved and modifications to the studies, if any.</p>   | Motion#11/5/5 carried   |
| <b>10. Monitoring Board Performance</b>       | <p><b>10.1 GP-6 Chairperson's Role</b></p> <p>The monitoring report on GP-6 Chairpersons Role, was deferred to June meeting.</p> <p><b>10.2 GP-8.2 Executive Committee Terms of Reference</b></p> <p>The monitoring report on GP-8.2 Executive Committee Terms of Reference, completed by J. Reid, was reviewed. After discussion it was agreed that the Governance would revise the policy to incorporate suggestions for revisions made at the February 2011 board meeting.</p> <p><b>10.3 GP-3 Board Member's Code of Conduct – Policy Review</b></p> <p>After discussion of the policy, it was agreed that, in view of the many recent legislative changes, an in-depth review of the policy is required within the next 6 months. Information out of the recently completed board self evaluation surveys will be referenced in the process. The notion of unconflicted loyalty as it relates to the community and the Ministry of Health will also be considered.</p> | <p>Deferred to June meeting</p> <p>Governance to revise policy</p> <p>For review by Governance Ctte</p> |
| <b>11. Information Requested by the Board</b> | <p><b>11.1 President &amp; CEO Report</b></p> <p>M. Balcaen reviewed his report as circulated (attached).</p> <p>Additions:<br/>As the external year audit process is not yet complete, no financial statements were available at this time. The Audit committee will meet with the auditors within the next weeks to discuss their findings.</p> <p><b>11.2 Chief of Staff Report</b></p> <p>Dr. MacDonald reviewed non confidential items within his report as circulated (attached). The remainder will be reviewed in the in-camera session.</p>  | Information   |
| <b>12. Governance Process</b>                 | <p><b>12.1 Administrative By-Law Revisions</b></p> <p><b>WHEREAS</b> section 2(1) of Regulation 965 of the <i>Public Hospitals Act</i> (Ontario) requires that the Chief Executive Officer, Chief of Staff and Chief Nursing Executive be ex-officio non-voting members of the Board;</p>   |   |

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|                        | <p><b>AND WHEREAS</b> the Board wishes to amend the by-law of the Corporation to ensure compliance with the <i>Public Hospitals Act</i> (Ontario);</p> <p><b>AND WHEREAS</b> the Chair presented to the meeting the attached schedule which indicates the proposed changes to the by-law;</p> <p><b>AND WHEREAS</b> pursuant to section 12.01 of the existing by-law, the Corporation wishes the amendments to have full force and effect upon being approved by the Board and that the amendments be presented to the members of the Corporation at a meeting duly called for confirmation;</p> <p>After some discussion, and on motion duly made, seconded and duly carried, the following resolution was passed by the board of directors.</p> <p><b>RESOLVED THAT:</b></p> <ol style="list-style-type: none"> <li>1. The by-law of the Corporation be amended to reflect all of the additions, deletions and changes indicated in the schedule annexed hereto, which has been marked to show all proposed additions, deletions and changes to the by-law.</li> <li>2. Subject to confirmation by the members of the Corporation, the revised by-law, a copy of which was directed to be inserted in the by-law section of the minute book, be hereby made as a by-law of the Corporation.</li> <li>3. The proposed amendments to the by-law be submitted to the members of the Corporation at the next annual meeting, or a special meeting of the members duly called for that purpose, for confirmation.</li> </ol> <p>The foregoing resolution is hereby passed by at least two-thirds (2/3) of the directors of the Corporation this 5th day of May, 2011.</p> <p><b>Moved</b> by J. Reid and <b>seconded</b> by B. Anderson</p> |                          |
| <b>13. Adjournment</b> | <b>Moved</b> by J. Reid and <b>seconded</b> by B. Anderson that the regular meeting be adjourned at 6:41 p.m.  | Motion#11/5/6<br>carried |

Chair

President & CEO

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