

LAKE OF THE WOODS DISTRICT HOSPITAL
Regular Meeting of the Board of Directors
Thursday, September 3, 2009, Hospital Boardroom

PRESENT: B. Anderson, M. Balcaen, D. Baldwin (Chair), J. Clarke, Dr. K. MacDonald, M. Matheson, B. McCallum, O. Mejia, D. Munro, Dr. S. Reed-Walkiewicz, J. Reid, L. Brown, C. Gasparini,
REGRETS: A. Cameron, F. Richardson, R. Thompson
ABSENT: Dr. S. Sas
GUEST: Dr. Jim Arthurs, Chief Medical Officer of Health, NWHU

AGENDA ITEMS	DISCUSSION	ACTION
1. Call to Order	D. Baldwin, Chair, called the meeting to order at 5:45 p.m.	
2. Adoption of Agenda	Moved by B. Anderson and seconded by J. Reid that the regular meeting agenda be adopted with the addition of Item 5.2 Education Committee Update.	Motion#09/9/1 carried
3. Self Evaluation of Governance Process	<p>3.1 Meeting Monitor Report</p> <p>The June 4, 2009 meeting monitor report, completed by D. Munro, was circulated for review.</p> <p>3.2 September Meeting Monitor</p> <p>Dr. S. Reed-Walkiewicz was appointed meeting monitor for the current meeting.</p>	
4. Adoption of Minutes	<p>Moved by M. Matheson and seconded by Dr. K MacDonald that the minutes of the regular meeting of the Board of Directors held on June 4, 2009 be adopted as circulated.</p> <p>Updates to the Minutes</p> <p>Item #5 - Modifications have been made to the O/L presentations by J. Clarke.</p> <p>Item #6 – A Board to Board meeting with the NW LHIN took place on June, 9, 2009.</p>	Motion#09/9/2 carried
5. Education	<p>5.1 Presentation</p> <p>Dr. Jim Arthurs, Chief Medical Officer of Health with the Northwestern Health Unit joined the meeting as a guest and provided a power point presentation on the social determinants of health both generally and in Northwestern Ontario (attachment #1). Prior to his presentation, Dr. Arthurs provided Board members with a brief biography of his involvement in healthcare leading to his current position as CMO with the NWHU.</p> <p>Following his presentation, J. Clarke extended a verbal invitation to Dr. Arthurs to participate in the Board of Directors fall retreat scheduled to take place on October 23 and 24. A formal letter of invitation will be sent.</p> <p>5.2 Education Committee Update</p> <p>B. Anderson reported that a Board Reference Library has been created, the contents of which has been listed on a document circulated to members at this meeting. This material is available to interested board members in the fax room in Administration and may</p>	

	be signed out. Board members with additional literature were asked to forward it to S. Winter for inclusion in the library.	
6. Ownership/ Linkages	<ul style="list-style-type: none"> • J. Clarke reported that there have been no committee meetings over the summer and the revised presentation has not been used to date. Results of the meeting held in June with members of the NW LHIN board were positive and enhances efforts to build and maintain a good working relationship with that organization. Representatives of the LHIN have been invited to attend the Board's Fall Retreat on October 23, 24. • Don Cameron, President of the Lake of the Woods Property Owners Association, has been contacted by J. Clarke and F. Richardson regarding partnership discussions. A meeting date has not yet been set. • A meeting with the Retired Teachers has been set for October 15, 2009. • Ingrid Parkes, Board Chair, Thunder Bay Regional Health Sciences Centre has been contacted regarding a board to board meeting, a date for which has not yet been set. • Ron Saddington, CEO TBRHSC, has agreed to participate in the Board's Fall Retreat on October 23, 24. • A representative of NILS has been contacted. An official meeting date has yet to be set. 	
7. Future Focus	J. Clarke reported that plans are underway for the Board's Fall Retreat scheduled to take place Friday, October 23 rd and Saturday, October 24 th . The focus of the session will be preliminary planning discussions for a new or renovated hospital. Key presenters have been invited and additional invitations will be sent to applicable individuals.	Information
8. Consent Agenda	Moved by J. Reid and seconded by B. Anderson that the consent agenda be approved.	Motion#09/9/3 carried
9. Governance Process Items	<p>9.1 Change to Legislation Governing LWDH</p> <p>Moved by M. Matheson and seconded by Dr. S. Reed-Walkiewicz</p> <p>WHEREAS the Corporation was incorporated under the <i>Lake of the Woods District Hospital Act</i>, 1968;</p> <p>AND WHEREAS the Corporation is desirous of continuing the Corporation's corporate existence under the <i>Corporations Act</i> (Ontario) by making an application to the Lieutenant Governor for the issuance of letters patent of continuation;</p> <p>NOW THEREFORE BE IT RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. It is hereby confirmed that the Corporation be and it is hereby authorized to continue under the <i>Corporations Act</i> (Ontario). 2. The application for continuation in the form attached hereto as Schedule "A" be approved by the Directors of the Corporation subject to confirmation by a two-third majority of the Members of the Corporation. 3. The application be submitted to the Members of the Corporation for approval. 4. The Chief Executive Officer and Chair of the Board are hereby authorized and directed to make an application to the Ministry of Health and Long-Term Care, Office of the Public Guardian and Trustee, and the Ministry of Government Services for the approval of the application of continuation and issuance of the letters patent of continuation. 5. The Chief Executive Officer and Chair of the Board are hereby authorized on behalf of the Corporation to make such further 	Motion #09/9/4 Carried

	<p>amendments to the application for continuation as they may deem necessary or advisable, so as to further the interest of the Corporation, and/or make such technical changes to the application for continuation so as to satisfy the requirements of the Ministry of Health and Long-Term Care, Office of the Public Guardian and Trustee, and the Ministry of Government Services, with no further recourse by the Members to approve any such amendments or technical changes.</p> <p>6. The Chief Executive Officer and Chair of the Board are hereby authorized to take such further steps as may be necessary or desirable to give effect to the foregoing resolutions.</p> <p>A report developed by the Education committee was circulated prior to the meeting for review by members (attached). The report contained rationale for the undertaking of this review, membership selection options, process for change, if approved, and current practice at a number of other facilities for comparison. It was noted that LWDH is currently the only hospital in the province whose Board members are elected through the municipal election process.</p> <p>The special resolution of members of the Corporation will be presented at the October meeting of the Board. The announcement at this time will serve as a 30 day notice of presentation of this motion for approval.</p> <p>If approved, the application process for continuation and issuance of the letters patent will be initiated. The corporation will remain in effect and would allow for consideration of alternate methods of member election including an opportunity for public input.</p> <p>A second working group (Board Renewal) will now be established to develop a proposal for board consideration regarding Board of Directors composition, selection, terms of office, recruitment and retention.</p> <p>9.2 Board Renewal Working Group</p> <p>Moved by B. Anderson and seconded by Dr. K. MacDonald that a Board Renewal Committee be appointed in accordance with terms of reference to be determined in the incamera session.</p>	<p>Motion#09/9/5 carried</p>
10. Board/CEO Relationship Items	<p>10.1 Support for CEO/Others to Attend Functions</p> <p>M. Balcaen requested that the Board consider the development of a policy that would provide direction in determining Foundation and community events at which hospital administration and/or board members should be represented and the level of support to be provided to attend these functions. Lengthy discussion followed and included the following suggestions:</p> <ul style="list-style-type: none"> - That the Foundation be contacted regarding what level of representation the foundation expected of the hospital at specific activities. These activities would be outside of regular work and volunteer commitments. - That the policy not be overly restrictive, but include a maximum level of support and leave the decision to attend an event to the CEO's discretion. - That it is good to have hospital representation at foundation events to show appreciation on behalf of the hospital. Administrative staff attending certain functions would be available to provide pertinent hospital operational information, etc. if required. 	<p>Information</p> <p>Continued discussion</p>

	<p>- That a Hospital/Foundation board to board meeting be scheduled to discuss the issue.</p> <p>Further discussion of this item was moved to the incamera session.</p>	<p>moved to incamera session</p>
11. Executive Limitations Items	<p>11.1 EL General Executive Constraint</p> <p>After review of policy EL General Executive Constraint, it was agreed that an introductory statement /rationale for the policy was needed. The Education committee will follow up.</p> <p>11.2 EL-2 Financial Condition & Activities</p> <p>After review of policy EL-2 Financial Condition & Activities, it was agreed that there was no need to change the policy.</p>	<p>Education Cttee to follow up</p>
12. Monitoring CEO Performance	<p>12.1 EL General Executive Constraint</p> <p>Moved by Dr. K. MacDonald and seconded by J. Clarke 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> <p>12.2 EL-2 Financial Condition & Activities</p> <p>Moved by Dr. K. MacDonald and seconded by J. Reid that the Board of Directors has assessed the monitoring report on EL-2 Financial Condition & Activities and found that it demonstrated compliance with a reasonable interpretation of the policy.</p> <p>It was requested that an explanation of #7 – grace period of 120 days and #9 – why a value for obsolete equipment is set at in excess of \$3000 be provided in the next report.</p>	<p>Motion#09/9/6 carried</p> <p>Motion#09/9/7 carried</p>
13. Monitoring Board Performance	<p>13.1 BC-2 Accountability of the CEO</p> <p>The monitoring report on BC-2 Accountability of the CEO by R. Thompson was circulated for review.</p> <p>Comments: Section #2 – The CEO evaluation committee continues to review current practice with a view to revising/improving the process by which the CEO is evaluated.</p>	
14 Information Requested by the Board	<p>14.1 President & CEO Report</p> <p>M. Balcaen reviewed his report as circulated. (Attached)</p> <p>Additional comments:</p> <ul style="list-style-type: none"> - A new campaign is being planned to help educate staff on environmental efficiencies in the workplace. - It was announced today by Greyhound Bus Lines that they intend to discontinue their service in NW Ontario and Manitoba. M. Balcaen outlined the significant impact this would have on our patients, staff and finances. Mr. Balcaen has contacted the OHA with a request to convene a teleconference with regional hospitals regarding this issue. <p>J. Clarke requested that C. Gasparini prepare a report for the board detailing efficiencies realized as a result of the implementation of the new phone system. This will be done after the system has been operational for approximately six months.</p>	<p>Information</p> <p>C. Gasparini to prepare report</p>

	<p>14.2 Chief of Staff Report</p> <p>Dr. K. MacDonald presented a portion of his written report as circulated.</p> <p>14.3 LWDH Pandemic Influenza Plan Overview</p> <p>A document providing an overview of the hospital's pandemic influenza plan was circulated to the Board for review prior to this meeting.</p>	
15. Adjournment	Moved by Dr. K. MacDonald that the regular meeting be adjourned at 6:50 p.m.	

Chair
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President & CEO