

LAKE OF THE WOODS DISTRICT HOSPITAL
Regular Meeting of the Board of Directors
Thursday, June 3, 2010, Best Western Lakeside Inn

PRESENT: B. Anderson, M. Balcaen, D. Baldwin (Chair), A. Cameron, J. Clarke, Dr. K. MacDonald (arrive 5:35 p.m.), M. Matheson, O. Mejia, Dr. S. Reed-Walkiewicz, J. Reid, F. Richardson, Dr. S. Wiebe, L. Brown, C. Gasparini, M. Mymryk

REGRETS: B. McCallum, D. Munro

AGENDA ITEMS	DISCUSSION	ACTION
1. Call to Order	D. Baldwin, Chair, called the meeting to order at 5:07 p.m.	
2. Adoption of Agenda	Moved by B. Anderson and seconded by F. Richardson that the regular meeting agenda be adopted with the addition of Item #13 – Retiring Board Member Recognition.	Motion#10/6/1 Carried
3. Adoption of Minutes	Moved by J. Reid and seconded by B. Anderson that the minutes of the regular meeting of the Board of Directors held on May 6, 2010 be adopted as circulated.	Motion#10/6/2 carried
4. Business Arising	No business arising.	
5. Education	D. Baldwin will provide details of the new Corporate Model of Governance at the AGM to follow.	
6. Committee Reports	<p>6.1 Ownership/Linkages</p> <p>B. Anderson reported the following:</p> <ul style="list-style-type: none"> • Met with Metis Council on May 10, 2010 • Met with Knights of Columbus on May 19, 2010 • Meeting scheduled with Alzheimer's Society on June 23, 2010 • Meeting scheduled with Dental Association on Sept 2, 2010 • Recommended that the Hospital link with the City of Kenora web site. • Recommended that the O/L brochure be included in an upcoming mailing of the city utility bills. If agreeable after further discussion, B. Anderson will contact a city representative for follow up. • Suggested consideration be given to the scheduling of a radio interview featuring the CEO and Board Chair to take place in the fall in order to provide information to the community on the new Board structure, the Board's vision and progress to date. • Suggested consideration of a TV panel discussion to take place in spring with similar details as that of the radio interview. • Suggested consideration be given to developing a newspaper insert which would outline where the Board/hospital is heading, and progress made at year end. • M. Balcaen requested that environmental issues be kept in mind re amount of paper generated. • The O/L community presentation and questionnaire will be placed on hospital's website. 	Information
	<p>6.2 Governance</p> <p>M. Matheson reported the following:</p> <ul style="list-style-type: none"> • Board education for September and October will be presented by J. Gale (Community Development) and M. Balcaen (Bill 46) 	Information

	<ul style="list-style-type: none"> • Additional suggestions for education are to be submitted to Governance committee members for discussion at their September meeting. • Director training opportunities OHA Webcast “Sustaining Improvements in Quality Care in Ontario” June 8 11:00 a.m. Telehealth Studio #2; “Green Health Care – Embracing Sustainable Hospital Practices” – June 21, Toronto. (Please contact S. Winter if interested in attending.) • M. Balcaen, D. Baldwin and F. Richardson will be attending the NW LHIN Leadership Conference in Thunder Bay on June 9, 2010. • Fall focus for the Governance committee will be the development of a good governance action plan and review of Bill 46 changes. 	
	<p>6.3 Building a Future</p> <p>The draft RFP developed to identify a consultant to assist in securing funding to update the Master Plan was reviewed by committee members at their meeting on May 31, 2010. The finalized RFP will be sent out next week with a requested response date in early August. If necessary, the recommendation for a preferred consultant will be presented to the full Board for approval at a special meeting later in August.</p> <p>M. Balcaen will draft a letter on behalf of the Board inviting a Foundation member to participate on the Building a Future committee.</p>	M. Balcaen
	<p>6.4 Nominating</p> <p>D. Munro was appointed Chair of the Nominating committee at their initial meeting held on May 27th. One additional board representative is required on this committee and anyone interested is asked to contact D. Munro prior to the September meeting.</p>	Interested board members asked to contact D. Munro
7. Governance Process Items	<p>7.1 Foundation Nomination</p> <p>Moved by J. Reid and seconded by F. Richardson that the nomination of Stephen Marquis to the Lake of the Woods District Hospital Foundation Board of Directors be approved.</p> <p>7.2 Committee Terms of Reference Policies</p> <p>Moved by B. Anderson and seconded by F. Richardson that the following revised and new policies be approved: Revised policies: GP 8 Board Committee Structure 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 New policies: GP 8.6 Nominating Committee Terms of Reference GP 8.7 Building a Future Committee Terms of Reference</p>	<p>Motion#10/6/3 Carried</p> <p>Motion#10/6/4 carried</p>
8. Executive Limitations Items	<p>8.1 EL-3 Financial Condition & Activities – Review</p> <p>After review of policy EL-3 Financial Condition & Activities, it was</p>	No changes

	agreed that there was no need to change the policy.	
	8.2 EL-7 Communication & Support to the Board - Review After review of policy EL-7 Communication & Support to the Board, it was agreed that there was no need to change the policy.	No changes
9. Monitoring CEO Performance	9.1 EL-3 Financial Condition & Activities Moved by O. Mejia and seconded by F. Richardson that the Board of Directors has assessed the monitoring report on EL-3 Financial Condition & Activities and found that it demonstrated compliance with a reasonable interpretation of the policy.	Motion#10/6/5 carried
	9.2 EL-7 Communication & Support to the Board Moved by M. Matheson and seconded by O. Mejia that the Board of Directors has assessed the monitoring report on EL-7 Communication & Support to the Board and found that it demonstrated compliance with a reasonable interpretation of the policy with the exception of: Item #2 – Interim report requested within six months after March 2010 on non compliant items in EL-5 and; Item #5 – M. Balcaen is working to address the issue of excessive amount of information in monitoring reports and will provide evidence of compliance in his next scheduled report.	Motion#10/6/6 carried
10. Monitoring Board Performance	11.1 GP-8.4 Governance Committee Terms of Reference The monitoring report on GP-8.4 Governance Committee Terms of Reference, complete by M. Matheson as circulated for review.	Information
11. Consent Agenda	Moved by F. Richardson and seconded by B. Anderson that the consent agenda be approved.	Motin#10/6/7 carried
12. Information Requested by the Board	12.1 President & CEO Report M. Balcaen reviewed his report as circulated (attached). Additions: Changes to Regulation 965 of the Public Hospitals Act state that, as of Jan. 1, 2011, any member of the medical, dental, extended class nursing or midwifery staff or any employee of the hospital are prohibited from being voting members of the Board. In light of these new provisions, the Board accepted M. Balcaen's voluntary resignation as a voting member of the board. He will remain an ex-officio member of the Board without voting rights. Due to opposition to this change by the medical association and local medical staff, Dr. Reed-Walkiewicz requested further discussion of issue be tabled to the September meeting of the Board. ALC/LTC - Board members were informed that effective at 4:00 p.m. on June 4, 2010, the 1A Crisis status under which the hospital has been operating since April 8, 2010 will be lifted. There are currently 8 ALC hospital patients awaiting long term care placement and one additional patient in the application process. As a result of this status change, the priority list will revert to the pre-existing list which also includes individuals in the community waiting for placement. 12.2 Chief of Staff Report	Further discussion tabled to September board meeting

	The Chief of Staff Report was presented in the in-camera portion of the meeting.	
13. Thanks to J. Clarke – Departing Board Member	<p>On behalf of the Board of Directors, F. Richardson thanked J. Clarke, on the occasion of his final board meeting, for his service to the hospital as a member of the Board of Directors. J. Clarke was acknowledged for not only his vision, dedication and loyalty but also for his determination in ensuring that issues were fully addressed. Mr. Clarke was also recognized for his role in the implementation of a number of significant changes to the board including the enhanced community engagement process and the new corporate model of governance.</p> <p>In his response, J. Clarke commended administration on their competent work and noted his appreciation of the working relationship between he and his fellow board members.</p> <p>Mr. Clarke also offered the following thoughts:</p> <ul style="list-style-type: none"> • Never forget that the Board owes its fiduciary duty to the larger community which we serve. • Do not ever forget your history, use it wisely. • Remember the Board's responsibility to anticipate, understand and plan for significant future trends. • Remember we are part of a bigger picture in healthcare. • Continue with community engagement. • The Board's credibility has been built over time. This is a compliment to all. Maintain it. • The Board must maintain the fine balance between governance and management. <p>In conclusion, Mr. Clarke offered his time as a resource to the board if required.</p>	
14. Adjournment	Moved by Dr. K. MacDonald that the regular meeting be adjourned at 6:02 p.m.	

Chair

President & CEO

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