



Board of Directors, Annual General Meeting

July 11, 2023 at 11 a.m.

Minutes

NDMH Boardroom, or

Join Zoom Meeting: <https://us02web.zoom.us/j/88958800617?pwd=NHh6NXNjcG5sWUlyN1JRb2xvNm1Sdz09>

Call in: [+1 647 374 4685](tel:+16473744685) or [+1 647 558 0588](tel:+16475580588), Meeting ID: 889 5880 0617, Passcode: 451568

Decision Making Framework

NDMH is committed to ensuring decisions and practices are ethically responsible and align with our vision, mission, values, philosophy and strategic directions. All decision makers should consider issues from an ethics perspective, including their implications of patients/residents and their families, staff and the community. The following questions should be considered for each issue:

- 1 Does the decision put **Patient's First** by responding respectfully to needs, values and preferences of our patients/residents and their families, our communities and by considering input from our Patient/Resident and Family Advisory Council?
- 2 Does the decision support the pursuit of high-**Quality** care through the adoption of best practices and innovation?
- 3 Does the decision demonstrate **Accountability** by advancing a high-quality patient/resident experience that is socially and fiscally accountable?
- 4 Does the decision demonstrate **Respect** by honoring the uniqueness of each individual and the diversifying natures of our communities?
- 5 Does the decision foster **Compassion, Fairness, Integrity and Teamwork**?

1.0 Roll Call

Membership	O	T	V	R	A	Non-Voting Membership	O	T	V	R	A
Nancy Gladun, Chair	X					Cathy Eady, CEO	X				
Robert Beatty, Vice Chair	X					Shannon Cormier, COO	X				
Eric Rutherford, Director				X		Kyle Lemieux, CNE (joined at 11:45)	X				
Gordon Mackenzie, Director				X		Dr. Ravi Dhaliwal, Chief of Staff				X	
Deana Renaud, Director	X					Dr. Jonathon Scully, Pres. Prof. Staff	X				
Jay Lucas, Director	X										
Vacancy						Janice Nicol Vella, EA/Bd Liaison	X				

O: On-site / T: Telecon. / V: Videocon. / R: Regrets / A: Absent

Guests: Auditors from Grant Thornton, Chartered Accountants

Presenter	Item & Purpose	R: Recommendation Decision/Action E: Education D: Discussion I: Information			
		R	E	D	I
2.0	Call to Order at 11:38 a.m.				
N. Gladun	<p><u>Indigenous Land Acknowledgement Protocol/Opening Remarks</u> <i>Welcome and boozhoo. We acknowledge the Indigenous Peoples of all the lands that we are on today. While we meet today in-person and/or on a virtual platform, let's take a moment to acknowledge the importance of the land, which we each call home.</i></p> <p><i>We do this to reaffirm our commitment and responsibility in improving relationships between nations and to improving our own understanding of local Indigenous peoples and their cultures.</i></p> <p><i>We acknowledge the ancestral and unceded territory of all the Inuit, Métis, and First Nations people that call this nation home, and acknowledge the territory of the Ojibwe/Chippewa/Anishnaabe, Oji-Cree and Mushkegowuk/Cree peoples of Northwestern Ontario, the traditional territory of the Anishinaabe peoples of the Robinson-Superior Treaty, Treaty 9 and Treaty 5.</i></p> <p><i>Please join in a moment of reflection to acknowledge the harms and mistakes of the past and to consider how we can each, in our own way, move forward in a spirit of reconciliation and collaboration. Thank you, miigwetch.</i></p>				
2.1					

	Presenter	Item & Purpose
		R: Recommendation Decision/Action E: Education D: Discussion I: Information
2.2	N. Gladun	<u>Quorum</u> With 4/6 members present, quorum was met.
2.3	N. Gladun	<u>Conflict of Interest</u> None
2.4	N. Gladun	<u>Nomination of Board Members, Motion #3</u> J. Lucas was elected to the Board of Directors by N. Gladun. Motion: R. Beatty Second: D. Renaud Opposed: None <i>"That J. Lucas be elected to the NDMH Board of Directors for a three-year term."</i> CARRIED.
2.5	N. Gladun	<u>Election for Vice-Chair of the Board of Directors, Motion #1</u> Requests for nominations for vice-chair was made by the Chair (R. Beatty not seeking re-election). J Lucas was nominated by D. Renaud, who accepted. Motion: D. Renaud Second: R. Beatty Opposed: None <i>"That J. Lucas be elected as the Vice-Chair of the NDMH Board of Directors for a three-year term."</i> CARRIED.
2.6	N. Gladun	<u>Terms of office: G. Mackenzie, R. Beatty</u> Confirmed in writing by G. Mackenzie, and in-person by R. Beatty that they do not wish to seek re-election with the NDMH board of directors.
2.7	N. Gladun	<u>Additions/deletions to agenda, approval of the agenda, for the NDMH AGM, July 11, 2023, motion #2</u> Agenda item 2.7, nomination of board members, was added to the agenda, and board member nominations moved up the agenda, agenda item numbers were reordered. Motion: R. Beatty Second: J. Lucas Opposed: None <i>"That the agenda for the NDMH Board of Directors annual general meeting for July 11, 2023 be accepted as amended."</i> CARRIED.
3.0	Meeting Minutes	
3.1	N. Gladun	<u>NDMH Annual General Meeting Minutes, July 5, 2022, motion #4</u> Motion: R. Beatty Second: D. Renaud Opposed: None

Presenter		Item & Purpose
		R: Recommendation Decision/Action E: Education D: Discussion I: Information
		<i>"That the NDMH annual general meeting minutes for July 5, 2022 be accepted as presented/amended."</i> CARRIED.
4.0	Presentation of Annual Reports: N. Gladun	
4.1	N. Gladun	<p><u>NDMH Annual Report from President and CEO, Board Chair</u></p> <p>The board noted the addition of the section for the Beardmore Regional Health Centre and commented that the report looks good.</p>
5.0	Business Matters	
5.1	N. Gladun	<p><u>Presentation of NDMH Audited Financial Statements 2022-2023, motion #5</u></p> <p>The Auditors were present for the approval of the financial statements and left the meeting at 11:48.</p> <p>Motion: J. Lucas Second: R. Beatty Opposed: None</p> <p><i>"That the NDMH audited financial statements of 2022-2023 be accepted as presented."</i> CARRIED.</p>
5.2	N. Gladun	<p><u>NDMH Corporate Bylaws, 2023-2024, motion #6</u></p> <p>The corporate bylaws were reviewed in June 2023 and recommended for approval by the board at the AGM.</p> <p>Motion: D. Renaud Second: J. Lucas Opposed: None</p> <p><i>"That the corporate by-law of the Nipigon District Memorial Hospital ("Corporation") relating generally to the conduct of the activities and affairs of the Corporation ("By-law"), as enacted by the board of directors of the Corporation, is confirmed, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-law."</i> CARRIED.</p>
5.3	N. Gladun	<p><u>Appointment of NDMH Auditors for 2023-2028, motion #7</u></p> <p>An RFP for auditors was issued in 2022 and Rossi & Suraci were selected by the board as the auditors for the next 5 fiscal years.</p> <p>Motion: R. Beatty Second: J. Lucas Opposed: None</p> <p><i>"That the membership appoints Rossi & Suraci as auditors for NDMH for the 2023 to 2024 fiscal year and for the next 4 fiscal years."</i> CARRIED.</p>
6.0	Adjournment	
6.1	N. Gladun	<p><u>Next Annual General Meeting Date, Adjournment, motion #8</u></p> <p>The chair offered her thanks to R. Beatty and G. Mackenzie for their years of service to the board, hospital and the Family Health Team. A donation to the hospital will be made in their name.</p>

	Presenter	Item & Purpose
		R: Recommendation Decision/Action E: Education D: Discussion I: Information
		<p>The next AGM is scheduled for June 24, 2024.</p> <p>Motion: J. Lucas Second: D. Renaud Opposed: None</p> <p><i>“That the Annual General Meeting of the Members of the Corporation be adjourned at 11:50 a.m.”</i> CARRIED.</p>

N. Gladun, Chair

C. Eady, Secretary