



**Regular Board Meeting  
May 28, 2018**

<b><u>PRESENT</u></b>	K. Pristanski, Chair	J. Pothof, Vice Chair	E. Wawia, Director
	N. Gladun, Director	A. O'Connor, Director	J. Foulds, Director
	D. Murray, President & CEO	D. Ward, Interim	Dr. R. Dhaliwal, COS
	D. Allen, CNE/COO	Director, FHT/Community Services	
	D. Mangoff, Facilities Mgr	M. Boudreau, Nurse Mgr	L. Haskell, Finance Mgr
	J. Jean, Recorder		J. Garofalo, Interim CFO
<b><u>REGRETS</u></b>	E. Rutherford, Director	Dr. Doug Scott, FHT Lead	

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**PRESENTATION BY DAVID MURRAY, PRESIDENT AND CEO**

D. Murray provided a presentation highlighting his work in healthcare, NDMH's relationship with Thunder Bay Regional Health Sciences Centre and the role of the North West Health Alliance.

**1.0 CALL TO ORDER**

K. Pristanski called the meeting to order at 5:45 pm. K. Pristanski welcomed David Murray to Nipigon Hospital.

**2.0 PATIENT STORY**

M. Boudreau (Nurse Manager) shared a story about the care provided by nursing staff in order to maintain a quality of life for a palliative patient.

**3.0**

**3.1 QUORUM**

2/5 of voting members. Achieved.

**3.2 CONFLICT OF INTEREST**

There were no declarations of conflict of interest.

**3.3 APPROVAL OF AGENDA**

Addition to the agenda includes Item 7.9 - ADM 28, Media Relations.

**MOTION #1**

Moved by - J. Foulds

Seconded by - A. O'Connor

*"That the agenda be accepted as amended."* Carried.

#### **4.0 CONSENT AGENDA**

##### **MOTION #2**

Moved by - N. Gladun

Seconded by – E. Wawia

*"That the consent agenda be accepted as presented."* Carried.

#### **5.0 REPORTS AND DISCUSSIONS**

##### **5.1 Communication of Audit Results**

The Directors were provided a copy of the *"Report to the Board of Directors Audit Results"* dated May 28, 2018. F. Lopez and R. Jagielowicz of Grant Thornton reviewed the highlights of the document with the Directors. The opportunity for questions was provided.

##### **5.2 DRAFT Financial Statements**

The Directors were provided a copy of the DRAFT Financial Statements ending March 31, 2018. J. Garofalo provided a detailed review of the DRAFT statements. General discussion followed.

##### **MOTION #3**

Moved by - N. Gladun

Seconded by - J. Pothof

*"That the Board of Directors recommends to the membership the approval of the Financial Statements of March 31, 2018."* Carried.

##### **5.3 Report from the President and CEO**

D. Murray, President and CEO reported on the following:

- Accreditation Status
- RNAO Best Practice Spotlight Program
- Oxygen Concentrator
- Damages Incurred as a result of Power Outages on April 6<sup>th</sup>, 7<sup>th</sup> and May 1, 2018
- Travel & Occupational Accident Insurance
- Ontario General Election
- Staffright

General discussion followed. The benefits of purchasing an oxygen concentrator for the production of oxygen on site was discussed.

##### **MOTION #4**

Moved by - A. O'Connor

Seconded by - J. Foulds

*"That the President and CEO report of May 2018 be accepted as presented."* Carried.

#### **5.4 Report from the Chief of Staff**

Dr. Dhaliwal reported that a new Locum is scheduled for NDMH in the near future under the changes implemented by the Canadian Physicians and Surgeons of Ontario as reported at the April meeting.

Several learners and residents have obtained placement at NDMH during the summer months.

#### **MOTION #5**

Moved by - J. Pothof

Seconded by - N. Gladn

*"That the Chief of Staff report of May 2018 be accepted as presented."* Carried.

#### **6.0 BUSINESS MATTERS**

##### **6.1 Individual Director Self Assessment**

The results of the annual Individual Director Self Assessment conducted by the Directors in February/March were reviewed. The data will be used to assist in the development of the education plan for the 2018/19 Board season.

##### **6.2 Board Terms of Reference**

The following changes were recommended as a result of by Law No. 2:

#### **Membership**

3 to 5 ex officio members (to include Director, FHT/Community Services and Dr. D. Scott, FHT Lead Physician)

#### **Quorum**

50% + 1 2/3 of the voting membership

#### **Evaluation**

Additions include annual Individual Director Self Assessment Tool, and annual Board Self Assessment Tool.

#### **MOTION #6**

Moved by - A. O'Connor

Seconded by - E. Wawia

*"That the Board Terms of Reference be accepted as amended."* Carried.

##### **6.3 By Law No. 2 NDMH / NDFHT 2017/18 Revisions**

The following revisions will be recommended for amendment at the upcoming AGM.

## Article 4

### Board

#### 4.1 Composition of the Board

(d) The ~~Executive Director~~, **Director, Family Health Team / Community Services** as an ex-officio non-voting Director.

#### 4.6 Election and Term

The Directors referred to in section 4.1(a) shall be elected for a term of ~~one year~~ **two years**, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 and 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

## Article 5

### Board Meetings

#### 5.9 Medical Advisory Committee Consultation

To enable the Corporation's physicians to provide advice and make recommendations on decisions pertaining to patient care, the Board shall seek and consider the recommendations of the Medical Advisory Committee before passing any resolutions on matters that will or may affect patient care. Matters mandated by the Ministry of Health and Long-Term Care are not subject to this Medical Advisory Committee review. If the Medical Advisory Committee declines to review a matter contemplated under this Section 5.9, the Board will proceed with its review and decision. If the Board disagrees with a recommendation of the Medical Advisory Committee, the Board shall establish a working group comprised of two physicians selected by the Medical Advisory Committee and two Directors selected by the Board. The ~~Executive Director~~ **Director, Family Health Team / Community Services** and the Chief Executive Officer shall attend working group meetings as a resource in a non-voting capacity. The working group shall convene to discuss a resolution. To this end, the working group members shall act in good faith to reach a resolution satisfactory to both the Board and the Medical Advisory Committee. If the working group does not reach a resolution satisfactory to both the Board and the Medical Advisory Committee within a period of 30 days after the working group is established, then the Board may proceed with its review and decision and in doing so, shall consider the outcome of the working group discussions.

## Article 9

### Officers

#### 9.1 Officers

The Officers shall include the Chair, Vice-Chair and Secretary, and may include such other Officers as the Board may determine. The Board shall appoint the Officers at its first meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. The Chief Executive Officer / ~~Executive Director~~ **Director, Family Health Team / Community Services** shall be the Secretary. A person may hold more than one office. The Chair and Vice-Chair shall be appointed by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board.

## Article 10

### Organization and Financial

#### 10.2 Execution of Documents

Deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation shall be signed by any one Director, together with the Chief Executive Officer / ~~Executive Director~~ Director, Family Health Team / Community Services or other person designated by Board resolution, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments or documents may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

## Article 12

### Confidentiality

#### 12.2 Board Spokesperson

The Board Chair (or designate) has the authority to speak on matters related to governance responsibilities of the Corporation. The Chief Executive Officer/~~Executive Director~~ Chief Operating Officer has the authority to speak on matters related to the administration of the Corporation.

The Board will recommend the above amendments to the membership at its AGM.

#### 6.4 Board Terms Review / Director Recruitment

In June 2018, Director / Vice Chair vacancies will occur as the result of the completion of a 10 year term of service by J. Pothof. Directors were encouraged to recruit independently and an invitation to join the Board will be submitted to the Gazette.

#### 6.5 QUALITY, Q4

The Quality Improvement Plan's progress for Q4 was reviewed at the April meeting. D. Allen reviewed other reporting requirements outlined in the scorecard for Q4.

#### 6.6 FINANCE, Q4

J. Garofalo and L. Haskell provided the disbursements for Q4 to the Directors. Clarifications were made. Financial performance and variance analysis for Q4 were previously reviewed in the DRAFT Financial statements (Item 5.2).

#### 6.7 FAMILY HEALTH TEAM / COMMUNITY SERVICES, Q4

D. Ward reported on the following:

- the upcoming interviews for the position of RN
- Director recruitment efforts

- refresh of the operational structure refresh
- development of strategic plan
- Schedule A reporting submission
- Annual operating plan submission

## 7.0 FOR INFORMATION /DISCUSSION

### 7.1 Annual Report

D. Murray asked for the Directors input into the content of the Annual Report. Suggestions can be emailed to [admin@ndmh.ca](mailto:admin@ndmh.ca) by June 1<sup>st</sup>.

### 7.2 Note of Thanks

Correspondence from Dr. R. Crocker Ellacott was shared with the Directors.

### 7.3 Gazette Submission

A copy of the announcement submitted to the Gazette of incoming President and CEO, David Murray was provided to the Directors.

### 7.2 Meeting Evaluation

100% Director satisfaction achieved at the April 2018 meeting.

## 8.0 BOARD MEMBER COMMENTS

None

## 9.0 IN CAMERA

### MOTION #7

Moved By - J. Pothof

Seconded By - J. Foulds

*"That the Board of Directors moves to In Camera at 7:10 pm."* Carried.

10.0 DATE OF NEXT MEETING - Monday, June 25<sup>th</sup>, 2018 @ 5:30 pm

11.0 ADJOURNED - 7:30 pm

## 12.0 MEETING EVALUATION



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Kal Pristanski, Board Chair



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David G. Murray, President and CEO