Ontario
North West Local Health Integration Network

BOARD OF DIRECTORS MEETING

Super 8 Motel **May 28, 2013**
11 Hughes Crescent, Red Lake, ON **10:30 a.m. (Eastern) / 9:30 a.m. (Central)**

Present: Joy Warkentin, Chair
Reg Jones
Dan Levesque
Dianne Loubier
Dennis Gushulak
Anne Krassilowsky
Cathy Farrell
Tina Copenace

Staff: Laura Kokocinski
Susan Pilatzke
Kellie Hudson

Recording Secretary: Robin Orr

Regrets: Dianne Miller
Brian Ktytor

		Action:
1.0	**PROCEDURAL ITEMS**	
1.1	**Call to Order** The meeting was called to order at 10:30 a.m. (Central) by Chair J. Warkentin.	
1.2	**Declaration of Conflict of Interest** None declared.	
1.3	**Approval of Agenda** The agenda was presented for approval. **Resolution #2013 – 56** **Moved by D. Levesque, and seconded by A. Krassilowsky, that the agenda be approved as presented. Carried**.	
1.4	**Approval of Minutes** The minutes of the Board of Directors meeting of April 30, 2013, were presented for approval.	

	<u>Resolution #2013 – 57</u> **Moved by D. Gushulak, and seconded by C. Farrell, that the minutes of the Board of Directors meeting of April 30, 2013, be approved as presented. Carried**.	
1.5	**Business Arising** No business arising.	
2.0	**BOARD EDUCATION** None.	
3.0	**BOARD PROCESS**	
3.1	**Audit and Finance Committee** R. Jones provided a highlight of the financial statements. Deloitte has noted we are in a clean position with no issues and that the North West LHIN statements are very straight forward. **<u>Resolution #2013-58</u>** **That the Board of Directors approve the North West LHIN Financial Statements for the period ending March 31, 2013, as submitted.** **Moved by R. Jones, and seconded by D. Gushulak, that the financial statements be approved. Carried** It was recommended by the Audit and Finance Committee to utilize Deloitte as the auditor for the year ending March 31, 2014. **<u>Resolution #2013-59</u>** **That the Board of Directors appoint Deloitte as the auditor for the year ending March 31, 2014.** **Moved by D. Levesque, and seconded by D. Gushulak, that Deloitte be appointed the auditor for the year ending March 31, 2014. Carried** R. Jones briefed the Board on the HSP Funding. As well, he outlined the staff time allocation graph, which demonstrated staff efforts against the four Board ENDS. The HSP funding allocation report will be shared with the Board bi-annually in April and October, and the staff time allocation graph will be shared with the Board annually. After review by the Audit and Finance Committee, it was agreed no changes are required to policy EL-108 Budget Development.	

	R. Jones noted if we are following good governance practice, we should look at reducing duplication of work and move monitoring reports directly to the Board and reduce having them reviewed by the two committees. **<u>Resolution #2013-60</u>** **That the Board of Directors review and approve Monitoring Report EL-110 Compensation and Benefits.** **Moved by R. Jones, and seconded by D. Gushulak, that Monitoring Report EL-110 be approved as submitted. Carried.** **<u>Resolution #2013-61</u>** **That the Board of Directors review and approve Monitoring Report EL-109 Financial Conditions and Activity.** **Moved by R. Jones, and seconded by D. Gushulak, that Monitoring Report EL-109 be approved as submitted. Carried.** **<u>Resolution #2013-62</u>** **That the Audit and Finance Committee report be approved as presented.** **Moved by R. Jones, and seconded by C. Farrell, that the Audit and Finance Committee report be approved. Carried.**	
3.2	**Governance and Nominations Committee** A. Krassilowsky noted the Board education for June would be changed to Health Services Blueprint and the legal session moved to September. Members were reminded to complete their meeting evaluations. Discussion took place regarding Governance to Governance Community Engagement Sessions. S. Pilatzke outlined a number of recommendations. A new schedule will be prepared for review at the Governance and Nominations Committee and brought back to the June Board meeting.	S. Pilatzke
3.4	**Board Agenda** Orientation for T. Copenace and C. Farrell will be completed over the summer. R. Jones expressed his view on re-aligning the agenda to follow good governance practices. He noted the three key	

	roles of the Board are linkage, development, and governance of policies to reach ENDS and monitoring which fulfills fiduciary responsibility. He further demonstrated alignment of the agenda based on today`s items and how they would re-align under a newly structured agenda. As well, members discussed the current format of the CEO Report and noted it, too, should be revised. Changes to be implemented for September's Board meeting include: • A new agenda format • Restructured CEO Report • Monitoring Reports will be brought directly to the full Board for review and approval versus going to committees first.	
4.0	**STRATEGIC ISSUES AND POLICY DEVELOPMENT** None.	
5.0	**MONITORING REPORTS**	
5.1	**Policy Monitoring**	
5.1.1	**Monitoring Reports** **<u>Resolution # 2013 – 63</u>** **That the North West LHIN Board of Directors approve EL-100 General Executive Constraints Monitoring Report.** **Moved by R. Jones, and seconded by D. Loubier, that Monitoring Report EL-100 be approved as submitted. Carried.** It was noted that number 5 and 6 of the policy require clarification, and it was suggested that the Governance and Nomination Committee review and update the policy. Governance and Nomination Committee to review the policy and suggest appropriate revisions. **<u>Resolution # 2013 – 64</u>** **That the North West LHIN Board of Directors approve EL-101 Communication and Counsel to the Board Monitoring Report.** **Moved by D. Levesque, and seconded by D. Gushulak, that Monitoring Report EL-101 be approved as**	 S. Pilatzke

	submitted. Carried. It was noted the North West LHIN does not have a corporate membership; this is to be removed. As well, the word "colour" needs to have consistency in the spelling. Governance and Nomination Committee to revise policy. **<u>Resolution # 2013 – 65</u>** **That the North West LHIN Board of Directors approve EL-105 Corporate Identity Monitoring Report.** **Moved by C. Farrell, and seconded by D. Loubier, that Monitoring Report EL-105 be approved as submitted. Carried.** **<u>Resolution # 2013 – 66</u>** **That the North West LHIN Board of Directors approve EL-111 CEO Emergency Succession Planning Monitoring Report.** **Moved by A. Krassilowsky, and seconded by C Farrell, that Monitoring Report EL-111 be approved as submitted. Carried.**	A. Krassilowsky S. Pilatzke
5.1.2	**MLPA Performance Scorecard** L. Kokocinski provided clarification on indicator trends.	
5.2	**Funding and Allocation** None.	
5.3	**Performance and Accountability** None.	
5.4	**Integration and Planning**	
5.4.1	**MHA Demand Capacity Analysis** S. Pilatzke provided an overview of MHA Demand Capacity Analysis presentation and noted the plan will be shared broadly with HSPs and that the presentation is available to the public on our website.	
5.4.2	**Annual Business Plan** Moved to consent agenda.	
5.5	**LHIN Operations** None.	

6.0	**BOARD LINKAGES**	
6.1	**Red Lake Governance Community Engagement Debrief** A debrief of the Red Lake Governance Session took place. A report is expected at the June Board meeting.	
7.0	**CONSENT AGENDA**	
7.1 **7.2** **7.3**	**Extension of 10 Interim Beds at Pinecrest, CEO Report and Annual Business Plan** **<u>Resolution #2013 - 67</u>** **That the North West LHIN Board of Directors accept the items listed in the consent agenda.** **Moved by D. Loubier, and seconded by D. Levesque, that the consent agenda items be accepted as submitted. Carried.**	
8.0	**OTHER UPDATES**	
8.1	**Chair**	
8.1.1	**Transformation Committee with the LHIN Leadership Council** J. Warkentin provided an update on the Transformation Committee with the LHIN Leadership Council.	
8.1.2	**Public Accountability Program** J. Warkentin shared information regarding the Public Accountability Program and the upcoming pilot session on accountability and governance, which will focus on risk management and fiduciary responsibility. Training dates are scheduled for June and July; all Board members will be asked to attend. More information to follow as it becomes available.	
8.1.3	**Other** J. Warkentin reported on her role and presentation at the Governance Session at the Ontario Hospital Association (OHA) Rural and Northern Health Care conference. J. Warkentin noted that she will meet with the Northwest Community Care Access Centre (CCAC) Board Chair in the near future to discuss local planning.	
8.2	**CEO** L. Kokocinski noted there was a confidentiality breach with one of the HSPs. Further information will be provided in-	

	camera.	
9.0	**CLOSED SESSION** **<u>Resolution # 2013 - 68</u>** **Moved by A. Krassilowsky, and seconded by D. Loubier, that at 11:45 a.m. (Central) the Board Members attending the meeting, specified above, move into a Closed Session pursuant to the following exception(s) set out in s. 9 (5) of the *Local Health System Integration Act (LHSIA), 2006:*** ***(i) Personal or Public Interest*** ***(vii) Personnel Matters*** **And further that the following persons be permitted to attend:** **L. Kokocinski, S. Pilatzke and R. Orr. Carried.** *Meeting suspended for lunch break from 11:45 a.m. to 12:15 p.m.*	
9.1	**Report out of Closed Session** None.	
10.0	**ADJOURNMENT**	
10.1	**Meeting Evaluation** Completed evaluations to be provided to R. Orr.	All members
10.2	**Future Agenda Items** Agenda items to be forwarded to the Chair or to R. Orr.	
10.3	**Date of Next Meeting** The next meeting has been scheduled for June 25, 2013 at 9:00 a.m. EST.	
10.4	**Adjourn** **<u>Resolution # 2013 – 74</u>** **Moved by R. Jones, and seconded by D. Gushulak, that at 1:00 p.m. (Central) the meeting be adjourned. Carried.**	
	Chair _____ **Secretary** _____	