



**Joseph Brant Hospital
Board of Directors
Open Meeting**

Minutes of the meeting of the Board of Directors held on Wednesday, June 21, 2017 at 5:47 p.m. in the HMFHC 3rd floor Boardroom.

Present:	Kathryn Osborne (C) Dominic Mercuri (VC) Bob Bosshard Wes Stephen, MD Debra Carey Amie Davis, MD	Don Cowan Rob Hamilton Mae Radford Michael Pautler Richard Sowery, MD	David Dean Paul Sharman Frank Whelan Eric Vandewall Cheryl Williams
Staff:	Nancy Casselman Gina DeVeaux (recorder)	Mario Joannette	Dee Perera
Regrets:			
Guests:	Brent Scowen	Randy Smallbone (Foundation)	

1. Call to Order

The Chair called the meeting to order at 5:47 p.m.

2. Declaration of Conflicts

There were no conflicts declared.

3. Approval of Agenda

It was,

Moved by: Don Cowan

Seconded by: Frank Whelan

That the agenda of be approved as presented.

...CARRIED

4. Appointment Of Officers

The Chair stated that the newly constituted Board of Directors is required to appoint the Officers of the Corporation for 2017-2018.

It was,

Moved by: Michael Pautler

Seconded By: Mae Radford

That the following persons be appointed as Officers of the Corporation for the Corporation Year 2017-2018:

<i>Name</i>	<i>Title</i>
<i>Kathryn Osborne</i>	<i>Chair</i>
<i>Dominic Mercuri</i>	<i>Vice-Chair</i>
<i>Eric Vandewall</i>	<i>Chief Executive Officer</i>
<i>Eric Vandewall</i>	<i>Corporate Secretary</i>

...CARRIED

5. Approval of 2017-2018 Board Meeting Schedule

The Chair reviewed the proposed Board meeting schedule for 2017-2018.

It was,

Moved by: Dave Dean **Seconded By:** Frank Whelan

That the Board of Directors approves the 2017-2018 Board of Directors meeting schedule as follows:

1. *Wednesday October 4, 2017*
2. *Wednesday December 6, 2017*
3. *Wednesday February 7, 2018*
4. *Wednesday April 25, 2018*
5. *Wednesday June 6, 2018*
6. *Wednesday June 20, 2018 (AGM/Board)*

...CARRIED

6. Other Business: Committee Structure

The Chair presented the proposed Committee Structure for 2017-2018. It was noted Cheryl Williams should be removed from Human Resources Policy & Compensation Committee while Dr. Wes Stephen and Eric Vandewall should be added in her place. Gina Deveaux should be present on the Governance & Nominating Committee.

It was,

Moved by: Michael Pautler **Seconded by:** Dave Dean

That the Members of the Joseph Brant Hospital Corporation approve the Committee Structure as amended.

...CARRIED

(Secretary's Note: Randy Smallbone joined the meeting.)

7. Other Business: Executive Compensation Update

E. Vandewall and N. Casselman presented an update on the development of the executive compensation program. Corresponding briefing notes were distributed to members of the Board.

E. Vandewall and N. Casselman noted the following in their presentation:

- A change has been made in overall envelope. Employers are now required to set out the maximum rate of increase to their overall executive compensation envelope.
- Scope for employers to determine rates of increase BUT cannot exceed the envelope.
- The limitation on the lesser of the provincial public sector wage trend and the average rate of increase of an employer's non-executive managers will be challenging
- Minister review and approval must occur before and after the draft plan is posted for public consultation. The Minister needs to approval the final plan for it to become effective in January 2018.
- The outcome could potentially result in mobility of staff seeking increased compensation if the new framework does not provide the same. This may pose issues for attraction and retention for smaller hospitals as talent may move to larger hospital networks whose envelopes may allow for more room to pay.
- Grandfathered benefits for the three year period will have to be addressed – how to do so must be determined.

- Goal has been preservation of compensation. Conservative rates of increase are desirable considering current levels of compensation (for example, CEO compensation) have been frozen for seven years.
- N. Casselman noted the deadline to submit the draft executive compensation plan to the Minister of Health is September 29 with the expected implementation of the effective plan January 1, 2018.

8. Other Business: Housekeeping

G. Deveaux will circulate the amended boarding meeting dates to the Board.

9. Adjournment

It was,

Moved by: Paul Sherman

Seconded by: Don Cowan

That the meeting of the Board of Directors be adjourned.

...CARRIED

Kathryn Osborne, Chair

Gina DeVeaux, Recorder

Action Items:

Item Description	Responsibility	Person Assigned to	Due Date	Comments
Amended Board meeting dates to Board		Gina DeVeaux	June 21, 2017	Complete

Attendance Tracking

Members:	Jun 21, 2017	Oct 4, 2017	Dec 6, 2017	Feb 7, 2018	Apr 25, 2018	Jun 6, 2018
Kathryn Osborne, Chair	Yes					
Dominic Mercuri, Vice Chair	Yes					
Bob Bosshard	Yes					
Debra Carey	Yes					
Don Cowan	Yes					
David Dean	Yes					
Robert Hamilton	Yes					
Michael Pautler	Yes					
Mae Radford	Yes					
Frank Whelan	Yes					
Paul Sharman	Yes					
Dr. Amie Davis	Yes					
Dr. Richard Sowery	Yes					
Dr. Wes Stephen	Yes					
Eric Vandewall	Yes					
Cheryl Williams	Yes					

Staff:	Jun 21, 2017	Oct 4, 2017	Dec 6, 2017	Feb 7, 2018	Apr 25, 2018	Jun 6, 2018
Dee Perera	Yes					
Mario Joannette	Yes					
Nancy Casselman	Yes					
Gina DeVeaux (Recording)	Yes					