



**Joseph Brant Hospital
Board of Directors
Annual General Meeting**

Minutes of the Annual General Meeting held on Wednesday, June 21, 2017 at 5:30 pm in the HMFHC 3rd floor Boardroom.

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

1. Call to Order

Kathryn Osborne, Chair of the Board of Directors, called the meeting to order in accordance with the Corporation’s by-laws and declared the meeting duly constituted.

The Chair welcomed members of the Board.

2. Approval of Agenda

The Chair queried if there were any changes to the agenda.

It was,

Moved by: Paul Sherman

Seconded by: Brent Scowen

That the agenda be approved as presented.

...CARRIED

3. Approval of the Minutes of June 1, 2016

The Minutes of the AGM of June 1, 2016 were presented for approval.

It was,

Moved by: Mae Radford

Seconded by: Michael Pautler

That the minutes be approved as presented.

...CARRIED

4. Chairs Remarks

The Chair provided opening remarks to the Annual General Meeting and noted the following achievements:

- The 2016-2017 year passed quickly, and it has been an especially exciting time to be a member of the Board as Joseph Brant Hospital is undergoing a major transitional period.
- Thanks to Mario Joannette and the communications department for producing the 2016-2017 Annual Report.

- Warm welcome to Dr. Amie Davis who is joining the Board of Directors as the Vice President of the Medical Staff Association.
- There has been success and challenges in the incredibly complex regulatory framework but some major themes of focus have included resiliency and 'how'.
 - Resiliency, as defined by Harvard Business, is "the ability to recover from setbacks, adapt well to change and keep going in the face of adversity." The Patient Tower is a spectacular addition to the hospital, but the building process has been a challenging one. While the construction was underway, the hospital still provided the community with exceptional care and exemplary service. Through the evolving and adapting environment, the hospital and its staff has the ability to carry on and fulfill its mission.
 - 'How' is hardwired into the strategic plan. Considering 'how' is critical to ensure the hospital is not only setting goals but also providing the framework to ensure future ambitions can be achieved. This new approach to the strategic plan is not perfect, but management has embraced it. This is not just how we care for patients, but also for staff and physicians who support the organization. For example, performance assessments include 'how' because it is important.
 - Reflecting on the year to think about resilience and how at Joseph Brant Hospital.

5. Approval of the Audited Financial Statements for the year end March 31, 2017

Dave Dean, Chair of the Audit Committee presented the audited financial statements for year ending March 31, 2017. The statements were approved by the JBH Finance & Audit Committee, and externally audited by KPMG LLP, Chartered Professional Accountants. The Audit Committee has approved the audit work of KPMG, and these audited Financial Statements have been vetted and approved by the JBH Board of Directors. Mr. Dean noted that this year was challenging due to a number of factors as JBH finished the year with a slight deficit.

It was moved that the Audited Financial Statements of the Joseph Brant Hospital for the year ended March 31, 2017 be accepted.

It was,

Moved by: Dave Dean

Seconded by: Paul Sherman

That the Members of the Joseph Brant Hospital Corporation approve the Audited Financial Statements of the Corporation for the year ended March 31, 2017 as presented.

...CARRIED

6. Appointment of Auditors

Mr. Dean stated that it was now time to appoint the external auditors for the fiscal year that will end on March 31, 2018.

It was,

Moved by: Dave Dean

Seconded by: Paul Sherman

That KPMG LLP, Chartered Professional Accountants, be appointed auditor for the Joseph Brant Hospital Corporation for the fiscal year ending March 31, 2018 at a fee to be approved by the Audit Committee.

...CARRIED

7. Approval of the Administrative By-Laws

Michael Pautler, Chair of the Governance and Nominating Committee presented the Corporation's By-Laws for approval.

It was,

Moved by: Michael Pautler

Seconded by: Debra Carey

That the Members of the Joseph Brant Hospital Corporation approve the Administrative By-Laws as presented.

...CARRIED

8. Approval of the Report of the Governance & Nominating Committee

Michael Pautler, Chair of the Governance and Nominating Committee presented the 2017-18 Nomination Report for approval.

(Secretary's Note: Frank Whelan joined the meeting.)

It was,

Moved by: Michael Pautler

Seconded by: Don Cowan

That the Members of the Joseph Brant Hospital Corporation approve the 2017-18 Nomination Report as presented.

...CARRIED

9. Other Business

The Chair took a moment to acknowledge individuals departing from the Board.

- Teresa Desantis, the Vice President of the Medical Staff Association, was conscientious and had a very specific role to play representing JBH's physicians. She demonstrated a commitment to the organization and the Board.
- Sylvia Leonard gave her regrets but may not have realized that she would be retiring from the Board after three years of service. She recently took on a new position as the CEO of the Toronto MS Society and could no longer commit the time required to participate on JBH's Board. Sylvia will be remembered for her sharp judgment and valuable contribution, notably as the Chair of the Quality Committee.
- Brent Scowen also gave his regrets after four years on the Board. Brent was a thoughtful and considered member of the Board. He has acted as the Vice Chair of the Finance Committee and his quiet and steely demeanor will be missed.

10. Adjournment

It was,

Moved by: Paul Sherman

Seconded by: David Dean

That the Annual General Meeting be adjourned.

...CARRIED