



Joseph Brant Hospital
Board of Governors Meeting

Minutes of the open meeting of the Board of Governors held on Wednesday, January 27, 2016 at 3:00 pm in the Gordon Room.

Present:	Don Dalicandro (C) Kathryn Osborne (arrived at 3:30 pm) Krista Attwood Susan Busby Debra Carey David Dean Teresa DeSantis, MD	Sandra Edrupt Robert Hamilton Sylvia Leonard Dom Mercuri Bill Nisker, MD Michael Pautler	Mae Radford Paul Sharman Wes Stephen, MD Eric Vandewall Frank Whelan Cheryl Williams
Staff:	Mario Joannette Michelle Sullivan (recorder)	Franca Vavaroutsos	Susan Wannamaker
Guest:	N. Rolfe, KPMG	E. Gauvreau, KPMG	
Regrets:	Brent Scowen		

1. Call to Order

The Chair called the meeting to order at 3:04 pm. He welcomed KPMG to the meeting.

2. Declaration of Conflicts

There were no conflicts declared.

3. Approval of Agenda

The Chair requested the following amendment to the agenda:

- Deferral of item of business 9. a. Medical Staff Association

It was,

Moved by: Michael Pautler

Seconded by: Mae Radford

That the agenda of January 27, 2016 be approved as presented.

....CARRIED

4. Approval of Minutes

The Minutes of November 25, 2015 meeting were presented for approval. The Chair asked if there were any changes to the minutes. There were two changes requested to the Minutes.

It was,

Moved by: David Dean

Seconded by: Frank Whelan

That the minutes of November 25, 2015 be approved as amended.

....CARRIED

5. Chair's Remarks

The Chair thanked the Senior Leadership Team for their efforts in securing the GIMRAC. He also applauded the work of the nursing and physician teams with respect to the Trillium Gift of Life Program. He further reported that the agenda for this meeting has been reformatted to ensure efficiencies and welcomed feedback from the Governors.

6. Committee Chairs' Report

R. Hamilton – Audit Committee

Mr. Hamilton reported the Audit Committee should be commended for their due diligence and effort put forward with regard to the review of internal audit controls.

D. Dalicandro – Building & Facilities Committee

Nothing additional to report.

Michael Pautler – Governance & Nominating Committee

Mr. Pautler stated that a change was requested to the Administrative Bylaws by the Finance Department. This was approved by the GNC and a motion for the board will be put forward at this meeting. He noted that amendments can be made throughout the governance cycle however changes to Hospital Bylaws are officially approved at the yearly AGM.

Sandra Edrupt – Quality Committee

Ms. Edrupt reported the Quality Framework is in progress, an external opinion was sought, and internal discussion with the Program Dyads has taken place and needs assessment.

7. Consent Agenda

The Chair queried whether any member wished to have a specific item contained within the Consent Agenda as presented removed for further discussion. There were no items removed for discussion.

It was,

Moved by: David Dean **Seconded by:** Robert Hamilton
That the consent agenda (items 7. a, b, c) be approved as presented.

...CARRIED

a. Audit Committee – Special Meeting January 18, 2016

The minutes of the January 18, 2016 meeting were presented for information and included the following attachments:

- Terms of Reference revised January 2016
- Work plan revised January 2016
- Motions Page

The following motion was presented:

That the Audit Committee recommends to the Board of Governors the approval of the 2015-2016 Terms of Reference and Work Plan as presented.

b. Building & Facilities – Meeting January 19, 2016

The minutes of the January 19, 2016 were presented for information.

c. Governance & Nominating Committee – Meeting of January 14, 2016

The minutes of the January 14, 2016 meeting were presented for information and included the following attachments:

- HIROC IRM Framework dated May 2015
- G-10 Governor Expense Reimbursement Policy
- G-11 Evaluation of Governor Policy
- G-12 Governor and Citizen Representative Recruitment Policy
- Motions page

The following five (5) motions were presented:

Motion 1

The Governance Committee recommends to the Board of Governors the approval of the HIROC IRM Framework as the monitoring and oversight tool for JBH's IRM Strategy.

Motion 2

That the Board of Governors approves the Governor Expense Reimbursement Policy as presented.

Motion 3

That the Board of Governors approves the Evaluation of Individual Governors Policy as presented.

Motion 4

That the Board of Governors approves Governor and Citizen Representative Recruitment Policy as presented.

Motion 5

That the Board of Governors approves the JBH Administrative By-Laws as presented.

d. Quality Committee – January 14, 2016

The minutes of the January 14, 2016 meeting were presented for information and included the following attachments:

- Mat-Child Quality Improvement Report
- Medical Affairs Quality Improvement Report
- Quality Council to Dyads

Secretary's Note: Kathryn Osborne arrived at 3:30 pm.

8. New Business

a. Patient Story

The patient story was pre-circulated with the agenda package. Ms. Williams presented the story and discussed the story including what went well and lessons learned going forward.

b. 2015-2016 Board Work Plan

In January, the Board Work Plan was reviewed at GNC as part of regular practice and a number of amendments were recommended.

It was,

Moved by: Mae Radford

Seconded by: Sandra Edrucht

That the Board of Governors approves the 2015-16 Board Work Plan as amended.

...CARRIED

9. Reports

a. Medical Staff Association

MSA Terms of Reference was deferred.

b. Foundation Report

The Foundation Board of Directors Report was pre-circulated with the agenda package. Ms. Busby provided the Board with hard copies of the Foundation's annual operational plan/scorecard for information.

c. Auxiliary Report

The Auxiliary Report was pre-circulated in the agenda package.

10. Other Business

The completion of the Governor skills self-assessment questionnaire was moved to the end of the closed meeting.

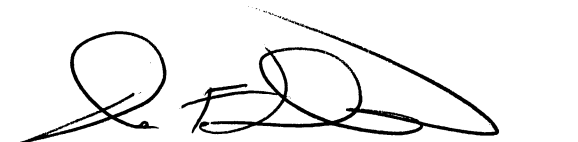
11. Adjournment

It was,

Moved by: Robert Hamilton

Seconded by: Dom Mercuri

That the open meeting of the Board of Governors be adjourned at 3:45 pm.



Don Dalicandro
Chair, Board of Governors



Michelle Sullivan
Recorder