

## Meeting of the Board of Directors

Wednesday, May 6, 2020

3:00pm

### By Teleconference

2019-2020	Sep 4	Oct 2	Nov 6	Dec 4	Feb 5	Mar 4	Apr 1	May 6	Jun 3
C. Crane (Chair)	✓	✓	✓	✓	✓	✓	✓T	✓T	
A. Dale	✓	✓	✓	NA	✓	✓	✓T	✓T	
R. Robertson	✓	✓	NA	NA	NA	NA	✓T	✓T	
S. Martyn	✓	✓	✓	✓	✓	NA	✓T	✓T	
P. van der Westen	✓	✓	✓	✓	✓	✓	✓T	✓T	
D. Ross	✓	✓	✓	NA	✓	✓	✓T	✓T	
C. Auger	✓	✓	✓	✓	✓	✓T	✓T	✓T	
D. Harvey	✓	✓	✓	✓	✓	✓	✓T	✓T	
R. Hodgkinson	✓	✓	✓	✓	✓	✓	✓T	✓T	
L. Ballantyne	✓	✓	✓	✓	✓	✓	✓T	✓T	
M. Vreman						✓	✓T	✓T	
S. DiMeo	NA	✓	✓	✓	✓	✓	✓T	NA	
Dr. Chehadi	✓	✓	✓	✓	✓	✓	✓T	✓T	
Dr. Mills	✓	NA	✓	NA	NA	✓	✓T	NA	
Dr. P. Hammond					✓	NA	✓T	✓T	
Dr. P. Andros	✓	NA	✓	✓					
R. Biron	✓	✓	✓	✓	✓	✓	✓T	✓T	
K. Davies	✓	✓	✓	✓	✓	✓	✓T	✓T	
*T - indicates joining meeting via teleconference call									

**1. Call to Order**

Cathy Crane called the meeting to order at 3:00pm and asked Andrea derKinderen to conduct a roll call.

**2. Approval of Agenda**

Addition of a verbal report by the Chief of Staff.

MOTION

MOVED by Sally Martyn, SECONDED by Dan Ross, that the Board of Directors approve the agenda as amended.

CARRIED

**3. Declaration of Conflicts of Interest**

None declared.

**4. Approval of Draft Minutes of Prior Meetings**

The April 8, 2020 Board of Directors Draft Meeting Minutes were pre-circulated with the Board package for review.

## MOTION

MOVED by Meaghan Vreman, SECONDED by Richard Hodgkinson, that the Board of Directors approve the April 8, 2020 Board of Directors Draft Meeting Minutes.

CARRIED

**5. By-law Amendments****5.1 Break Period for Director Reappointment – Section 4.03**

Robert Biron stated that there were three amendments requiring revisions.

The break period for director reappointment was discussed. A change is being recommended from the Governance Committee to allow for a one-year break period (instead of three years) after a Director has reached the nine-year term limit. This would allow that Director to return to the Board for another term of no more than three years. The draft wording in the section required the addition of the word “term” as follows “...for an additional *term* but no more than three (3) years.”

**5.2 Business at Annual Meetings – Section 3.08**

Removal of two reports at Annual General Meeting of the Board of Directors, specifically the report of the Chief of Staff and the report of the Governance Committee.

**5.3 Establishment of Departments for MAC – Section 18.01**

Addition to the “Establishment of the Departments” section to include the Department of Infectious Diseases on the Medical Advisory Committee to respond to the current pandemic environment.

## MOTION

MOVED by Cathie Auger, SECONDED by Rick Robertson, that the Board of Directors approve the draft By-law Amendments as amended and listed below:

- Break Period for Director Reappointment – Section 4.03
- Business at Annual Meetings – Section 3.08
- Establishment of Departments for MAC – Section 18.01

CARRIED

**6. Governance Policy Manual Amendments****6.1 Policy 2.4 - Human Resources Committee Charter**

Changing of the language used concerning the development of annual ‘priorities’ set by the Chief Executive Officer and the Chief of Staff to distinguish them from strategic objectives.

**6.2 Policy 4.4 - Chief Executive Performance Evaluation and Compensation**

Changing of the language used to remove “goals” and replace with “priorities” as noted in item 6.1 above

**6.3 Policy 4.7 - Chief of Staff Performance Evaluation and Compensation**

Changing of the language used to remove “goals” and replace with “priorities” as noted in item 6.1 above.

- 6.4** *Policy 4.11 - Conflict of Interest Policy – Schedule A*  
Change to remove the date of April 30 each year as the date for annual declarations and instead replace with statement that says “Annually, on a prescribed date set by the Board’s Secretary (the Chief Executive Officer), each Board Member...”  
This allows for more continuity with the Board annual cycle, which runs from July to June.

- 6.5** Revisions and Updates (last page)  
This is a new section used to record the dates of review (on a three-year cycle) and revision of the Governance Policy Manual.

MOTION

MOVED by Richard Hodgkinson, SECONDED by Rick Robertson, that the Board of Directors approve the draft Governance Policy Manual amendments as presented and listed below:

- *Policy 2.4 - Human Resources Committee Charter*
- *Policy 4.4 - Chief Executive Performance Evaluation and Compensation*
- *Policy 4.7 - Chief of Staff Performance Evaluation and Compensation*
- *Policy 4.11 - Conflict of Interest Policy – Schedule A*
- Revisions and Updates (last page)

CARRIED

**7. Officer Reports**

There were no written Officer reports circulated for May 2020.

Dr. Waleed Chehadi, Chief of Staff provided a verbal report. In the verbal report, Dr. Chehadi highlighted that the Department of Psychiatry has recruited two additional psychiatrists.

Dr. Chehadi also noted that at the June 3, 2020 Board meeting, recommendations will be brought forward to the Board for new Department Chiefs for both Pathology and Emergency Departments. Dr. Chehadi stated that the current Chiefs remained in their roles longer than anticipated in order to support the COVID-19 pandemic preparations.

**8. Correspondence / Information**

- 8.1** None.

**9. In-Camera Meeting**

- 9.1** Move to In-Camera

MOTION

MOVED by Rick Robertson, SECONDED by Dan Ross, that the meeting of the Board of Directors move to the in-camera portion of the meeting.

CARRIED

Having completed the In-Camera meeting, the meeting resumed in the open session.

**10. Termination of Meeting**

MOTION

MOVED by Rick Robertson, SECONDED by Richard Hodgkinson, that the Board of Directors terminate the meeting.

CARRIED