

**St. Thomas Elgin General Hospital  
Board of Governors Minutes  
Wednesday, May 30, 2018 - Hospital Board Room  
1500hrs to 1730hrs**

2017-2018	June	Sep	Nov	Jan	Feb	Mar	April	May	June
C. Crane (Chair)	✓	✓	✓	✓	✓	✓	✓	✓	
D. Hennessey (Vice Chair)	✓	✓	✓	✓	✓	✓	✓	✓	
M. Taylor	✓	✓	NA	✓	✓	✓	✓	✓	
R. Robertson	NA	✓	NA	NA	NA	✓	✓	✓	
S. DiMeo	✓	NA	✓	✓	✓	✓	✓	✓	
S. Martyn	✓	✓	✓	✓	✓	✓	✓	✓	
P. Williams	✓	✓	✓	✓	✓	✓	✓	✓	
B. Orr	NA	✓	✓	✓	NA	✓	✓	✓	
P. vanderWesten	✓	NA	✓	✓	✓	✓	✓	✓	
D. Ross								✓	
Dr. Chehadi	✓	✓	✓	✓	NA	✓	✓	✓	
Dr. Mills	✓	NA	✓	✓	✓	NA	✓	✓	
P. Andros	NA	NA	✓	✓	✓	✓	✓	✓	
R. Biron								✓	
K. Davies	✓	✓	✓	✓	✓	✓	✓	✓	
M. Stewart	✓	NA	✓	✓	✓	✓	✓	✓	
T. Sheldon	✓	✓	✓	✓	NA	✓	✓	✓	
Fiona Hill-Hindrichs	NA	NA	NA	NA	✓	✓	✓	✓	
Paul Jenkins								✓	

<b>Agenda Items</b>	<b>Action</b>
<b>1. Lean Huddle (15 minutes)</b>	
<b>2. Meeting was called to order at 3:15pm by Board Chair, Cathy Crane.</b>	
<b>3. Welcome President &amp; CEO, Robert Biron Welcome New Board Member Dan Ross</b>	
<b>4. Declaration of Conflicts</b>	
<b>5. MOTION</b> That members of the Board of Governors approve the consent agenda. <b>CARRIED</b> <b>RESOLUTION 18-43</b>	
<b>6. MOTION</b> That members of the Board of Governors approve the agenda. <b>CARRIED</b> <b>RESOLUTION 18-44</b>	
<b>7. Business Arising from Minutes (Not Otherwise Covered On Agenda) None.</b>	

**8. Board Director Liability - Presentation by Michael Watts, OSLER****Matters for Decision****9.1 Governance Committee - HR Committee Update****MOTION**

That the Board of Governors create a Human Resources Committee, formerly the Executive Compensation Committee, and this committee be a standing committee of the Board of Governors.

**CARRIED**

RESOLUTION 18-45

**MOTION**

That the Board of Governors approve the revised Terms of Reference for the Human Resources Committee as further amended on May 30, 2018.

**CARRIED**

RESOLUTION 18-46

**9.2 Governance Committee - Board Meeting Evaluation****Survey****MOTION**

That the Board of Governors, eliminate the monthly meeting evaluation survey, and instead the Chair shall facilitate a discussion to obtain feedback about the meeting through the "Board Without Management" agenda item. In addition, the Board shall continue to utilize the Governance Centre of Excellence Survey on an annual basis.

**CARRIED**

RESOLUTION 18-47

**9.3 Audit Committee - Annual Audited Financial Statements 2017/18****MOTION**

That members of the Board of Governors approve the Annual Audited Financial Statements for 2017-2018 and present them to the members at the Annual General Meeting in June 2018.

**CARRIED**

RESOLUTION 18-48

**9.4 Audit Committee – Whistleblower Policy****MOTION**

That members of the Board of Governors approve the Whistleblower Policy.

**CARRIED**

RESOLUTION 18-49

**9.5 Audit committee – Access to Healthcare Policy****MOTION**

That members of the Board of Governors approve the Access to Healthcare Policy.

**CARRIED**

RESOLUTION 18-50

**9.6 BPSAA Attestation****MOTION**

That members of the Board of Governors approve the Annual Attestation for the applicable period April 1, 2017 to March 31, 2018.



CARRIED  
RESOLUTION 18-51

### 9.7 Board of Governors – By-Law & Board Policy Manual

#### MOTION

The Board of Governors through the Governance Committee, supported by legal counsel, proceed with drafting a new Administrative By-law to reflect best governance practices for Ontario public hospitals to be presented to the Board of Governors for review and approval at the June 27, 2018 Annual General Meeting.

CARRIED  
RESOLUTION 18-52

#### MOTION

In the event of approval of the new Administrative By-law at the Annual General Meeting that the Governance Committee (or a sub-group of the Board at the discretion of the Board Chair) draft a new Governance Policy Manual to reflect the new Administrative By-law and best governance practices for Ontario public hospitals to be presented to the Board for review and approval at the September 2018 Board meeting.

CARRIED  
RESOLUTION 18-53

## 10. Matters for Information / Discussion

### 10.1 Board Chair Report

- This was the first monthly report provided to members on behalf of the Board Chair.
- Report will continue to be included in the Board package moving forward.
- Report was well accepted by all members.

### 10.2 CEO Report

- Robert Biron, new President & CEO provided his first monthly report.
- Monthly written reports will be included in the Board package. Only a brief verbal overview will be provided by the CEO, with an opportunity for the Board members to query items from the report.

### 10.3 Board Policy Self-Monitoring

GP15 Handling of Operational Complaints

GP16 Special Rules of Order

GP17 Closed and In-Camera Minutes

GP18 Requests for Presentations to Board

- No changes or issues with following these policies were suggested by members.

## 11. Other Business

- None

## 12. In-Camera Meeting

#### MOTION

That members of the Board of Governors move to the in-camera portion of the meeting.

CARRIED  
RESOLUTION 18-54

**MOTION**

That members of the Board of Governors move out of the in-camera portion of the meeting.

CARRIED

RESOLUTION 18-55

**13. Termination****MOTION**

That members of the Board of Governors terminate the meeting.

CARRIED

RESOLUTION 18-56

**NOTE:** The next meeting of the Board of Governors will take place on Wednesday, June 27, 2018.

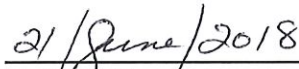
Annual General Meeting 3:00pm

Special Meeting of the Board 3:15pm

Board of Governors Meeting 3:30pm



Cathy Crane, Chair, Board of Governors



Date (dd/mmm/yyyy)