

**WATERLOO WELLINGTON BOARD OF DIRECTORS**  
**February 2011 Board Meeting**

<b>DATE/ TIME</b>	Wednesday, February 23, 2011 5 – 8 p.m.		<b>LOCATION</b>	WWCCAC Board Room, 450 Speedvale Ave., West, Suite 201, Guelph, ON
<b>CHAIR</b>	Marshall Draper		<b>RECORDER</b>	Helene Ireton
<b>PRESENT</b>	Marshall Draper, Chair John Lewington, Vice Chair Richard Emrich, Treasurer Kris Bailey, Director Michael Delisle, Director John Enns, Past Chair Lori Trumper, Director Djurdjica Halgasev, Director		Kevin Mercer, CEO Inta Bregzis, Senior Director, Planning & Performance Management Gloria Cardoso, Senior Director, Planning, Communications & Community Engagement Jim Dalgliesh, Senior Director Corporate Services Barbara McKay, Senior Director, Client Services Helene Ireton, Executive Assistant; Fieny Anger, Senior Secretary to the CEO; Dale Hanke, CUPE; and Colin Weiss, IS Technician.	
<b>REGRETS</b>	Benjamin Gottlieb, Director; Larry Kron, Director			
<b>No</b>	<b>ITEM</b>	<b>COMMENTS</b>		<b>RESPONSIBILITY &amp; FOLLOW- UP</b>
1.0	Call to Order and Welcome	Marshall Draper, Chair, called the meeting to order at 5 p.m.		
1.1	Declaration of Conflict	No conflict was declared.		
1.2	Agenda	<b>It was moved by Lori Trumper and seconded by Richard Emrich that the agenda be approved as distributed. Carried.</b>		
2.0	Consent Agenda	Items of business on the Consent Agenda were: <ul style="list-style-type: none"> <li>• January 26, 2011 board minutes for approval</li> <li>• Balanced Score Card</li> <li>• Report of the Chair</li> <li>• Report of the CEO</li> <li>• Correspondence -</li> </ul>		

		<p>(a) letter from WWLHIN base allocation funding 2010-11  (b) Congratulatory letter from Accreditation Canada re: 2010 Healthy Workplace Gold Award from the Region of Waterloo Public Health Unit</p> <p>There was no request to remove any item from the consent agenda.</p> <p><b>It was moved by John Enns and seconded by Kris Bailey to approve the items on the consent agenda.  Carried</b></p>	
	Refreshment Break	It was agreed to move the refreshment break to follow the public meeting, immediately before going in to in-camera session for this meeting and on an ongoing basis	
3.0	OTHER REPORTS		
3.1	Engagement and Next Steps	<p>Gloria Cardoso provided a PowerPoint presentation (filed with these minutes). Questions and discussion included –</p> <ul style="list-style-type: none"> <li>• What is the purpose of <i>engagement</i>? Do we have a common understanding of “<i>engagement</i>”? What are the metrics and are they prescribed by Ministry? -</li> <li>• Noted discussion - alignment with dialogue now occurring between government and LHINS; Ombudsman Report; also noted the M-SAA as it relates to <i>engagement</i> – more discussion about decision making and bringing the community to the table. Reference to Bill 46 as a guideline; recently LHINC released a toolbox re: community engagement – writing on the wall that LHINS will be requesting <i>engagement</i> from service providers.</li> <li>• Metrics have not been prescribed by government – therefore, opportunity for WWCCAC to define and develop, influence and lead.</li> <li>• It was noted that we are talking about <i>system leadership</i> – more than <i>community engagement</i>.</li> <li>• Question and discussion about open leadership and</li> </ul>	

		<p>practicality for WWCCAC as system leaders. There was discussion about how WWCCAC is very well positioned to provide system leadership.</p> <ul style="list-style-type: none"> <li>• There was discussion about the role of the board and how it is moving along a continuum from a traditional role towards being ambassadors - especially significant change in the level of opportunities that existed for the OIC-appointed board to the now community board – challenge for board to define its role. Discussion ensued whether the board members feel they have the depth of understanding needed to represent the Corporation as ambassadors – members would like to be ambassadors, but feel they need training. Board members were assured that they would be provided with facts and paired with members of senior staff who would accompany board members to planned events to support and assist.</li> </ul> <p>The board was asked if it endorses the proposed approach, and board members suggested that the board focus group should be inclusive for the whole board if all board members would like to participate.</p> <p><b>It was moved by Richard Emrich and seconded by Kris Bailey that the Board adopt the recommended next steps to advance the Board’s role specific to the Communication and Engagement Strategy, as outlined in the Report and Presentation by the Senior Director, Planning, Communication and Community Engagement.</b></p> <p style="text-align: right;"><b>Carried.</b></p>	
3.2	Governance Committee Report	<p>Kris Bailey reported that –</p> <ul style="list-style-type: none"> <li>• four board directors are eligible to serve a second term of three years and all have agreed to continue – Michael Delisle, Richard Emrich, Larry Kron, Lori Trumper.</li> <li>• There are currently two vacancies – resignations of Morris Twist and Pat Henderson; and</li> <li>• Two current board members have indicated they will leave the</li> </ul>	

		<p>board after the June AGM – Ben Gottlieb and Kris Bailey.</p> <ul style="list-style-type: none"> <li>• Audit Committee and Finance Committee Chairs each requested two community non-director members to serve on their respective Committees. Noted that the Audit Committee had requested that the community non-director members have accounting/auditing backgrounds.</li> <li>• As a result of the above, there are openings for 4 new board members and 4 community non-directors to serve on the Finance and Audit Committees – total of 8 individuals to be recruited.</li> </ul> <p><b>It was moved by Kris Bailey and seconded by John Enns to strike a Nominating Committee to work with Kevin to recruit new board members.</b></p> <p style="text-align: right;"><b>Carried.</b></p> <p>Kris reported that the knowledge and skills needed include <b>health care, governance, labour, communications and social services.</b></p> <p>Kris also noted that the newspaper ad needs to be fashioned differently from previous iteration to better indicate the size, scope of the organization and geographic area served. It was noted that advertising is required for transparency, but board members are also encouraged to approach and encourage potential candidates to apply. It was agreed there needs to be a balance between skill base and geographic location. Ads will go in a minimum of three local newspapers.</p> <p><u>Education</u> Kris also reported that Grand River Hospital will be hosting an ethical decision making conference on 5<sup>th</sup> May at 4 p.m.</p>	<p><b>John Enns, John Lewington, Michael Delisle volunteered to work with Marshall Draper and Kevin Mercer to recruit 4 new board directors and 4 community non-director committee members.</b></p> <p>John Enns will confirm with GRH that an invitation will be opened to the WWCCAC board</p>
3.3	Rural Health Care of	Kevin drew the board’s attention to the Rural Health Care of Tomorrow Network’s invitation in the board package to the board	Marshall Draper, Richard Emrich, Djurdjica Halgasev and Larry Kron

	Tomorrow	members and senior staff of its membership to a workshop on March 24, 2011, from 6:00 to 9:00 p.m. at St. John's Parish Centre in Arthur.	volunteered to attend the Rural Health Care of Tomorrow workshop on 24 <sup>th</sup> March in Arthur.
4.0	<b>OTHER BUSINESS</b>		
4.1	WWCCAC June Board Meeting and AGM	It had been noted that the fourth Wednesday of June, our usual scheduled board meeting date, falls within the 2011 OACCAC Annual AGM and Conference timeframe. Dates were reviewed and it was agreed the <b>June meeting of the Board and Annual General Meeting of the Members will be scheduled on Wednesday, June 15, 2011.</b>	Further planning is required re: format of meeting and site.
5.0	Next Meeting: Scheduled for <b>Wednesday, March 23, 2011</b> , at 5 o'clock, in the WWCCAC Guelph board room.		
6.0	Meeting Evaluation – Summary of the meeting evaluations will be filed with the board package.		
7.0	Adjournment to in-camera session	<p><b>It was moved by Richard Emrich and seconded by Lori Trumper at 6 p.m., that the meeting be adjourned to an in-camera session following a refreshment break .</b></p> <p style="text-align: right;"><b>Carried.</b></p> <p>The corporate initiatives and budget scenarios for fiscal 2011/12 and 2012/13 were presented to the board during the in-camera session.</p> <p><b>It was moved by Richard Emrich and seconded by John Lewington that the Board of Directors approve the budget requests for submission to the Waterloo Wellington Local Health Integration Network.</b></p> <p style="text-align: right;"><b>Carried.</b></p>	
8.0	Adjournment	There being no further business to discuss the meeting was adjourned, moved by John Lewington and seconded by Lori Trumper.	

## **APPROVAL OF MINUTES**

On a motion duly made, seconded and carried unanimously, the above-noted minutes were approved.

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**Marshall Draper, Chair**

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**Kevin Mercer, Secretary of the Board & CEO**

**Date: March 23, 2011**