

**WATERLOO WELLINGTON BOARD OF DIRECTORS  
May 2012 Public Board Meeting**

<b>DATE/ TIME</b>	Wednesday, May 23, 2012, at 6:30 p.m.		<b>LOCATION</b>	WWCCAC Guelph Office, 450 Speedvale Ave., W., Guelph, ON – Board Room
<b>CHAIR</b>	Michael Delisle		<b>RECORDER</b>	Helene Ireton
<b>PRESENT</b>	Michael Delisle, Vice Chair Brian Cowan, Board Director Richard Emrich, Treasurer Susan Elliott, Board Director John Enns, Board Director Djurdjica Halgasev, Board Director Susan Horton, Board Director Larry Kron, Board Director John Lewington, Board Director Lori Trumper, Board Director Bryce Walker, Board Director		Kevin Mercer, Secretary to the Board & CEO of the Corporation Inta Bregzis, Senior Director, Performance Management & Accountability Gloria Cardoso, Senior Director, Planning, Communications & Community Engagement Jim Dalgliesh, Senior Director, Corporate Services Kelly Smith, Senior Director, HR & Organizational Development Dana Khan, Senior Manager, Client Services Helene Ireton, Executive Assistant Fieny Anger, Executive Secretary	
<b>REGRETS</b>	Marshall Draper, Chair			
<b>No</b>	<b>ITEM</b>	<b>COMMENTS</b>		<b>RESPONSIBILITY &amp; FOLLOW-UP</b>
1.0	CALL TO ORDER	Michael Draper, Vice Chair, took the Chair and called the public meeting of the board to order at 6:30 p.m.		
1.1	Declaration of Conflict	No conflict was declared.		
1.2	Agenda	<b>It was moved by Lori Trumper, seconded by Susan Elliott that the agenda be approved with the addition of Item No. 6.1 – Declaration of Compliance. Carried.</b>		
1.3	Report from In-Camera Meeting	Immediately prior to the public meeting, the Board met in-camera where there was discussion of topics related to <ul style="list-style-type: none"> <li>• OACCAC – CCAC Memorandum of Understanding</li> <li>• Non Union Compensation</li> <li>• the Organizational Review.</li> </ul>		

2.0	Presentation – Integrated Assisted Living Program (IALP)	<p>Dana Khan provided a PowerPoint presentation giving high level information about the history of the program, understanding about how the program works including statistical information and outcomes. The presentation is filed with the minutes of the meeting.</p> <p>Dana responded to questions about how changes to the scope of practice for the PSW role is vetted and sanctioned; received comments on the importance of keeping this program going, with reference to the dropped funding for the Parish Nurse program; and the suggestion that an assessment of the characteristic of the different neighbor hoods be done. In response to a question about whether this Program is being highlighted in the media, Dana invited board members to attend the IALP conference at the end of June which will be much more detailed in scope. She also noted that there will be a presentation about IALP at the Conference.</p>	
3.0	Consent Agenda	<p>The following items were presented on the Consent Agenda:</p> <ul style="list-style-type: none"> <li>3.1 <i>Board Committee Reports</i></li> <li>3.2 <i>Approval of Previous Board Minutes</i></li> <li>3.3 <i>Report of the Chair</i></li> <li>3.4 <i>Report of the CEO</i></li> <li>3.5 <i>Q4 Balanced Score Card Report</i></li> <li>3.6 <i>Q4 2011-12 Operating Plan</i></li> </ul> <p>The items from the Consent Agenda were opened for discussion.</p> <p><b>3.2 Board Minutes:</b></p> <p>Larry Kron requested that that the reason for the one-year extension to the BDO contract be provided in the minutes.</p> <p>It was noted the date in Section 5.2 should read <i>2013-2014</i>, not <i>2013-13</i>.</p> <p><b>3.4 Report of the CEO:</b></p> <p>There was a query about the risk associated with Exceleated Response. Kevin Mercer reported on a meeting with John Ruetz and stated there may be a more formal meeting with documentation. Kevin felt there is about a 70 percent chance of hitting the target.</p> <p>It was requested that the Enterprise Risk Assessment Report also be forwarded to the Audit Committee.</p>	<p>April Board Minutes to be revised.</p> <p>Enterprise Risk Assessment Report also to be forwarded to the Audit Committee before going to the Board.</p>

	<p><b>3.5 Balanced Score Card:</b></p> <p>It was noted that the Compliance Declaration is specific to the components stated in Appendix G.</p> <p><b>5.6 Q4 2011-12 Operating Plan Quarterly Report</b></p> <p>There were questions about the colour coding used in some instances and there was discussion to clarify if it is a matter of picking the right color or a need for more explanation – i.e., some of the items were discretionary or part of larger objectives with work still in progress. It was questioned why dates were extended and green coding used on some targets that appeared to not be on track as originally set. It was noted that the board does not understand the implications on a miss and what mitigation strategies are in place.</p> <p><b>It was moved by John Lewington and seconded by Susan Horton that the items on the Consent Agenda be accepted as discussed. Carried.</b></p> <p><b>3.1 Board Committee Reports</b></p> <p><u>Finance Committee</u> Richard Emrich reported on a presentation of Wound Care at a recent committee meeting.</p> <p><u>Governance Committee</u> Brian Cowan reported on the work of the committee regarding the development of a Community Engagement Committee, review of the board evaluation surveys, and the recommendations to the board for nominations of 2012-13 Officers, Committee Chairs and Committee members as described in his Report to the Board. (One correction was noted: the community member for the Client Services &amp; Quality Committee is Elizabeth Pringle, not Susan.</p> <p><b>It was moved by John Enns and seconded by Susan Horton that the Nominations Report be accepted. Carried.</b></p> <p><u>Audit Committee</u> Larry Kron referenced discussion at the April meeting about selection of Auditors for 2012-13 and reported that the fee increase for the current Auditor was deemed reasonable and therefore</p>	<p>It was requested that more detail be presented in the comments section of the Balanced Score Card Report to explain items that are below target, including explanation of repercussions and mitigation strategies.</p> <p>Board requires more explanation in the Operating Plan Quarterly Report, especially regarding revised or missed targets, implications and mitigation strategies.</p> <p>On behalf of the Governance Committee, Brian Cowan advised that there should be a written report in every board package from every Chair of every Committee.</p>
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4.0	STANDING REPORTS		
4.1.1	Community Engagement Report	<p>There was no new business to report. It was noted the stakeholder analysis is underway and a road map will be brought to a future Governance Committee meeting.</p>	
5.0	BUSINESS		
5.1	2011-12 Auditor's Report	<p>Larry Kron drew the board members' attention to the draft audited financial statements and auditor's report included in the AGM packages distributed at this meeting. Larry reported on a meeting of the Auditor with the Audit Committee earlier this date and noted that an unqualified audit report had been issued.</p> <p>There was discussion and explanation about the monies returned to the WWLHIN.</p> <p>There was discussion about the timing of the provision of the Auditor's Report and Audited Financial Statements. Concern was expressed that there may not be sufficient time to address questions before the AGM and more time was requested in future. It was noted that the Report only became available this same date. The board received the Report this date by virtue of the fact that the AGM Notice packages were distributed this date. It was noted that the Board is not being asked to adopt the Report until June 13<sup>th</sup> and so board members have that time to familiarize themselves with the Auditor's Report. It was also noted that the confidential letter was sent to the Audit Committee. It is not for public consumption and had been circulated to board members at the meeting as a courtesy FYI, only.</p>	<p>It was requested that budget forecasting be brought forward on a future agenda.</p>

5.2	Report on Health System Funding Reform	<p>Jim Dalgliesh highlighted the key points of the report submitted in the board package by Fiona Tetlow and reported on the sessions attended by staff to learn about the new funding process. Jim then explained in some depth the phasing in of the new process and some of the repercussions and risks that may result – using Hip and Knee funding as one example. Jim advised that there has been a recommendation that the OACCAC delve into the numbers collectively. It was also suggested that it is possible additional staff will be needed locally to do cost analysis. Jim noted that the system is using numbers from two years ago to inform funding for this year. There were questions and comments, such as - what will happen if some clients need more care visits than are allowed/paid for under the new system; hospitals having to work with a 0 percent increase will need to push more clients towards CCAC.</p>	<p>Board requested that data be requested from the hospitals in order to help CCAC assess and plan for impact on the CCAC.</p> <p>System Funding Reform to be brought forward on a future agenda with the budget discussion.</p>
5.3	Health Council of Canada Report on Seniors	<p>Inta Bregzis gave a brief synopsis of the report as provided in the board package. It was suggested that the board might like to consider inviting a presentation by Dr. John Hirdes at some point. It was thought this might be a good community engagement opportunity to share good information. Susan Elliott spoke highly of Dr. Hirdes work and suggested holding the presentation at the University of Waterloo.</p>	<p>Board members expressed interest in inviting Dr. John Hirdes to present to the board as a community engagement session and were pleased to accept Dr. Elliott's offer of hosting the presentation at the University.</p>
6.0	OTHER BUSINESS		
6.1	Declaration of Compliance	<p>Jim Dalgliesh provided a briefing note explaining the M-SAA requirement for a Declaration of Compliance by the Board Chair midway through the fiscal year on the items noted on the Declaration of Compliance form.</p> <p style="text-align: center;"><b>It was moved by Susan Elliott and seconded by Richard Emrich that the Board of Directors authorize the Board Chair to sign the Declaration of Compliance on behalf of the Corporation.</b></p> <p style="text-align: right;"><b>Carried.</b></p>	
6.2	Meeting Evaluations	<p>Brian Cowan requested that at least once per year Board members complete the meeting evaluation for each committee they serve on, as well as for the board meetings.</p>	<p>Helene to work with Nadine Bell to set up an electronic meeting evaluation form (Zoomerang) and provide the link to board members. Board members to complete the meeting evaluation for board meetings and the committee(s) each serves on within seven days.</p>

7.0	<b>NEXT MEETING</b>	<p><b>Holiday Inn Guelph, 601 Scottsdale Drive, Guelph, ON N1G 3E7, on Wednesday, June 13, 2012, at 2 o'clock, in the Galt Room.</b></p> <p>2:00 p.m. Board meeting in Galt Room</p> <p>4:15–4:45 p.m. Supper break (This includes support staff who are setting up the large AGM room, manning registration tables, etc., as well as board directors and senior staff.)</p> <p>4:45–5:45 p.m. Resume board meeting at call of the Chair.</p> <p>6:00-6:45 p.m. AGM business meetings in the Oakwood Ballroom</p> <p>6:45-7:00 p.m. Break</p> <p>7:00-8:00 p.m. Speaker, Dr. Wayne Taylor</p> <p>8:00-8:15 p.m. Closing remarks and adjournment</p>	
5.0	Adjournment	The meeting adjourned at approximately 8:10 p.m., moved by Susan Elliott, seconded by Richard Emrich.	

**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: \_\_\_\_\_