

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

<b>DATE/ TIME</b>	Wednesday, November 28, 2012, at 4:30 p.m.		<b>LOCATION</b>	WWCCAC Waterloo Office, 141 Weber St. S., Room 108-109
<b>CHAIR</b>	Michael Delisle		<b>RECORDER</b>	Helene Ireton
<b>PRESENT</b>	Brenda Flaherty, Supervisor Michael Delisle, Chair Brian Cowan, Vice Chair Larry Kron, Treasurer Ed Arbuckle, Board Director Richard Emrich, Board Director John Enns, Board Director Djurdjica Halgasev, Board Director John Lewington, Board Director Glenn Roach, Board Director Lori Trumper, Board Director Barry Monaghan, Interim 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 Barbara McKay, Senior Director, Client Services Kelly Smith, Senior Director, HR & Organizational Development Leah Gibson, Director, Excelerated Response Helene Ireton, Executive Assistant Fieny Anger, Executive Secretary Barbara Headly Johanna Weidner, Waterloo Region Record David & Susan Williams, and other members of the general public	
<b>REGRETS</b>	None			
<b>No</b>	<b>ITEM</b>	<b>COMMENTS</b>		<b>RESPONSIBILITY &amp; FOLLOW-UP</b>
1.0	CALL TO ORDER	Michael Delisle, Chair, called the public meeting of the board to order at 4:30 p.m., welcoming staff and guests from the general public. Board members and senior leadership staff introduced themselves.		
1.1	Declaration of Conflict	No conflict was declared.		
1.2	Agenda	<b>It was moved by John Enns, seconded by John Lewington that the agenda be approved. Carried.</b>		

2.0	Consent Agenda	<p>The following items were presented on the Consent Agenda:</p> <p>3.1 <i>Approval of Previous Board Minutes</i></p> <p>3.2 <i>Report of the CEO</i></p> <p><b>It was moved by Lori Trumper and seconded by Brian Cowan that the items on the Consent agenda be approved as presented. Carried.</b></p>	
3.0	BUSINESS		
3.1	Report of the Supervisor	<p>Brenda Flaherty, Supervisor, reported on the Board's October 2012 Retreat, relating the objectives of the retreat.</p> <ul style="list-style-type: none"> <li>• To set the stage for Governance Renewal and an Organizational Strategy Refresh; and to establish a process to mobilize this important work</li> <li>• To begin the exploration of a High Performing Board (e.g., characteristics and culture) and to initiate a discussion on the Board's progress in its journey</li> <li>• To develop an awareness of the current landscape</li> <li>• To hear first-hand WWLHIN successes and challenges designing the Waterloo Wellington System Strategy; and</li> <li>• Explore governance and leadership integration successes in Waterloo Wellington,</li> </ul> <p>Brenda reported that the board committed to an intensive, facilitated governance renewal process, led by Vice Chair, Brian Cowan, and to a strategy refresh, led by Chair, Michael Delisle.</p>	
3.2.	Report re: Media Clause in CCAC/Service Provider Contracts.	<p>Board Chair Michael Delisle presented the following report:</p> <p>"Tonight I wish to provide you with our Board's report on our deliberations on a public member's request to remove the media clause from WWCCAC Service Agreements with Contracted Service Providers.</p> <p>This report will provide a summary of the review process leading to the Board's decision, and the Board's decision.</p> <p>Board deliberations</p> <p>The Board thoroughly reviewed the above points laid out in the public member's submission. In order to ensure a thoughtful deliberation, the</p>	

		<p>Board sought expert opinions on this matter including from a bioethicist, privacy officer, and legal advice. Our Board continues to be committed to open and transparent decision making.</p> <p>Deliberation Process:</p> <p>The WWCCAC Board conducted a thorough review of the public member's request. The Board was provided with the expert opinions. The Board then deliberated in-camera, which is permitted by the Corporations Act allowing in-camera discussion specific to matters dealing with contracts and matters of potential litigation. Each Board member reviewed the public member's submission and the advice provided by the experts.</p> <p>RESOLUTION:</p> <p>That the WWCCAC Board of Directors unanimously agreed to maintain the media clause outlined in the existing contract template for contracted service providers."</p>	
3.3	Board Committee Reports		
3.3.1	Finance Committee	<p>At its October 24, 2012 meeting the Finance Committee received presentations providing updates on -</p> <ul style="list-style-type: none"> <li>• the Home Independence Program and on the Wound Care supply costs project, presented by the Director of the Excelerated Response Team</li> <li>• Information Technology initiatives at the local and provincial levels, presented by the Senior Manager, Information Technology</li> <li>• September 2012 Financial Report by Senior Director, Corporate Services</li> <li>• Board policies related to Financial Viability were reviewed and no changes were recommended.</li> </ul>	
3.3.2	Audit Committee	<p>At its meeting of November 26, 2012, the Audit committee reviewed the following:</p> <ul style="list-style-type: none"> <li>• Audit Committee's Work Plan</li> <li>• Processes to manage CCAC assets</li> <li>• Audit Committee's Committee Terms of Reference</li> <li>• Status of litigation matters</li> </ul>	

3.3.3	Client Services & Quality Committee	At its July 2012 meeting, the Client Services & Quality Committee reviewed the recommendations put forth in the WWLHIN Organizational Review re: Embedding Quality in Board Meetings. Recommendations / actions were developed, and were reviewed and endorsed by the board of directors.	
7.0	Evaluation	The Chair drew attention to the Meeting Evaluations in the board package.	
8.0	Next Meeting	The next public meeting of the Board is scheduled for January 23, 2012, from 4:30 to 6:30 p.m. in the WWCCAC Guelph office, at 450 Speedvale Ave., West, Guelph.	
5.0	Adjournment	The meeting adjourned at approximately 4:50 p.m., moved by Djurdjica Halgasev, and seconded by John Enns.	

### APPROVAL OF MINUTES

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

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Michael Delisle, Chair

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Barry Monaghan, Secretary of the Board & Interim CEO

Date: \_\_\_\_\_