

**WATERLOO WELLINGTON BOARD OF DIRECTORS
APRIL 2013 Public Board Meeting**

DATE/ TIME	Wednesday, April 10, 2013, at 6 p.m.		LOCATION	WWCCAC Guelph Office, 450 Speedvale Ave., W., Guelph, ON
CHAIR	Michael Delisle		RECORDER	Helene Ireton
PRESENT	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 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 Martina Rozsa, Senior Director, Client Services Kelly Smith, Senior Director, HR & Organizational Development Fieny Anger, Executive Secretary Colin Carmichael, Manager, Communications & Public Affairs Helene Ireton, Executive Assistant <u>Guests</u> Karen Cavrag, Director, Governance Support, Grand River Hospital Jennifer Mackie, Guelph Family Team Justine Martin, Youth on Board	
REGRETS	Djurdjica Halgasev, Board Director			
No	ITEM	COMMENTS		RESPONSIBILITY & FOLLOW-UP
1.0	CALL TO ORDER	Michael Delisle, Chair, called the public meeting of the board to order at 6 p.m., welcoming staff and guests.		
1.1	Declaration of Conflict	No conflict was declared.		
1.2	Agenda	It was moved by John Lewington, seconded by Richard Emrich that the agenda be approved. Carried.		
2.1	Guelph Health Links Presentation	Barry Monaghan introduced Jennifer Mackie, Health Links Project Coordinator of the Guelph Family Health Team. Jennifer provided a presentation, "Guelph Health Link Plans." (Presentation posted with minutes.) The focus on "wrap around care" and "what matters to the individual" with the goal of meeting the needs of those who have continuing episodic events so as to reduce visits to emergency		

		departments, ambulance calls, etc., was noted. It was pointed out the MOHLTC is committed to exploring ways of identifying and removing barriers and disincentives from the system – elements which include besides health care, other determinants of health including mental health & addiction, poverty, transportation, disability issues and intersects with the justice and policing systems.	
2.2	Video – Patient Story	Gloria Cardoso introduced the client story video about a WWCCAC patient and her family.	Board members suggested adding closed captioning script because some of the conversations were difficult to hear.
3.0	Community Engagement Primer	<p>Barry Monaghan introduced the proposed Engagement Framework, noting this is a very important part of what we do and what is expected of us. The Board's roles and responsibilities for engagement were discussed. Gloria Cardoso provided a PowerPoint presentation, which is posted with the minutes.</p> <p>It was moved by John Enns, seconded by Larry Kron that the Board of Directors approves the simplified Engagement Framework and direct staff to create an annual engagement plan aligning with the refreshed strategic plan.</p> <p style="text-align: right;">Carried</p> <p>Discussion</p> <ul style="list-style-type: none"> • Engagement will be monitored by the Board as a Whole. Once a plan is in place, engagement will be reported on, on a pre-determined basis. • Engagement plan will be coordinated into the budget as part of the strategy plan. • May do an extensive review of stakeholders in about three years. Strategic planning will guide and be part of the ongoing work. Some things can be projected; some will arise. • This is a legislated obligation of every board of health care organizations under the LHINs – must become part of the DNA of the board. 	<p>It was asked if this could be a standing item for a portion of every board meeting.</p> <p>It was suggested there needs to be a Champion.</p>

4.0	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>It was moved by Brian Cowan and seconded by John Enns that the items on the Consent agenda be approved as presented. Carried.</p> <p>In follow up to a previous meeting, Kelly reported that the Health & Safety Committee has been tasked with costing defibrillators.</p>	
5.0	BUSINESS		
5.1	Governance Renewal Plan	<p>Brian Cowan brought forward the governance renewal work of the board which culminated in the Governance Renewal document, completed in February 2013.</p> <p>IT was moved by Brian Cowan, seconded by John Lewington that the Governance Review document be approved.</p> <p>Carried</p> <p>Barry Monaghan reported that the WW Hospitals and CCAC CEOs' Network was very interested in the work the WWCCAC has been doing. Board agreed that the document may be shared with other organizations.</p> <p>As part of the process, there had been discussion about the rolling together of the Finance (now Resource) Committee and the Audit Committee. This will be reviewed further by the Governance Committee.</p> <p>Brian Cowan referred to a five-week director education course by the Not-for-Profit Governance Institute. Interested board members to talk to Michael and Barry if interested. More information at https://www.notforprofitgovernanceinstitute.com/</p>	<p>Governance Committee to review rolling together of the Resource Committee and Audit Committee</p>
5.2.1	Strategic Plan Update	<p>Michael Delisle commended Gloria Cardoso's work on the strategic planning and spoke about the large amount of work that has been done to date and the need to be diligent with strategy.</p>	
5.2.2	CCAC & Community Support Sector Collaborative Planning	<p>Barry Monaghan spoke about the direction in the Province to build capacity to work with community support services (CSS) partners. He reported that WWCCAC has moved some of its low needs clients to the CSS sector and that regulatory changes will support and provide more</p>	<p>Add CCAC & CSS Collaborative Planning to ongoing board agendas.</p>

		flexibility. Barry reported work is proceeding well and this topic will continue to be on the board agenda. The plan will be presented to the LHIN by July. Martina Rozsa provided explanation about low service/low risk clients and process of working on coordination and standards of care with the CSS agencies	
5.3	Balanced Score Card	<p>The new framework was noted and it advised that there are outstanding factors that will affect the metrics used – e.g., approval of the Strategic Plan, M-SAA metrics that are still evolving; CCAC Benchmark Report is also considering another set of metrics.</p> <p>Kelly Smith responded to questions about absenteeism.</p> <p>Patient satisfaction – it was reported that the data from the new provider is being analyzed - the red coding may not be accurate. Patient Services staff is also looking at areas for improvement and there will be a follow-up report to the board in the fall.</p> <p>It was noted there is a timing issue related to funding that drives the red code – i.e., it's not clear that funding had not been received at that point; and; so, because of the nature of funding, the relevancy of the first three quarters of the balanced score card re financials is affected. More discussion about relevant metrics on the balanced scorecard for the board is needed.</p> <p>The Board liked the format of the balanced score card, but questioned the cycle time.</p>	<p>It was asked if the Balanced Scorecard could be posted on the Board extranet.</p> <p>Request for better visual clarity on Page 6.</p> <p>Request that commentary be strengthened in red areas</p>
5.4.1	Audit Committee	<p>Richard Emrich reported on behalf of the Audit Committee and brought forward the Schedule G- Declaration of Compliance for approval of the Board.</p> <p>It was moved by Larry Kron, seconded by Brian Cowan that the Board of Directors authorizes the Board Chair to sign the attached Declaration of Compliance on behalf of the corporation.</p> <p style="text-align: right;">Carried</p>	
5.4.2	Finance Committee	<p>Larry Kron reported on behalf of the Finance Committee noting his written report in the meeting package and high lighting that the there is a small overall surplus projected for fiscal 2012-13.</p> <p>It was moved by John Lewington, seconded by Richard Emrich that the Finance Committee Report be accepted.</p>	

			Carried.
5.4.3	Governance Committee	<p>Brian Cowan requested that an outstanding revision to Board Policy IV-9 (Donations), be adopted by the board.</p> <p>It was moved by Brian Cowan, seconded by Larry Kron, that revised Board Policy IV-9 be adopted.</p> <p style="text-align: right;">Carried.</p>	
5.4.4	Quality Committee	<p>Lori Trumper reported for the Quality Committee, noting that a quality education session to be led by Paula Blackstein-Hirsch will be scheduled for May or June.</p> <p>Lori also pointed out that the Quality Committee will forward risk status profiles for principle risk(s) to appropriate other Board Committees for monitoring and oversight.</p> <p>Lori reported the Quality Committee has reviewed its Terms of Reference and have proposed adding non-director members to the Committee – a care coordinator and a community support services representative.</p> <p>It was moved by Lori, seconded by Richard Emrich, that the report of the Quality Committee be accepted.</p> <p style="text-align: right;">Carried.</p>	
6.0	Other Items	<p>Youth on Board: John Enns introduced Justine Martin, a Youth on Board student whom he is sponsoring. John spoke highly of the program and recommended that WWCCAC consider sponsoring a student for next year.</p>	Sponsorship of a Youth on Board student to be added to a future Governance Committee agenda.
7.0	Evaluation	The Chair drew attention to the meeting evaluations forms in the board package.	
8.0	Next Meeting	The next public meeting of the Board is scheduled for June 5, 2013, from 6 to 9 p.m. in the WWCCAC Guelph office, at 450 Speedvale Ave., West, Guelph.	Note date change.
5.0	Conclusion	It was moved by Richard Emrich, seconded by Brian Cowan that the public meeting of the Board of Directors conclude.	

APPROVAL OF MINUTES

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

Michael Delisle, Chair

Barry Monaghan, Secretary of the Board & Interim CEO

Date: _____