

WATERLOO WELLINGTON BOARD OF DIRECTORS

MINUTES

June 25 2014 Public Board Meeting

DATE/ TIME	June 25, 2014 1 to 2 p.m.	LOCATION	Berkley Room at Bingeman's Conference Centre, 425 Bingemans Centre Drive, Kitchener, Ontario, N2B 3X7
CHAIR	Michael Delisle	RECORDER	Helene Ireton
PRESENT	<u>Board Directors</u> Michael Delisle, Chair Brian Cowan, Vice Chair Janet Huber, Board Director Patricia Kahle, Board Director Larry Kron, Board Director Glenn Roach, Board Director Lori Trumper, Board Director Gordon Milak, Secretary of the Board and CEO		<u>Staff</u> Guy Arseneau, CFO, Senior Director, Corporate Services Gloria Cardoso, Senior Director, Partnerships & Performance Andrea Martin, Senior Director, Patient Services Helene Ireton, Board Liaison Scott Hebert, Director, Quality, Risk Management and Planning <u>Board Candidates</u> Robert Dowhan Kathryn MacDonald Freeman McEwen Marsha Paley Jeff Schelling Erika Wulff Gomez <u>Guests:</u> A member of the public was also in attendance.
REGRETS	Ed Arbuckle, Treasurer		
No.	ITEM	COMMENTS	RESPONSIBILITY & FOLLOW-UP
1.0	Call to Order	The meeting was called to order by the Chair at 1 p.m. and introductions were made around the table.	
1.1	Declaration of Conflict	Based on the meeting agenda and package received by board directors, no director declared a conflict of interest under Bylaw No. 6.10-16 and Policy V-B-14.	
1.2	Approval of Agenda	IT WAS MOVED by Lori Trumper and seconded by Larry Kron that the agenda be approved as distributed/revise. <p style="text-align: right;">Carried.</p>	

2.0	CONSENT AGENDA		
	CONSENT AGENDA	<p>Items on the Consent Agenda included:</p> <p>2.10 Minutes of May 14, 2014</p> <p>2.20 Report of the CEO</p> <p>2.30 2013-2014 Measures</p> <p>2.30.1 2013-2014 PMF</p> <p>2.30.2 2013-2014 M-SAA</p> <p>2.40 2014-2015 Committee Dashboard (All)</p> <p>2.50 Revised Donations Policy IV-9</p> <p>2.60 Communication and Engagement Briefing Note</p> <p>It was moved by Brian Cowan and seconded by Patricia Kahle that the items on the Consent Agenda, be approved as presented. Carried.</p>	
3.0	BUSINESS		
3.10	Annual Report of the Quality Committee	<p>The Committee's 2013-2014 Annual Report, noting committee oversight responsibility for safe, high quality, evidenced-base care, was received by the Board in the meeting package and highlighted by the Committee chair. Key priorities, achievements and challenges were provided, including the designing of the Quality Improvement Plan (QIP), Performance Measurement Framework (PMF) and committee dashboards.</p> <p><u>2014-2015 PMF</u></p> <p>It was noted that the PMF, along with the QIP, are the board's tools for monitoring organizational performance to track progress towards achieving strategic priorities and goals outlined in the 2013-2016 strategic plan. The six measures of the PMF were presented to the Board with note that each measure aligned with one of the six strategic plan goals.</p> <p>It was moved by Patricia Kahle; seconded by Larry Kron That the Board of Directors approve the 2014-2015 Performance Measurement Framework (PMF), which had been endorsed by the Quality Committee on May 28, 2014. Carried.</p>	
3.20	Annual Report of the Audit Committee	The Committee's Annual Report was received by the Board in the meeting package, noting the Committee's oversight responsibility to ensure appropriate systems of internal controls are in place and to	

		oversee the internal and external audit process. Key priorities, achievements and challenges were provided, including the review of the audited financial statements with the auditor and board, review of internal control procedures, review of Enterprise Risk Assessment and mitigation strategies, Compliance Reporting and Control Environment Assessment and endorsement of the Committee dashboard for 2014-2015.	
3.30	Annual Report of the Resources Committee	The Committee's Annual Report was received by the Board in the meeting package, noting the Committee's oversight responsibility for efficient development and use of the CCAC's financial, human and information technology resources. Key priorities, achievements and challenges were provided, including a new report format that focused on presenting information in a manner that supports the board's outcome focused approach to providing the right care to the right people at the right time. Key priorities, achievements and challenges were provided, including balanced budget 2013-2014, implementation of a sustainable financial policy for the commencement of new fiscal year, refreshed financial report format including monthly Treasurer and CFO reports.	
3.40.1	Annual Report of the Governance Committee	The Committee's Annual Report was received by the Board in the meeting package, noting the Committee's oversight responsibility for board governance responsibilities. Key priorities, achievements and challenges were provided, including operationalizing work started during the governance renewal process, development of board and committees schedules, work plans and committee dashboards tied to committees' key oversight responsibilities, development of policy review schedule, refreshed board skills and knowledge matrix with defined skills and rating scale, development of comprehensive board recruitment package and orientation package, development of board directors' 360 survey and self-assessment tool, successful recruitment of six new board directors for 2014-15.	
3.40.2	Evaluation of Board to Board Event	A report of the Board to Board Conversation on Health Links hosted by the CCAC in May 2014 and attended by representatives from Family Health Teams, Community Health Centre, OMA, Community Support Services, Mental Health and Addiction services and hospitals was received by the Board in the meeting package. Highlights of the learning and themes from the generative discussions were noted and results of an online evaluation survey were reported. It was noted participants would like a follow-up session within a year to look at the impact of Health Links on the care experience for those with high	

Waterloo Wellington Community Care Access Centre, Minutes of the public meeting of the Board, 2014-06-25

		needs.	
3.50	Annual Report of the Executive Committee	The Committee's Annual Report was received by the Board in the meeting package, noting the formalization of the Executive Committee meetings, the improved relationship with the LHIN, the committee's oversight responsibility for decision-making between board meetings and maintaining a process to oversee the performance and compensation of the CEO. Highlights of the Committee's work was reported including support of the on-boarding of the new CEO, the development of his performance plan, and an evaluation of the CEO's 2013-2014 performance. The Committee also worked with the board's provincial counterparts to increase transparency including the posting of the third party framework used to establish and maintain CEO compensation, the CEO contract and board and executive expenses commencing in 2014-2015.	
4.0	OTHER ITEMS		
5.0	Evaluation	Directors were reminded to fill in the meeting evaluation form that is posted on Directors Desk.	
6.0	Conclusion	It was moved by Lori Trumper and seconded by Larry Kron that the meeting be adjourned. Carried. The public meeting of the board concluded at 1:30 p.m.	

APPROVAL OF MINUTES

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

Michael Delisle, Chair

Gordon Milak, CEO

Date: _____