

Board of Directors Meeting Minutes June 20, 2014

Directors Present:

Bill Yetman, Chair
Myra Libenson
Manuel Pedrosa

Gina deVeaux
Shannon MacDonald
Paul Sudarsan

Laurie Hicks
Christopher Neuman
Natasha vandenHoven

Staff Present:

Stacey Daub, Chief Executive Officer
Dipti Purbhoo, Sr. Director, Client Services
Anne Wojtak, Sr. Director, PMA

Dennis Fong, Sr. Director, HROD
Bill Tottle, Sr. Director, Corp Services
Azalea Angeles, Executive Assistant

Guests:

Brad Quinn, tng
Joe McReynolds, tng
John Magill, tng

1.0 PRELIMINARY ITEMS

1.1 Call to Order

With confirmation of the presence of a quorum, the meeting was called to order.

1.2 Chair's Remarks

The Chair welcomed all board members, members of management and guests.

1.3 Approval of Agenda

The agenda was approved as circulated (Pedrosa/MacDonald)

1.4 Disclosure of Conflict of Interest

There was no conflict of interest declared by any board member with respect to the agenda items for this meeting.

2.0 CONSENT AGENDA

On a motion duly moved (Foldes), seconded (vandenHoven) and unanimously carried, the Board of Directors:

- 2.1 Approved the Board of Directors meeting minutes from May 27, 2014
- 2.2 Received the OACCAC Report
- 2.3 Received the Audit Committee meeting minutes from June 17, 2014

3.0 STRATEGIC MATTERS

3.1 Chief Executive Officer Update

S. Daub provided the Board with an update on key organizational activity including the recent flooding that occurred at the 250 Dundas Street offices at its impact to staff and client care. The organization activated its business continuity plan and all affected staff were redeployed within 2 hours. Regular business operations were established within 8 hours.

S. Daub discussed the recent Provincial election results and its impact to the sector and confirmed that Government is expected to announce a new Minister of Health. The audit of the sector by the Auditor General of Ontario will move forward and the organization is well prepared.

3.2 2014-2015 Annual Priorities and Risk Review

S. Daub presented the 2014-2015 operating plan, which is an in-year view of the strategic and corporate priorities, including externally mandated government commitments, for the upcoming year. The operating plan will form the basis of the CEO objectives and deliverables.

4.0 RESOURCE MANAGEMENT

4.1 2013/14 Audited Financial Statements

M. Pedrosa, Chair of the Audit Committee, presented the 2013/14 Audited Financial Statements and reported on the June 17 Committee meeting. The Committee met with KPMG, the external auditors, to review the audit findings. KPMG has completed the audit and has issued an unqualified audit opinion of the audited financial statements.

On a motion duly moved (vandenHoven), seconded (Neuman) and unanimously carried, the Board of Directors approved the 2013/14 Audited Financial Statements as recommended by the Audit Committee.

4.2 2013/14 Annual Reconciliation Report

The Annual Reconciliation Report is a Ministry prescribed set of schedules. The report reconciles to the audited Financial Statements, but is formatted to reconcile to Ministry funding and accountable expenses and will identify an amount due to or from the Ministry.

At the June 17 Audit Committee meeting, KPMG confirmed that they have completed the audit of the 2013/14 Annual Reconciliation Report..

On a motion duly proposed (Pedrosa), seconded (MacDonald) and carried, the Board confirmed receipt of the 2013/14 Annual Reconciliation Report and approve it for filing with the Ministry of Health as recommended by the Audit Committee.

4.3 Appointment of External Auditors

The Corporation's By-Law requires the appointment of auditors licensed under the Public Accounting Act, 2004 to audit annually the accounts and financial transactions of the Corporation.

The Audit Committee discussed the appointment of auditors at its June 17, 2014 meeting and recommends that KPMG be re-appointed as the independent audit firm to the Corporation for fiscal year ending March 31, 2015.

On a motion duly proposed (Pedrosa), seconded (Foldes) and carried, the Board of Directors recommends to the Members of the Corporation the re-appointment of KPMG as the independent audit firm to the Corporation for the purposes of auditing the accounts and financial records for the fiscal year ending March 31, 2015.

5.0 OPERATIONS

5.1 Amended and Restated By-Law No. 3, 2014

The Governance Committee, with advice from legal counsel, has determined that an amendment to the Corporation's By-Laws is required to support the proposed extension to the term of office for B. Yetman. S. MacDonald highlighted the proposed amendment.

On a motion duly proposed (MacDonald), seconded (deVeaux) and carried, the Board of Directors approve Amended and Restated By-Law No. 3, 2014 for recommendation to the Members of the Corporation.

5.2 2014/15 Appointments

S. MacDonald provided the Board with an update on the governance development work, including the recent decision to delay recruitment for director vacancies pending the development of the new director profile. S. MacDonald also highlighted the succession planning work of the Governance Committee with the support of tng.

The Governance Committee tabled their recommendation for Officer, Committee Chair and Committee Member appointments for 2014/15.

Officer Appointments

Whereas, the Section 5.01 of the Corporation's By-Law states that the Board of Directors of the Corporation shall appoint a Chair, Vice Chair, Treasurer and Secretary as recommended by the Governance Committee.

RESOLVED, that the following persons are elected to the office(s) indicated next to their names to serve until their successor(s) shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of this corporation.

FURTHER RESOLVED, that the officers of this corporation are, and each acting alone is; hereby authorized to do and perform any and all such acts, including execution of any and all documents, as such officers shall deem necessary.

On a motion duly moved (vandenHoven), seconded (Hicks) and carried, Bill Yetman is appointed Board Chair for a term of one (1) year.

On a motion duly moved (Pedrosa), seconded (deVeaux) and carried, Natasha vandenHoven is appointed Vice Chair for a term of one (1) year.

On a motion duly moved (Neuman), seconded (Libenson) and carried, Manuel Pedrosa is appointed Treasurer for a term of one (1) year.

On a motion duly moved (deVeaux), seconded (Yetman) and carried, Stacey Daub is appointed Secretary for a term of one (1) year.

Committee Chair Appointments

On a motion duly moved (Hicks), seconded (Foldes) and carried, Manuel Pedrosa is appointed Audit and Finance Committee Chair for a term of one (1) year.

On a motion duly moved (Pedrosa), seconded (Libenson) and carried, Gina deVeaux is appointed Quality Committee Chair for a term of one (1) year.

On a motion duly moved (Rob), seconded (Gina) and carried, Christopher Neuman is appointed Governance Committee Chair for a term of one (1) year.

Non-Director Committee Member Appointments

The Governance Committee reviewed the slate of committee member appointments for recommendation to the Board of Directors. Section 3 of Board Policy V-A-7 states that the Board of Directors may appoint non-Directors to serve on Board Standing and Ad Hoc Committees.

The Governance Committee tabled their recommendation for Committee Member appointments, including the recommendation to extend the term of Karen Sadlier-Brown beyond the current two-year maximum term allowable per the Board policy.

On a motion duly moved (MacDonald), seconded (vandenHoven) and carried, the following individuals are elected as Committee Members, to serve on the Committee identified, for a period of one (1) year.

Name	Committee
Karen Sadlier-Brown	Governance Committee
Michael Beswick	Finance and Audit Committee
Chester Cheang	Finance and Audit Committees
Caroline Copeman	Quality Committee

5.3 2014-2015 Committee Slates

At its recent meeting, the Governance Committee reviewed the current Committee membership and years of service. As part of our ongoing commitment to continuous improvement, with the assistance of tng, the Governance Committee utilized a best-practice tool to assist with the development of this year's Committee membership slate. The results of the survey that each director completed stating their Committee membership preference was also considered.

S. MacDonald tabled the 2014-2015 Committee Slate.

5.0 ADJOURNMENT

B. Yetman advised that Rob Foldes has tendered his resignation as a Director. The Board thanked R. Foldes for his service and wished him well in his future endeavors. There being no further business, the meeting was adjourned.