



In Attendance:

Michael Nettleton	Chair
Paul McDevitt	Vice-Chair
Dr. Eric Fonberg	Past Chair
Michael Boyce	Member
Jo Anne Butler	Member
Barb Cooney	Member (via teleconference)
Dr. Ian Dawe	Member
Dr. Karen De Freitas	Member
Scott Dudgeon	Member (via teleconference)
Michael Dewson	Member
Brian Hart	Member
Abdul Mawji	Member
Dr. Barbara Mildon	Member
Surinder Razdan	Member
Glenna Raymond	Secretary and CEO

Absent: Douglas Armstrong Member

Staff:

Tariq Asmi	VP Regional Services
Paula Arscott	Interim Executive Director, Foundation
Dr. Phil Klassen	VP Medical Services
Karim Mamdani	Chief Operating Officer
Sheila Neuburger	VP Clinical Services
Susan Nakhle	Director of Communications

Recording Secretary: Pam Porter Corporate Executive Assistant

No.	Agenda Item	Action / Decision
1.	Welcome & Call to Order <ul style="list-style-type: none"> ▪ M. Nettleton called the meeting to order at 18:30 	
2.	Declaration of Conflict of Interest	None
3.	Confirmation of Agenda <ul style="list-style-type: none"> ▪ Consent agenda process discussion. Committee reports are brief to allow for discussion on key board topics. ▪ Draft committee minutes can be made available on SharePoint as soon as they are ready or can go back to a more expanded board agenda. ▪ Will make sure the reporting templates are clear, and as long as the board is aware the draft minutes are not yet approved these will be posted in SharePoint on the committee site before the Board meeting. ▪ Expressed interest in the opportunity for more dialogue on CEO and PIC reports. 	Moved by B. Hart Seconded by P. McDevitt Carried Board has agreed to proceed.

<p>4.</p>	<p>Consent Agenda</p> <ul style="list-style-type: none"> a) Minutes of prior meeting* b) Governance & Compensation Report* c) Finance & Quality Report* d) CEO Report * e) PIC Report* <ul style="list-style-type: none"> ▪ M. Nettleton pulled the GCC motion #2 from the consent agenda to be tabled at the March Board meeting. <p>Motion: That the Consent Agenda be approved as presented on Appendix A with the exception of motion #2 in the Governance and Compensation report.</p>	<p>Moved by A. Mawji Seconded by P. McDevitt Carried</p>
<p>5.</p>	<p>Chair's Remarks</p> <ul style="list-style-type: none"> ▪ Thanked members for participation in the Meet & Greet with medical staff held earlier today. ▪ Raised in the Governance & Compensation Committee that T. Woolgar of Legacy Partners will be assisting with the Board recruitment process. Board Members wishing to submit a referral are to send contact details to CEO's office to be forwarded to the recruiter. 	
<p>6. 6.1 6.2</p>	<p>Items for Discussion</p> <p>Fundraising Priorities Framework</p> <ul style="list-style-type: none"> ▪ Endorse the high-level fundraising priorities framework and process for fundraising priorities identification for fiscal year 2012-13. Revisit the priorities framework upon conclusion of the hospital's five-year strategic plan. <p>Motion: Be it RESOLVED THAT the Directors of the Corporation endorse the high-level fundraising priorities framework for fiscal year 2012-13 and be revisited upon the conclusion of the hospital's five-year strategic plan.</p> <p>Board Charter</p> <ul style="list-style-type: none"> ▪ Presentation by P. McDevitt for the purpose of generative discussion to improve Board Governance. ▪ How do we keep the structure moving forward and provide continuity? ▪ The Charter includes The Board's governing style or principles of governance. <p><u>Our Charter?:</u></p> <ul style="list-style-type: none"> ▪ Bring all the elements of the Board's operational principles into a single structure or framework, to be tied together with a set of guiding principles that would describe the style or character in which the board operates. ▪ Would be about the Board, as well as the Corporation. ▪ Principles within which the board governs itself. <p><u>Next Steps:</u></p> <ul style="list-style-type: none"> ▪ Does this clarify what a Board Charter is? ▪ Does it warrant creating a charter that incorporates our principles of Governance? 	<p>Moved by E. Fonberg Seconded by S. Razdan Carried</p>

	<ul style="list-style-type: none"> ▪ As Board do we feel this is worth taking to the next level? ▪ If so, best process to continue? <p><u>Discussion:</u></p> <ul style="list-style-type: none"> ▪ Value in identifying the constants. ▪ Include the Board's role in supporting Management as one of the principles. ▪ Look for overarching and enduring principles as well as some that will need to be reviewed on an annual basis. ▪ Suggest process for moving forward would be to create a working group. Preliminary step for board, to develop key principles around what we want to include in the charter. 	P. McDevitt to lead a working group.
7.	Other Business	
7.1	Board Retreat Planning <ul style="list-style-type: none"> ▪ RFP invited companies to facilitate the Board Retreat. Contract has been awarded to KPMG. ▪ P. McDevitt summarized feedback from previous retreat evaluations. ▪ P. McDevitt will continue working with the facilitators and invite a small group of members who wish to be part of the planning. ▪ Variety of retreat topics were suggested, eg. board charter, strategic planning, primer on risk, fundraising tips, role in integrating MH services, general health system landscape in MH. ▪ It was also noted that MOH articulated a plan for healthcare with key directions, take contextual items into account to focus on within our strategic plan and there may be opportunity to engage speakers. 	
7.2	Report from CE LHIN GAC <ul style="list-style-type: none"> ▪ M. Boyce & B. Hart provided highlights of the CE LHIN Governance Advisory Committee attended in January for Durham and Northeast clusters. ▪ Topics of discussion included; ALC, Regional Specialized Geriatric Services (RSGS), Governance. 	Follow up re: Scarborough Cluster dates.
7.3	Library Service for Board Members: <ul style="list-style-type: none"> ▪ Supportive of process and appreciative of library services to be offered. 	
8.	Next Meeting: <ul style="list-style-type: none"> ▪ Wednesday March 14, 2012. Noted March break. ▪ The April meeting will take place at the Board Retreat. 	Survey members for availability of quorum March 14 and/or March 21.
9.	In-Camera <ul style="list-style-type: none"> ▪ M. Nettleton requested staff to be excused with the exception of K. Mamdani who will remain for first item. <p>▪ Motion to adjourned to in-camera at 20:08</p>	Moved by E. Fonberg Seconded by S. Razdan Carried