



Red Lake Margaret Cochenour Memorial Hospital

Board of Governors MINUTES

DATE: Thursday, October 13, 2011
TIME: 5:30 p.m.
PLACE: Hospital Board Room

PRESENT:

Ms. Anne Billard	
Ms. Terry Burse	exited the meeting at 7:30 pm.
Mr. Paul Chatelain	President & Chief Executive Officer
Ms. Cathy Kaczmarek	
Ms. Alana Procyk	Past Chair
Ms. Arlene Swanwick	
Ms. Eleanor Vachon	Board Chair
Ms. Marion Whitton	
Mr. Dave Wilson	
Mr. Trevor Zhukrovsky	
Mr. Hal Fjeldsted	Interim Chief Executive Officer
Ms. Debbie Larson	Chief Nursing Officer
Ms. Deikel Orocu	IT/Finance Administrator

REGRETS:

Dr. Vic Aniol	Chief of Staff
Ms. Leah Gentes	

1. CALL TO ORDER

The meeting was called to order by Ms. Vachon at 5:40 p.m.

Ms. Vachon welcomed Mr. Chatelain as the new President & CEO and acknowledged Mr. Fjeldsted for his dedication and hard work during the past 7 months assisting the Hospital during such a difficult time.

1.2 ACCEPTANCE OF AGENDA

The following motion was brought forward:

MOTION NO.: 11-44 Moved: A. Billard Seconded: A. Swanwick

That the agenda be accepted as amended.

#4.6 Board of Governors Expense Policy was added.

VOTE FOR MOTION 11-44; Carried

1.3 DECLARATION OF CONFLICT OF INTEREST

There was no conflict of interest declared.

2. CONSENT AGENDA

The following motion was brought forward:

MOTION NO.: 11-45 Moved: A. Procyk Seconded: M. Whitton

That the Consent Agenda be approved as presented.

VOTE FOR MOTION 11-45; Carried

3. BUSINESS ARISING

3.1 By Law Review

Copies of the Professional Staff By-Laws and Corporate By-Laws were included in packages for review. It was intended to have the Professional Staff By-Laws reviewed and approved by the Physicians; however there was not a quorum. The By-laws will be reviewed and approved at the next MAC meeting.

Mr. Fjeldsted briefly reviewed the revisions recommended by Ms. Corbett which were incorporated in the Corporate By-Laws presented. It was recommended that the Corporate By-Laws be approved by members of the Corporation. A special meeting will be called in order to approve them.

The following motion was brought forward:

MOTION NO.: 11-46 Moved: C. Kaczmarek Seconded: A Procyk
That the Corporate By-Laws dated September 20, 2011 be approved as presented.
VOTE FOR MOTION 11-46; Carried

3.2 2011/2012 Budget

A budget analysis outlining the original budget submission compared to the September 30, 2011 final submission was reviewed. The final submission acknowledged a shortfall of \$75,629. Mr. Fjeldsted spoke with Kevin Holder from the LHIN's who requested that a letter be sent outlining the details for the shortfall, specifically which is due to onetime CEO recruitment expenses.

3.3 Investment Report

A copy of CIBC's investment profile was included in packages for review. Mr. Fjeldsted briefly outlined the draft investment fund policy. The main objective is to provide a steady and predictable stream of income to provide funding for regularly occurring capital projects. Mr. Fjeldsted noted that representatives from CIBC are willing to meet with the Finance Committee to discuss and recommend an investment portfolio.

It was recommended that The Resource & Planning Committee meet to discuss and draft an Investment Policy Statement, decide which institution/fund manager to invest monies with and then to develop a Transition Plan to implement the flow of monies.

3.4 Committee Structure

A chart outlining the newly formed Resource & Planning Committee and Quality Committee was reviewed as well as draft Terms of References for the Committees.

It was suggested that the Terms of References be discussed and revised accordingly at each first meeting.

Ms. Burse acknowledged that she would like to sit on the Executive Committee. The first Resource & Planning meeting will be held November 2, 2011 and the Quality Committee will meet October 27, 2011; both at 5:30 p.m.

The following motion was brought forward:

MOTION NO.: 11-47 Moved: D. Wilson Seconded: C. Kaczmarek
That the Board Committee Structure be approved as presented.
VOTE FOR MOTION 11-47; Carried

4. NEW BUSINESS

4.1 Community Advisory Council Terms of Reference

Draft Community Advisory Council Terms of Reference was included for review as recommended by Ms. Corbett. The purpose of the Council is to provide community specific input and advice to the Board with regards to programs, services as well encouraging community members to be involved in the Board and Hospital in the future. Membership was reviewed.

The following motion was brought forward:

MOTION NO.: 11-48 Moved: A. Swanwick Seconded: T. Burse
That the Community Advisory Council Terms of Reference be approved as presented.
VOTE FOR MOTION 11-48; Carried

4.2 Draft Conflict of Interest Policy

The current Hospital Conflict of Interest Policy as well as a revised version recommended by Ms. Corbett was reviewed. Mr. Fjeldsted outlined the additions/revisions. Ms. Dodic will e-mail members the Table of Contents outlining all current Board policies.

The following motion was brought forward:

MOTION NO.: 11-49 Moved: C. Kaczmarek Seconded: A. Billard
That the Conflict of Interest Policy be approved as presented.
VOTE FOR MOTION 11-49; Carried

4.3 Draft Recruitment and Nomination Policy

A Recruitment and Nomination Process Policy drafted by Mr. Fjeldsted was reviewed. The purpose of the policy is to ensure that there is an open and transparent process to recruit and select qualified individuals for nomination to the Board of Directors.

The following motion was brought forward:

MOTION NO.: 11-50 Moved: M. Whitton Seconded: T. Zhukrovsky
That the Recruitment and Nomination Policy be approved as presented.
VOTE FOR MOTION 11-50; Carried

4.4 Draft Election of Directors Policy

An Election of Directors Policy was reviewed noting that the purpose is to establish a process for voting and electing candidates to the Board of Directors. The process of election of directors was elaborated on by Mr. Fjeldsted.

The following motion was brought forward:

MOTION NO.: 11-51 Moved: M. Whitton Seconded: A. Swanwick
That the Election of Directors Policy be approved as presented.
VOTE FOR MOTION 11-51; Carried

4.5 Draft Financial Statements ending August 31, 2011

Mr. Fjeldsted briefly reviewed the financial statements outlining the following:

- ✓ Revenue year to date - \$2,496,840
- ✓ Surplus at the end of August - \$44,533 before amortization

The following motion was brought forward:

MOTION NO.: 11-52 Moved: A. Billard Seconded: D. Wilson

That the financial statements ending August 31, 2011 be approved as presented.

VOTE FOR MOTION 11-53; Carried

4.6 Board of Governors Travel Policy

The current Board of Governors Travel Policy was reviewed clarifying that the \$75 per diem is to be utilized towards meals for the day.

It was noted that the last line on the front page of the policy regarding per diem be deleted.

The policy will be reviewed at the next Resource & Planning Committee, November 2, 2011.

5. **REPORTS**

5.1 Interim CEO Report

A written report was not provided.

5.2 Verbal Reports

RLMCH Foundation:

Ms. Whitton noted that the Foundation will be making Christmas centre pieces and wreathes which will be auctioned off at the Christmas Winter Warm Up in December.

RLMCH Auxiliary:

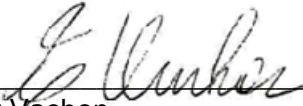
Ms. Gentes was absent.

6. **NEXT MEETING**

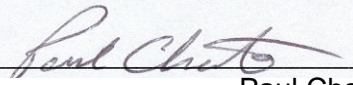
November 17, 2011

7. **ADJOURNMENT**

The meeting adjourned at 7:35 p.m. for an in camera session.



Eleanor Vachon
Chair



Paul Chatelain
Secretary