



## WRHA BOARD OF DIRECTORS MEETING MINUTES

Approved

**DATE:** Tuesday, April 26, 2016  
**TIME:** 8:00 am  
**PLACE:** WRHA Board Room – 4<sup>th</sup> Floor – 650 Main Street

**PRESENT:**

**Board Members**

Mr. R. Brennan, Chair  
Dr. M. Ballard  
Maj. J. Biggs  
Ms. E. Bishop  
Ms. J. Byrd  
Ms. S. Carter  
Mr. J. Cook  
Ms. J. Faulder (arrived 8:15 am, left at 12:04 pm)  
Ms. V. Flett

Mr. R. Freedman (left at 10:48 am)  
Mr. S. Greenfield (left at 11:30 am)  
Mr. K. Hiebert (left at 10:45 am)  
Ms. D. Koop  
Ms. C. Krahenbil  
Dr. P. Mehta (left at 10:45 am)  
Mr. D. Rondeau  
Dr. R. Santos (arrived 8:12 am)  
Mr. C. Stahlke

**Management Members**

Mr. M. Sussman  
Mr. A. Gunson  
Mr. R. Cloutier  
Mr. G. McLennan

Ms. L. Janzen  
Ms. L. Lamont  
Ms. J. Warkentin  
Ms. L. Dahl, Recorder

**REGRETS:** Dr. M. Ballard  
Mr. B. Thompson

**GUESTS:** Dr. M. Enns  
Ms. S. Chipperfield  
Mr. P. Jarman

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### 1. Call to Order and Board Chair's Remarks

The Chair called the meeting to order at 8:02 a.m. The Chair advised that Jean Friesen resigned from the Board on April 18<sup>th</sup> to spend more time with family. The Chair introduced two new Board members – Ms. Jan Byrd and Mr. Ken Hiebert. Introductions were made around the table. Dr. Mehta advised that he will be receiving the CMA Honourary Service Award. The Board congratulated Dr. Mehta on this well-deserved acknowledgment from the CMA.

### 2. Regrets

Regrets were received from M. Ballard, B. Thompson.

### 3. Approval of Agenda

*RESOLVED that the WRHA Board hereby approves the agenda as distributed.*

*Moved by J. Cook, Seconded by S. Carter  
Carried*

### 4. Declaration of Conflict of Interest

There were no conflicts of interest declared for this meeting.

## **5. Approval of Consent Agenda**

The consent agenda was distributed for review and approval.

### **5.1 For Approval or Ratification**

#### **5.1.1 Minutes: Board of Directors Meeting of March 22, 2016**

The minutes of the Board of Directors meeting of March 22, 2016 were distributed for approval.

### **5.2 For Information**

#### **5.2.1 Minutes: Audit Committee Meeting of December 10, 2015**

The minutes of the Audit Committee Meeting of December 10, 2015 were distributed for review and approval.

#### **5.2.2 Minutes: Quality, Patient Safety and Innovation Meeting of March 4, 2016**

The minutes of the Quality, Patient Safety and Innovation Committee Meeting of March 4, 2016 were distributed for review and approval. It was noted that the “next meeting date” was incorrect (last page). The date will be corrected in the minutes.

#### **5.2.3 Minutes: First Nation, Metis & Inuit Health Meeting of December 21, 2015**

The minutes of the First Nation, Metis & Inuit Health Committee Meeting of December 21, 2015 were distributed for review and approval.

#### **5.2.4 Minutes: First Nation, Metis & Inuit Health Meeting of February 22, 2016**

The minutes of the First Nation, Metis & Inuit Health Committee Meeting of February 22, 2016 were distributed for review and approval.

*RESOLVED that the WRHA Board hereby approves the Consent Agenda.*

*Moved by S. Carter, Seconded by S. Greenfield  
Carried*

## **6. In Camera Session**

The meeting was adjourned to an In-Camera Session at 8:22 a.m. and reconvened at 9:30 a.m.

## **7. Generative Discussion: Mental Health Services in Winnipeg**

Dr. Murray Enns and Susan Chipperfield attended this portion of the Board meeting to provide the Generative Discussion on Mental Health Services in Winnipeg. A copy of the presentation along with the Mental Health Strategic Planning Document was distributed with the agenda. It was noted that this item should have been denoted as a “presentation” as it was not presented in a generative discussion format. Future generative discussion will include at least 3 questions for the Board members to consider for feedback.

The meeting was adjourned to an In-Camera Session at 10:50 a.m. and reconvened at 11:40 a.m.

## **8. Reports to the Board**

### **8.1 Report of the President and Chief Executive Officer**

The President and CEO provided his monthly report on activities related to the implementation of the Board’s strategic priorities, a copy of which was distributed with the agenda. Dialogue ensued as to the process that is followed when determining

surgical slates throughout the year, including over the summer months and the Christmas season. An explanation of how funding is applied to surgeries was also provided.

**9.2 Client Relations Report**

The Client Relations Report for February 2016 was distributed with the agenda for review and information.

**9.3 Quality Improvement and Patient Safety Activities in the WRHA**

The Quality Improvement and Patient Safety Activities for the month of February 2016 was distributed with the agenda for review and information.

**9.4 Quarterly Critical Incident Report for Quarter Ended December 31, 2015**

The Quarterly CI Report for Quarter Ended December 31, 2015 was distributed with the agenda for review and information.

**9.5 WRHA Patient & Family Advisory Council Report**

The WRHA Patient and Family Advisory Council Report was distributed with the agenda for review and information.

**9. For Approval**

**10.1 Summary of Board Resolutions**

**10.1.1 Banking Resolutions**

Background

The offices and positions within the WRHA which are authorized to conduct banking business, whether opening and closing accounts, signing cheques, or authorizing electronic transfers of funds, are set out in:

- General By-Law No. 1
- WRHA Policy 10.050.00 “Banking Authorizations”
- Board Resolutions.

It is a common practice of corporations to pass a resolution of their Board authorizing which of its officers and other positions may conduct banking transactions for the corporation and to provide a certified copy of that resolution to their Bank. The corporation then also submits a separate document (usually called an Incumbency Certificate or Letter) listing who are the individuals who fill those various offices and positions. This way the Bank is satisfied that the persons who purport to act or sign on behalf of the corporation have been duly authorized to do so.

This practice allows the corporation to pass the banking resolution only once, and then to submit a new Incumbency Letter whenever there is a change in individuals.

The WRHA Board has in the past used a slightly different procedure – passing a banking resolution which names both the position and the person filling the position – e.g. “Board Chair – Bob Brennan”. This means that each time there is a change in the individuals filling these positions, a new Board resolution is required.

The Finance Department has requested that new a banking resolution be passed by the Board so as to reflect the appointment of Bob Brennan as the new Chair.

***BE IT RESOLVED that the WRHA Board hereby approves that any two of the following may serve as signing authorities for the WRHA for banking accounts with the Toronto-Dominion Bank:***

- *WRHA, Chair*
  - *WRHA, Vice-Chair*
  - *WRHA, Treasurer*
  - *WRHA, President and Chief Executive Officer*
  - *WRHA, Vice President and Chief Financial Officer*
  - *WRHA, Chief Operating Officer*
- (collectively the “WRHA Signing Authorities”)*

***BE IT FURTHER RESOLVED that the WRHA Board hereby approves that any two of the following may serve as signing authorities for the WRHA for banking accounts with the Royal Bank of Canada (“RBC”):***

***For WRHA Churchill Health Operating Division RBC accounts, any two of:***

- *WRHA, Chair*
  - *WRHA, Vice Chair*
  - *WRHA, Treasurer*
  - *WRHA, President and Chief Executive Officer*
  - *WRHA, Vice-President and Chief Financial Officer*
  - *WRHA, Chief Operating Officer*
  - *Churchill Health Operating Division, Chief Operating Officer*
  - *Churchill Health Operating Division, Manager Finance and Operations*
- (collectively the “WRHA Churchill Health Signing Authorities”)*

***For WRHA Middlechurch Home of Winnipeg RBC accounts, any two of:***

- *WRHA, Chair*
  - *WRHA, Vice Chair*
  - *WRHA, Treasurer*
  - *WRHA, President and Chief Executive Officer*
  - *WRHA, Vice-President and Chief Financial Officer*
  - *WRHA, Chief Operating Officer*
  - *Middlechurch Home of Winnipeg, Executive Director*
  - *Middlechurch Home of Winnipeg, Accountant*
- (collectively the “WRHA Middlechurch Home of Winnipeg Signing Authorities”)*

***BE IT FURTHER RESOLVED that the WRHA Board hereby approves that any two of the following may, pursuant to Subsection 62(c) of WRHA General By-Law No. 1, sign cheques electronically on behalf of the WRHA:***

- *WRHA, President and Chief Executive Officer*
- *WRHA, Vice President and Chief Financial Officer*
- *WRHA, Chief Operating Officer*

***BE IT FURTHER RESOLVED that the WRHA Board hereby approves that each of the following may serve as designated authorities, pursuant to Subsection 62(b) of***

*WRHA General By-Law No. 1, who may transact banking business on behalf of the WRHA for all WRHA-owned bank accounts to facilitate the payment of financial commitments authorized in accordance with the WRHA Policy 10.00.050 “Financial Commitments Authorization”, by way of electronic funds transfer and wire payments:*

- *WRHA, Vice President and Chief Financial Officer*
- *WRHA, Divisional Director, Financial Reporting*
- *WRHA, Director, Accounting Operation*
- *WRHA, Director, Financial Reporting and Accountability*
- *WRHA, Manager, Central Accounting*
- *WRHA, Assistant Manager, Central Accounting*
- *WRHA, Accounts Payable Supervisor*
- *WRHA, Accounts Payable Lead*
- *WRHA, Regional Manager – Payroll & Benefits*
- *WRHA, Senior Specialist HR Shared Services – Audit, Controls, Analysis & Pay Run*
- *WRHA, Payroll CSR – Regional*
- *WRHA, Payroll Coordinator – Operations*

*BE IT FURTHER RESOLVED that the WRHA Board hereby approves that each of the following may serve as designated authorities, pursuant to Subsection 62(b) of WRHA General By-Law No. 1, who may transact banking business on behalf of the WRHA for all WRHA Churchill Health Operating Division owned bank accounts to facilitate the payment of financial commitments authorized in accordance with the WRHA Policy 10.00.050 “Financial Commitments Authorization”, by way of electronic funds transfer and wire payments:*

- *WRHA, Vice President and Chief Financial Officer*
- *WRHA, Divisional Director Financial Reporting*
- *WRHA, Director, Accounting Operation*
- *WRHA, Director, Financial Reporting and Accountability*
- *Churchill Health Operating Division, Manager Finance and Operations*

*BE IT FURTHER RESOLVED that the WRHA Board hereby approves that each of the following may serve as designated authorities, pursuant to Subsection 62(b) of WRHA General By-Law No. 1, who may transact banking business on behalf of the WRHA for all WRHA Middlechurch Home of Winnipeg owned bank accounts to facilitate the payment of financial commitments authorized in accordance with the WRHA Policy 10.00.050 “Financial Commitments Authorization”, by way of electronic funds transfer and wire payments:*

- *WRHA, Vice President and Chief Financial Officer*
- *WRHA, Divisional Director Financial Reporting*
- *WRHA, Director, Accounting Operation*
- *WRHA, Director, Financial Reporting and Accountability*
- *Middlechurch Home of Winnipeg, Accountant*

*Moved by C. Stahlke, Seconded by D. Koop.  
Carried*

### **10.1.2 Revisions – General By-Law No 1**

***BE IT RESOLVED THAT Section 32 of General By-Law No. 1 be amended to read as follows:***

**32. Chair: *The Chair shall:***

- *call and preside at all meetings of the Board;*
- *be an ex officio member of all Board Committees, all Board Committees' working groups, and all Board Task Forces;*
- *act as a spokesperson for the Authority as determined by the Board;*
- *report to the Minister breaches of the Act or the Board's By-laws;*
- *sit as a member of the provincial RHA Council of Chairs or any successor body;*
- *determine the agenda for all Board, Executive Committee, Governance and Nominating Committee meetings and Annual General Meetings of the membership;*
- *endeavor to ensure that the Authority's mission and strategic plan are followed;*
- *facilitate discussions at the Board level and take all reasonable steps to ensure the appropriate level of communication among Directors and between management of the Authority, the Board and Board Committees;*
- *report the activities of the Officers and Directors over the past term at the Annual General Meeting;*
- *provide advice and counsel to the Chief Executive Officer;*
- *support the Chief Executive Officer as a liaison to affiliated organizations;*
- *monitor the ongoing performance of Officers and Directors and, as necessary, address performance issues with the individual Officers or Directors; and*
- *perform such duties as may be assigned from time to time by the Board by resolution.*

***BE IT FURTHER RESOLVED THAT Section 34 of General By-Law No. 1 be amended by insertion of the word "and" at the very end of the second last bullet in the Section, and by the deletion of the word "and" at the very beginning of the last bullet of the Section.***

***BE IT FURTHER RESOLVED THAT Section 35 of General By-law No. 1 be amended by the deletion from the last bullet in the Section of the sentence "The Board may delegate some or all of the Secretary's duties by resolution."***

***BE IT FURTHER RESOLVED THAT Paragraph 39(b)(iv) of General By-law No. 1 be amended to read: "First Nations, Metis and Inuit Health Committee;"***

*Schedule “B” – Provisions as proposed to be amended*

32. Chair: *The Chair shall:*

- *call and preside at all meetings of the Board;*
- *be an ex officio member of all Board Committees, all Board Committees’ working groups, and all Board Task Forces;*
- *act as a spokesperson for the Authority as determined by the Board;*
- *report to the Minister breaches of the Act ~~and this or the Board’s By-laws~~;*
- *act as a spokesperson fro the ASuthroity as determined by the Board;*
- *sit as a member of the provincial RHA Council of Chairs or any successor body;*
- *determine the agenda for all Board, Executive Committee, Governance and Nominating Committee meetings and Annual General Meetings of the membership;*
- *endeavor to ensure that the Authority’s mission and strategic plan are followed;*
- *facilitate discussions at the Board level and take all reasonable steps to ensure the appropriate level of communication among Directors and between management of the Authority, the Board and Board Committees;*
- *report the activities of the Officers and Directors over the past term at the Annual General Meeting;*
- *provide advice and counsel to the Chief Executive Officer;*
- *support the Chief Executive Officer as a liaison to affiliated organizations;*
- *monitor the ongoing performance of Officers and Directors and, as necessary, address performance issues with the individual Officers or Directors; and*
- *perform such duties as may be assigned from time to time by the Board by resolution.*

33. Vice-Chair: *The Vice-Chair shall:*

- *perform such duties as may be assigned from time to time by the Board by resolution; and*
- *during the absence or disability of the Chair shall have the powers and duties of that office.*

34. Treasurer: *Unless otherwise determined by the Board by resolution, the Treasurer shall:*

- *conduct the banking business of the Board;*
- *advise the Board on the financial matters of the Board and the Authority;*
- *ensure that all funds of the Authority are kept in proper and safe custody;*

- ensure that monthly financial statements are prepared and submitted to the Board at the regular meetings of the Board, or at the request of the Board or the Board Chair; **and**
- ~~and~~ perform such other duties as may be assigned from time to time by the Board by resolution.

35. Secretary: Unless otherwise determined by the Board by resolution, the Secretary shall:

- give or cause to be given notices of all meetings of the Board and, as directed by the Board, of meetings of committees of the Board;
- prepare, in consultation with the Board Chair, and distribute the agendas of Board meetings and, as directed by the Board, of committees of the Board;
- attend all Board meetings and, as directed by the Board, of committees of the Board, and record and circulate to all Directors the minutes of such meetings;
- maintain a record of Directors' attendance at meetings of the Board;
- conduct correspondence as directed by the Board;
- maintain custody of the corporate seal of the Authority in the event that the Authority has a corporate seal;
- maintain the minute book of the Authority; and
- perform such other duties as may be assigned from time to time by the Board by resolution. ~~The Board may delegate some or all of the Secretary's duties by resolution.~~

#### CHIEF EXECUTIVE OFFICER

36. (a) The Board shall appoint and determine the terms and conditions of employment of a Chief Executive Officer in accordance with subsection 21(1) of the Act.

(b) The responsibilities of the Chief Executive Officer shall be as set out and determined by the Board in accordance with subsection 21(2) of the Act.

37. The Board may, for just cause, by resolution, revoke or suspend the appointment of the Chief Executive Officer.

38. If the Chief Executive Officer is unable to act in his capacity, the Board may, by resolution, appoint an individual to temporarily assume the Chief Executive Officer's responsibilities.

#### COMMITTEES OF THE BOARD

39. (a) Committees of the Board: Subject to clauses 40 and 41, the Board shall have the power to establish and terminate committees of the Board, including their terms of reference, membership and appointment of Chairs at the Board's sole discretion.



(b) ***Standing Committees of the Board:*** *At the first regular meeting of each fiscal year, the Board shall appoint the Members of the following Standing Committees:*

- (i) *Executive Committee;*
- (ii) *Resources Committee;*
- (iii) *Audit Committee;*
- (iv) ***Aboriginal Health and Human Resources First Nations, Metis and Inuit Health*** *Committee;*
- (v) *Governance and Nominating Committee; and*
- (vi) *Quality, Patient Safety and Innovation Committee.*

(c) *If a vacancy occurs in one of the Standing Committees established pursuant to clause (b) in the course of the year, the Board shall appoint, at its next regular meeting, another person to that committee.*

(d) *Each member of the Board shall be appointed to at least one Standing Committee.*

*Moved by J. Biggs, Seconded by J. Cook  
Carried*

It was noted that the duties as assigned to the Treasurer should be assigned to the management functions of the finance staff. Perhaps the Treasurer should be assigned to ensuring the functions have been carried out by finance staff. A. Gunson will review this for clarification within the By-law.

#### **10.2 Audit Committee of the Board – Revised Terms of Reference**

The revised Terms of Reference for the Audit Committee of the Board were approved by the Board as distributed. It was questioned whether or not the funding limit placed on an engagement of an external audit was appropriate. G. McLennan will raise this for consideration at the next Audit Committee.

***RESOLVED that the WRHA Board hereby approves the revised Audit Committee Terms of Reference.***

*Moved by C. Stahlke, Seconded by J. Cook  
Carried*

### **11. Items for Review/Discussion/Information**

#### **11.1 Update: Communication Engagement Strategy**

Strategy Corp Communication Group, the company engaged by the WRHA to undertake the Communication Engagement Strategy, will attend the next Board meeting to interview the Board.

### **12. Updates**

#### **12.1 CancerCare Manitoba Board Update**

This update was deferred to next month.

#### **12.2 Churchill Update**

Churchill is appreciative of the Region's inclusive language throughout it's reports.

**13. Adjournment**

The meeting was adjourned at 12:05 a.m.

**14. Private Meeting of the Board and President & CEO – In Camera Session**

A private meeting of the Board and President & CEO commenced.

**15. Private Meeting of the Board – In Camera Session**

A private meeting of the Board was held.