

WRHA BOARD OF DIRECTORS MEETING MINUTES

Approved

DATE: Tuesday, October 27, 2017
TIME: 7:30 am
PLACE: Grace Hospital - 300 Booth Drive - Administration Board Room

PRESENT: **Board Members**

Karen Dunlop, Chair	Derek Johannson
Bill Baines	Kiran Kumedan
Jan Byrd (arrived 7:40 am)	Donald Lepp
Dawn Daudrich	Bryce Matlashewski
Victor Giesbrecht	Dr. Judith Scanlan
Raquel Godin	Gord Steeves (arrived 8:20 am)
Stuart Greenfield	Shannon Stefanson
Major Catherine Harris	Dr. Alaa Awadalla (ex-officio) (arrived 7:35 am)

Management Members

Réal Cloutier	Dr. Bruce Roe
Ingrid Botting	Shelley Hopkins
Dan Ryall	Leah Janzen
Lori Lamont	Lorri Dahl, Recorder

REGRETS:

GUESTS: Karlee Blatz
Jennifer Dunsford

1. Call to Order

The Chair called the meeting to order at 7:34 a.m. and expressed the Board's gratitude to the staff of Grace Hospital for allowing the Board to hold its meeting at their facility.

2. Statement of Acknowledgement of Indigenous Ancestral and Territorial Lands

Derek Johannson read the Statement of Acknowledgement of Indigenous Ancestral and Territorial Lands.

3. Declaration of Conflict of Interest

There were no conflicts of interest declared, potential or perceived with respect to the discussions anticipated at this Board meeting.

4. Approval of Agenda

A revised agenda was distributed to the Board on September 25th. The following item was added to the agenda as item 6.1.9:

“Appointment of Board Member - First Nations, Metis and Inuit Health Committee”

MOVED by Stuart Greenfield, SECONDED by Judith Scanlan that the WRHA Board hereby accept the revised agenda, as amended.

Motion Carried by Consensus

5. Board Chair's Remarks

The Chair provided the following remarks:

- The WRHA Annual General Meeting is being held in the Grace Hospital Auditorium at 11:30 a.m. and the Board will be attending the event.
- The November 28 Board meeting has been re-scheduled to November 29.
- The Chair continues to attend the LHIG meetings on behalf of the Board and has found them to be positive and informative.

6. For Approval

6.1 List of Resolutions

6.1.1 Board Policy: Minutes of the Meetings of the Board

The above-noted policy was distributed with the agenda. Discussion ensued on Board members' ability to make their own notes in order to capture learnings for their own educational purposes. It was clarified that only the official minutes of the meeting shall be the only record of the meeting. The Policy was then revised to clarify this issue.

RESOLVED that the WRHA Board hereby approves the Draft Board Policy “Minutes of the Meetings of the Board of Directors” as amended.

***MOVED by Stuart Greenfield and SECONDED by Bill Baines
Counted Vote: All in Favour
Motion Carried Unanimously***

6.1.2 Board Policy: Board Remuneration and Reimbursement

A copy of the Board Remuneration and Reimbursement policy was distributed with the agenda. The policy reflects direction from the RHA Act as determined by the Lieutenant Governance in Council. It was noted that Board members are not remunerated for time spent preparing for meetings.

RESOLVED that the WRHA Board hereby approves the “Board Remuneration and Reimbursement Policy”.

MOVED by Bill Baines and SECONDED by Jan Byrd

***Counted Vote: All in Favour
Motion Carried Unanimously***

6.1.3 Appointment of Board Corporate Secretary

RESOLVED that the WRHA Board hereby appoints Ingrid Botting as the Secretary to the Board of Directors of the Winnipeg Regional Health Authority for a term of two (2) years commencing October 27, 2017 to October 26, 2019.

MOVED by Donald Lepp and SECONDED by Stuart Greenfield

***Counted Vote: All in Favour
Motion Carried Unanimously***

6.1.4 Appointment of Community Member - First Nations, Metis and Inuit Health Committee

RESOLVED that the WRHA Board hereby approves the appointment of Michael Champagne as a Community Member to the First Nations, Metis & Inuit Health Committee of the Board, as recommended by the First Nations, Metis & Inuit Health Committee for a term of two (2) years commencing November 1, 2017 to October 31, 2019.

MOVED by Judith Scanlan and SECONDED by Kiran Kumedan

***Counted Vote: All in Favour
Motion Carried Unanimously***

6.1.5 Early Termination of External Members to the Audit Committee

Background

Gerry Rodrigue agreed to remain on the Audit Committee beyond his term end date of June 2017 for a 1-year extension. Peter Dueck's term on the Audit Committee officially ends June 2018. The Audit Committee is recommending that both Gerry Rodrigue's and Peter Dueck's positions be replaced now to allow for a more complete transition of the external Committee membership. Given the transition ahead and the pending presentation by the External Auditors of their Audit Work Plan for the upcoming year-end audit, it also makes sense from a timing perspective to make the changes now.

RESOLVED that, as per WRHA General By-Law No. 1, Section 39(a) and Section 40, the WRHA Board hereby approves the recommendation of the Audit Committee to terminate the membership of Peter Dueck, External Member of the Audit Committee, effective October 27, 2017, 8 months earlier than the original term end date of June 2018.

MOVED by Derek Johannson and SECONDED by Bryce Matlashewski

***Counted Vote: All in Favour
Motion Carried Unanimously***

RESOLVED that, as per WRHA General By-Law No. 1, Section 39(a) and Section 40, the WRHA Board hereby approves the recommendation of the Audit Committee to terminate the membership of Gerry Rodrigue, External Member of the Audit Committee, effective October 27, 2017, 8 months earlier than the original term end date of June 2018.

MOVED by Derek Johannson and SECONDED by Kiran Kumedan

***Counted Vote: All in Favour
Motion Carried Unanimously***

6.1.6 Appointment of External Members to the Audit Committee

RESOLVED that the WRHA Board hereby approves the recommendation of the Audit Committee that Heather Reichert be appointed as an external member to the Audit Committee of the Board for a term of one (1) year commencing November 1, 2017 to October 31, 2018.

*MOVED by Derek Johannson and SECONDED by Raquel Godin
Counted Vote: All in Favour
Motion Carried Unanimously*

RESOLVED that the WRHA Board hereby approves the recommendation of the Audit Committee that Keith Bernier be appointed as an external member to the Audit Committee of the Board for a term of two (2) years commencing November 1, 2017 to October 31, 2019.

*MOVED by Derek Johannson and SECONDED by Bryce Matlashewski
Counted Vote: All in Favour
Motion Carried Unanimously*

6.1.7 Appointment of Auditors for the WRHA 2017-2018

RESOLVED that the WRHA Board hereby approves the recommendation of the Audit Committee that Ernst & Young LLP be appointed as auditors for the WRHA for the fiscal year ending March 31, 2018.

*MOVED by Derek Johannson and SECONDED by Victor Giesbrecht
Counted Vote: All in Favour
Motion Carried Unanimously*

6.1.8 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 Finance Department has requested that a new banking resolution be passed by the Board so as to reflect the appointments of:

1. The new “WRHA, Chief Financial Officer”, who replaces the “WRHA, Vice President and Chief Financial Officer”.
2. The new “Churchill Health Operating Division, Assistant Finance Manager”, who replaces the “Churchill Health Operating Division, Manager Finance and Operations” with respect to signing authority.

Resolutions

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

- *Churchill Health Operating Division, Assistant Finance Manager*

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, 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 Donald Lepp and SECONDED by Derek Johannson that the WRHA Board hereby accept all Resolutions as put forth in the aforementioned Banking Resolution.

***Counted Vote: All in Favour
Motion Carried Unanimously***

6.1.9 Appointment of Board Member to the First Nations, Metis and Inuit Health Committee

RESOLVED that the WRHA Board hereby approves the recommendation of the First Nations, Metis and Inuit Health Committee that Catherine Harris be appointed to the First Nations, Metis and Inuit Health Committee of the Board for a term of two (2) years commencing November 1, 2017 to October 31, 2019.

MOVED by Judith Scanlan and SECONDED by Raquel Godin

***Counted Vote: All in Favour
Motion Carried Unanimously***

6.2 Minutes: WRHA Board Meeting September 26, 2017

MOVED by Judith Scanlan, SECONDED by Shannon Stefanson that the WRHA Board hereby accept the Board of Directors Minutes of September 26, 2017.

Motion Carried by Consensus

7. In Camera Session

The meeting moved from the Open Session to the In Camera Session at 7:52 a.m., and reconvened to the Open Session at 10:51 a.m.

8. MAID - Education

The “Discussion Guide” on the MAID presentation was distributed at the meeting for information. The Chair noted that Medical Assistance in Dying is a new dimension to the Canadian Charter of Rights and Freedoms under the Canadian Constitution, and is now Canadian Law. Information regarding the legal framework under the Criminal Code of Canada and further guidelines developed by Manitoba Health through provincial legislation and policy were also reviewed. Within those parameters, the WRHA has an obligation to provide access to information regarding MAID to anyone who requests it and to provide access to MAID to eligible adults who request it. Clinical Guidelines governing MAID are developed in conjunction with the WRHA CMO and Manitoba Health, Seniors and Active Living. The Board does not have input into the Clinical Guidelines.

Jennifer Dunsford attended this portion of the meeting to, along with Dr. Roe, provide an overview of the processes followed by WRHA in relation to the assessment and administration of MAID. A copy of the educational briefing note was distributed with the agenda for the Board’s information.

The Board will review the WRHA’s draft policy at an upcoming Board meeting. The Board was asked to forward any questions to Lorri Dahl prior to the next Board meeting at which time they will be addressed during the review of the draft policy.

9. For information

9.1 Update - Budget and Sustainability

A copy of the update was distributed with the agenda and received for information.

9.2 Update - Clinical Services Consolidation

A copy of the update was distributed with the agenda and received for information. The consolidation phase is proceeding as predicted by the modeling developed before the October 3rd transition date. Overall, the transition of Victoria General Hospital's emergency room to an urgent care center has been successful, with no significant issues arising. The shift from an acute to a sub-acute setting was carried out in a step-by-step process that, as a result, required no transfers to another hospital. The regional teams and Victoria General Hospital teams were commended for their tireless efforts and hard work to ensure a smooth transition. Urgent Care at the MHC also closed. It was noted that emergency visit volumes have increased but wait times have decreased.

9.3 Performance Dashboards

A copy of the performance dashboard and summary were distributed with the agenda and received for information. The Board will receive a full orientation to the components of the dashboard at a future Board meeting. The WRHA will continue with their action plans and strategies to ensure performance continues to improve across the region.

Derek Johannson advised that the Audit Committee and Resources Committee will be meeting on November 14 to review background on, and discuss future steps for, the overpayment issue. All members of the Board are invited to attend.

10. Committees of the Board

10.1 Quality, Patient Safety and Innovation (QPSI) Committee of the Board

A copy of the QPSI Committee Chair's report was provided with the agenda for review and information.

10.2 Minutes - Quality, Patient Safety and Innovation (QPSI) Committee of the Board

A copy of the minutes from the June 20, 2017 QPSI Committee meeting was provided with the agenda for review and information.

10.3 First Nations, Metis and Inuit Health (FNMIH) Committee of the Board

A copy of the FNMIH Committee Chair's report was provided with the agenda for review and information.

10.4 Minutes - First Nations, Metis and Inuit Health (FNMIH) Committee of the Board

A copy of the minutes from the June 5, 2017 FNMIH Committee meeting was provided with the agenda for review and information.

10.5 Resources Committee of the Board

A copy of the Resources Committee Chair's report was provided with the agenda for review and information.

10.6 Audit Committee of the Board

A copy of the Audit Committee Chair's report was provided with the agenda for review and information.

11. Adjournment

The meeting was adjourned at 11:15 a.m.

12. Private Meeting of the Board and the Interim President & CEO - In Camera Session

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

13. Private Meeting of the Board - In Camera Session

A private meeting of the Board was held.

WRHA Board of Directors - Minutes of October 27, 2017

Approved by the WRHA Board of Directors at its Meeting of November 29, 2017

Karen Dunlop, Board Chair

Ingrid Botting, Corporate Secretary