

Directors Present

B. Payne, Chair, K. Blanchette, Vice Chair, M. Horrobin, Past Chair, A. Daher, C. Gallant, P. Soulliere, J. Clark, , K. Bortolin, M. Galvin, D. Wellington, L. Lombardo

Directors Absent

S. Segave

Ex-Officio Present

B. Marra, Chief Executive Officer, Dr. A. Steen, Chief of Staff, F. Bagatto, CHI Director, B. Masotti, Patient Family Advisory Rep., Dr. A. Khaleifa, President Professional Staff Association

Ex-Officio Absent

J. Topliffe, Patient Family Advisory Rep., J. Dawson, Chief Nursing Executive

Administration Present

D. Dutot (Recording Secretary), S. Laframboise, A. Babensee

Guests

S. Tompkins

1.0 CALL TO ORDER

The Board Chair called the meeting to order at 4:30 pm

1.1 Land Acknowledgement & Prayer/Reflection

The Chair read the land acknowledgement and followed with the prayer.

1.2 Declaration of Conflict of Interest/Duty

No conflicts declared

1.3 Confirmation of Quorum

Confirmed

2.0 BOARD EDUCATION; Ontario Not-for-Profit Corporation

D. Young of Willis Business Law, attended the meeting by zoom, to present education regarding the Ontario Not-for-Profit Corporation Act (ONCA). The following highlights were provided:

- ONCA 2010 was proclaimed in October 2019
- Between 2010 and 2019 there were amendments to the Act
- Improvements overall from the Ontario Corporations Act (OCA)
- Many of the OCA concepts remain
- ONCA replaces relevant parts of the OCA including Part III
- OCA dealt with a number of different types of corporations (share capital, insurance etc.) not all was relevant to charitable corporations. All of ONCA is relevant to HDGH
- Key things:
 - Much simpler legislation
 - More explicit at addressing common issues
 - Default provisions
 - New categorization for corporations; non-public/public. HDGH is public benefit

- ONCA reduces opportunity for perception and dictates for specific details
- Strict financial reporting, rules around membership, some of these rules do not apply to HDGH due to the common law statute
- Directors are now required to consent in writing to act as a Director within 10 days of their election/appointment
- Executive Committee is now a management committee and there are restrictions in the powers of the committee (non-delegable board business)
- Classes of membership
- Enhanced membership entitlements
- Three year transition from October 19, 2021 to October 18, 2023 to become ONCA compliant. Constatng documents will continue to govern (Letters Patent/by-laws) if not changed by three year, they will be by default deemed to be amended
- OCA no longer applies to HDGH (Part III)
- HDGH is a public benefit corporation, therefore the following applies (not new):
 - Special financial review requirements (audit)
 - At least 3 directors required
 - No more than 1/3 of directors can be employees
 - Distribution on dissolution to another registered charity
- Suggested next steps;
 - Articles of Amendment; permit a range, update special provisions, consider other changes
 - Amend by-laws to reflect ONCA
 - Director Board ready form to capture directors' consent
 - Consider any required policy updates

3.0 REVIEW OF CONSENT AND FULL AGENDA

3.1 Approval of the Consent Agenda

The Chair asked if anyone wished to remove anything from the Consent agenda to the full agenda for discussion; the consent agenda remained as distributed.

It was moved by P. Soulliere and seconded by C. Gallant THAT the Consent Agenda for the May 25, 2022 Open Board meeting, consisting of the recommendations and reports be approved as distributed. CARRIED

3.1.1 Items for approval

- (i) May 25, 2022 Regular Agenda
- (ii) Minutes of the previous meeting; March 30, 2022
- (iii) Finance and Audit Committee Recommendations
 - (a) Year-to-date Q4 Financial Statements
- (iv) Governance Committee Recommendations
 - (a) Committee Terms of Reference
 - (b) Articles of Amendment

- 3.1.2. Items to be received
(i) Chief Nursing Executive Report

4.0 BUSINESS ARISING

None

5.0 ITEMS REQUIRING DECISION

5.1 2022/2023 Quality Improvement Plan

D. Wellington spoke to the Quality Improvement Plan (QIP) that will be voluntarily submitted by HDGH to Ontario Health. The QIP was reviewed by the Quality Committee and there was unanimous support for the draft plan and narrative.

It was moved by D. Wellington and seconded by L. Lombardo THAT the 2022/2023 Quality Improvement Plan be approved as presented and recommended by the Quality Committee. CARRIED

5.2 2022/2023 Chief of Staff Goals and Objectives

K. Blanchette and B. Payne met with Dr. Steen to set the goals and objectives for the 2022/2023 year.

It was moved by K. Blanchette and seconded by M. Horrobin THAT the 2022/2023 Chief of Staff Goals and Objectives be received and approved as presented. CARRIED

5.3 2022/2023 Chief Executive Officer Goals and Objectives

K. Blanchette and Brian met with B. Marra to set goals and objectives for the 2022/2023 year. Broad based due to dynamic times with major themes. Clear and concise.

It was moved by M. Galvin and seconded by A. Daher THAT the 2022/2023 Chief Executive Officer Goals and Objectives be received and approved as presented. CARRIED

5.4 2022 Annual Report to Sponsor

Prepared in collaboration with the new Director of Mission, CEO and Governance Coordinator. F. Bagatto noted the work and information included in the annual report and expressed appreciation for the attention to detail and commitment to Mission on behalf of CHI.

The process was described; these reports will be discussed by the broader sponsor family and inform the Strategic Planning process for CHI and Leadership.

It was moved by M. Horrobin and seconded by K. Blanchette THAT the 2022 Annual Report to the Sponsor be submitted as distributed. CARRIED

6.0 ITEMS FOR INFORMATION/DISCUSSION

None

7.0 EXECUTIVE HIGHLIGHTS

7.1 President and Chief Executive Officer Report

B. Marra provided a report in the meeting package. The following highlights were provided;

- (i) 68 Mental Health Inpatient Bed Expansion Capital Project

- Site plan was reviewed and discussed
- Functional planning
- Stage 2 will take approx. 6-9 months. Stage 3 will take 1 year, Stage 4 will take 2 years
- A. Steen and B. Marra will co-chair the working group.
- Engagement sessions will occur over the summer months. i.e. Community, PFAC, front line staff, etc.

7.3 Board Chair Report

9.0 DATE OF NEXT MEETING

June 22, 2022

10.0 ADJOURNMENT

The Board Chair adjourned the open meeting at 5:32pm

Bill Marra, Secretary

Brian Payne, Board Chair