

Directors Present

K. Blanchette, Chair, P. Soulliere, Vice Chair, B. Payne, Past Chair, K. Bortolin, J. Clark, M. Galvin, L. Haugh, C. Stan, M. Winterton

Directors Absent

A. Daher, C. Gallant, D. Wellington

Ex-Officio Present

F. Bagatto, CHI Director, B. Masotti, Patient Family Advisory Rep., L. Lombardo, CHI Director, B. Marra, Chief Executive Officer, Dr. A. Steen, Chief of Staff, S. Landry, Chief Executive Officer

Ex-Officio Absent

Dr. Priya Sharma, President Professional Staff Association

Administration Present

C. Kondratowicz (Recording Secretary), T. Kotyk, S. Laframboise, S. McGeen

Guests

Dana Young, Willis Business Law

1.0 Call to Order

The Board Chair called the meeting to order at 4:42PM

1.1 Land Acknowledgement & Prayer/Reflection

The Chair read the land acknowledgement followed by the prayer.

1.2 Confirmation of Quorum

Confirmed.

1.3 Declaration of Conflict of Interest/Duty

None.

1.4 Acknowledgement of Outgoing Director Members

- PFAC Director (ex-officio), Jeff Topliffe – relocating due to an employment placement.
- Director, Donna Wellington – relocating due to a change in employment and relocation of residence and Windsor-Essex residence.

1.5 Roundtable Introductions & Welcome of New Executive Team Members

The Chair welcomed Vice President of Mental Health and Addictions, Tammy Kotyk and Vice President of Restorative Care and Chief Nursing Executive, Shannon Landry. Roundtable introductions were held.

2.0 Board Education; HDGH Administrative By-Law

Dana Young, Willis Business Law was presented an overview of the Administrative By-law document. The goals of the presentation were to enhance the Board's understanding of the Administrative By-law and provide support in their governance role.

Corporate Operatives:

- Members - CHI Board of Directors + up to 1 designate of CHI resident in area served by HDGH

- The Board is a collective body formed by all individual Directors. The collective responsibility of the Board is to manage or supervise the management of activities and affairs of the corporation (section 21 of ONCA).
- Directors - voting (up to 2 designates of CHI; up to 2 designates of Patient Advisory Council; 4 ex-officio; remaining voting Directors are elected at AGM)
- Officers – only a Chair is required by Law. At law, there are virtually no inherent powers accorded to officers.
 - Membership (CHI) Officers - Membership President, Membership Vice President & Membership Secretary
 - Board (HDGH) Officers - Chair, Board Secretary plus optional others
- Personnel (staff and Independent Contractors) – not required by law

Legal/Policy Framework

- Land of the Law
- Articles – Policies are permitted to be included in the articles. Any changes to articles must have Board and Membership approval or can be issued by just Membership. All changes must be submitted to government where they will issue update documents.
- By-Law Changes –
 - Administrative – changes require Board and Membership approval.
 - Professional Staff - changes require Professional Staff, Board and Membership approval.
- Board Policy – made by Board resolutions; enduring ones are captured in a board policy or governance manual. To change policies only Board approval is required.
- Operational Policy – The CEO is generally charged with setting operational policy in a manner consistent with the law of the land, the articles, the by-laws and Board policy. Board approval is not required for operational policy changes.
- Contracts such as HSAA, MSAA, Affiliation Agreement with the University of Western Ontario, CHI's Understanding your Sponsor Orientation Guide bind HDGH in establishing certain policies.

By-law content is impacted by the following Policy Framework, Public Hospitals Act, ONCA corporation, Non-share Capital Corporation, Public Benefit Corporation, Charitable Corporation, Registered Charity, Membership Structure, Cue Compliance and avoiding common mistakes.

The Board is legally obligated to follow the by-laws (and everything else in the legal/policy framework).

Many provisions in the By-law are included because of the Public Hospitals Act (PHA), ONCA is the incorporating legislation, Catholic Health International (CHI) and HDGH as it is a registered charity which means that related provisions in the Income Tax Act (ITA) apply.

For information, explanation and to avoid common mistakes the By-laws now include footnotes and purposes.

3.0 Consent Agenda

The Chair asked if anyone wished to remove anything from the Consent agenda to the full agenda for discussion. No items were removed.

3.1 Items for Approval

- 3.1.1 Agenda; September 25, 2024
- 3.1.2 Minutes of the Previous Meetings; June 26, 2024

3.2 Items to be Received

- 3.2.1 Chief Nursing Executive Report

Upon motion duly made, seconded, and unanimously carried, the September 25, 2024 Consent Agenda, consisting of the recommendations and reports be approved as presented.

4.0 Board Decisions/Oversight

None.

5.0 Executive Highlights

5.1 Chief of Staff Report

Dr. Andrea Steen had no updates to provide.

5.2 President and Chief Executive Officer Report

B. Marra provided a verbal report highlighting the following:

- HDGH At a Glance – Annual Report document provided for information
- B. Marra recently attended the CHI Leadership conference in Montreal with other CEO's and Leadership. It was wonderful to attend in person.
- A special acknowledgment to Director Brian Payne. On September 14th he was ordained into the Priesthood. Congratulations on this achievement!

5.3 Board Chair Report

K. Blanchette had no updates to provide.

6.0 Date of Next Meeting

November 27, 2024

7.0 Adjournment

The Board Chair adjourned the open meeting at 5:43PM



Bill Marra, Secretary



Pat Soulliere, Board Vice Chair