

**MINUTES of the Southern Health-Santé Sud Governing Board Meeting held
Wednesday September 27, 2017
Bethesda Regional Health Centre, Steinbach, MB**

Present	Board:	Staff:	Guests:
	Abe Bergen, Chair Cheryl McKittrick, Vice Chair Pat Brennan Ramona Coey Elin Czeranko Debbie Iverson Dr. Desmond Leen Konrad Narth Terrie Porter Vi Peters Judith Siemens	Paulette Goossen, Acting CEO Trish Braun Dr. Denis Fortier Ryan Green Cheryl Harrison Ken Klassen Marie Lacey Martin Montanti René Ouellette Dr. Michael Routledge <i>Jane Saunders, Recording Secretary</i>	
Regrets:		Jane Curtis, CEO	

The Southern Health-Santé Sud Board of Directors (the Board) acknowledges that the land on which it gathers is Treaty 1 territory and the traditional territory of Anishinaabeg, Ojibway, Cree, Oji-Cree, Assiniboine, Dakota, and Dene peoples, and the homeland of the Métis Nation. The Board also acknowledges that Southern Health-Santé Sud has multiple cultures and is a designated bilingual region.

Sacred Moment: *At a Board workshop on People Centeredness, it was decided that, at the start of each regular day of Board meetings, the Board would take a moment to pause and reflect on its mission and on the people it serves throughout the region - to stop and look at the consequences whenever changes or decisions are made about services or programs, and be aware of how it affects the people whom that service or program was made for in the first place.*

Ms. Pat Brennan led the Board in an exercise that highlighted the various stages of communication and how everyone interprets information differently. The illustration underlined the importance of delivering a clear message i.e. sharing context and intent, providing as much detail as possible and initiating a two-way dialogue to ensure the direction/message/final outcome has been interpreted and understood correctly. People want to 'get it right' and become frustrated when something has been misinterpreted; a fear of judgement can also create a tendency to copy someone else rather than checking the source.

		Action
1.	Welcome & Call to Order	The Chair called the meeting to order at 1:30 p.m. noting that, having another Senior Leader able to step in for the CEO when she is unable to be present is a testament to the excellence of the Senior Leadership Team.
2.	Approval of proposed Agenda	The agenda was amended as follows: Add: #13. 'Option to Move Into In-Camera' Renummer subsequent agenda items accordingly.

MOTION:

THAT the Southern Health-Santé Sud Board of Directors approves the agenda as amended.

MOVED BY: Judith Siemens

SECONDED BY: Vi Peters CARRIED

3. Approval of Minutes of Board Meeting

MOTION:

THAT the Southern Health-Santé Sud Board of Directors approves the minutes of the meeting held June 28, 2017 as presented.

MOVED BY: Cheryl McKittrick

SECONDED BY: Dr. Desmond Leen CARRIED

4. In-Camera – Report

No report.

5. Board Committees

5.1. Community Engagement Planning Committee – Report

5.1.1. Annual Public Meeting – October 4, 2017

Ms. Vi Peters shared the planned outline for the Annual Public Meeting. Board Members were reminded to arrive between 6:15 p.m. and 6:45 p.m. and to wear name tags.

5.2. Finance Committee of the Whole - Report

MOTION:

THAT the Southern Health-Santé Sud Board of Directors approves the report of Statement of Operations and Financial Position, as presented by the Southern Health-Santé Sud CEO/Chief Finance Officer, for the period to August 31, 2017, which indicates a Year-to-Date Operating surplus of \$2,262,828.

MOVED BY: Terrie Porter

SECONDED BY: Dr. Desmond Leen CARRIED

5.3. Quality & Patient Safety Committee of the Whole – Report

The Board received a presentation outlining the accreditation process.

5.4. Policy Review Committee

The following policies were presented for approval:

- Governance Process (GP-2) Board Governing Style
- Governance Process (GP-5) Role of RHA Board Chairperson
- Governance Process (GP-6) Strategic Planning
- Governance Process (GP-15) Conflict of Interest
- Governance Process (GP18) Board Member Remuneration and Expenses
- Governance Process (GP-19) Quality and Patient Safety
- Governance Process (GP-8) Board Meetings
- Governance Process (GP-14) Confidentiality

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-2) Board Governing Style, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Pat Brennan CARRIED

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-5) Role of RHA Board Chairperson, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Dr. Desmond Leen CARRIED

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-6) Strategic Planning, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Cheryl McKittrick CARRIED

Friendly amendment to include the following policy criteria to GP-6: *The Board to review the Board ENDS on an annual basis i.e. add to Annual Governance Plan for the Policy Review Committee Chair to present at each September Board meeting.*

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-15) Conflict of Interest, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Terrie Porter CARRIED

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP18) Board Member Remuneration and Expenses, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Elin Czeranko CARRIED

Friendly amendment to include the following policy criteria to GP-18 in regards to reimbursement for out of pocket expenses: *'reimbursement to be capped for each meal period as per staff policy'.*

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-19) Quality and Patient Safety, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Terrie Porter CARRIED

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-8) Board Meetings, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Dr. Desmond Leen CARRIED

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves Governance Process (GP-14) Confidentiality, revised August 2, 2017, as presented.

MOVED BY: Judith Siemens
SECONDED BY: Cheryl McKittrick CARRIED

By-Laws: Recognizing that Manitoba Health, Seniors and Active Living, will be reviewing the by-laws for all five Regional Health Authorities, given the Board's legal responsibility to ensure its by-laws are congruent with *The Regional Health Authorities Act* and knowing that inconsistencies exist within the by-laws approved May 30, 2012, the Board accepted the amended by-laws as presented and requested that they be sent to the Minister of Health, Seniors and Active Living for formal approval.

MOTION

THAT the Southern Health-Santé Sud Board of Directors accepts the By-Laws, revised August 2, 2017, as presented and approves that they be sent to the Minister of Health, Seniors and Active Living for formal approval.

MOVED BY: Judith Siemens
SECONDED BY: Cheryl McKittrick CARRIED

The Board considered the following two recommendations and agreed that the two policies, GP-6 and GP-18 just approved, should be amended accordingly. As such, the Board agreed to include a friendly amendment to the respective Board Motions:

GP-6: The Board to review the Board ENDS on an annual basis i.e. add to Annual Governance Plan for the Policy Review Committee Chair to present at each September Board meeting.

GP-18: Whereas the current Board policy provides for reimbursement of *'actual out of pocket expenses'* for meals; it is recommended that this be changed to: *'reimbursement to be capped for each meal period as per staff policy'*.

6. Other Board Work

6.1. Election of Officers

Further to receiving confirmation of Board appointments in August this year, the Board agreed to maintain the current positions until the 2018 inaugural meeting. As such, Mr. Konrad Narth will continue as Treasurer and the Chief Executive Officer will continue as Secretary.

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves to maintain the current positions until the 2018 inaugural meeting.

Mr. Konrad Narth continues as Treasurer.

Ms. Jane Curtis, Chief Executive Officer, continues as Secretary.

MOVED BY: Cheryl McKitrick

SECONDED BY: Dr. Desmond Leen CARRIED

The Chief Executive Officer apprised the Board of the following:

The Chief Executive Officer's delegated authority to carry out the financial functions of the organization are: Mr. Ken Klassen, Vice-President Finance & Planning and Mr. Ryan Green, Chief Finance Officer.

The Chief Executive Officer's designated signing authorities for any single purchases or commitments up to \$500,000.00, excluding those noted in policy Executive Limitation (EL-5) Financial Conditions & Activities, are: Mr. Ken Klassen, Vice President Finance & Planning and Mr. Martin Montanti, Vice President Corporate Services.

6.2. Board Committee Membership

Audit Committee: The Board agreed to continue meeting as 'Audit Committee of the Whole' for the two regular meetings per year: (1) to review the Scope of Audit; (2) to receive the Audited Financial Statements.

Policy Review Committee: Ms. Pat Brennen; Mr. Abe Bergen; Ms. Ramona Coey; Ms. Debbie Iverson; Ms. Terrie Porter; Ms. Judith Siemens (Chair).

Community Engagement Planning Committee: Ms. Elin Czeranko; Ms. Debbie Iverson (Chair); Dr. Desmond Leen; Ms. Cheryl McKitrick; Ms. Vi Peters.

Regional Medical Advisory Committee (RMAC): Ms. Ramona Coey.

6.3. HealthCareCAN: Governing for Quality and Patient Safety – Registration

Board Members to advise Recording Secretary of their interest to register for this course.

7. Board Monitoring

7.1. Summary of Board Meeting Evaluation – Report

Ms. Pat Brennan provided a review of the summary of Board Meeting Evaluation report for June 28, 2017 noting that the continued high scoring reflects an overall feeling of ease with the meetings.

7.2. Board-CEO Linkage (BC-3) Accountability of the CEO

Ms. Pat Brennan provided a review of the Board's policy: Board-CEO Linkage (BC-3) Accountability of the CEO, noting that the policy remains pertinent and the Board is in compliance.

7.3. Board - CEO Linkage (BC-4) Delegation to the CEO

Ms. Pat Brennan provided a review of the Board's policy: Board - CEO Linkage (BC-4) Delegation to the CEO, noting that the policy remains pertinent and that the Board is in compliance.

7.4. Board – CEO Linkage (BC-5) Monitoring CEO Performance & CEO Performance Appraisal

Given that the actual process of CEO Performance Appraisal, which is set out in Board–CEO Linkage (BC-5) Monitoring CEO Performance & CEO Performance Appraisal, will begin next month, the Board agreed, to monitor the policy as the process itself unfolds and present the formal policy monitoring report to the Board at the end of the process. The Board will therefore identify one of the Board Members selected to carry out the CEO Appraisal process as the Lead for monitoring the policy.

The Board agreed that a maximum of three (3) Board Members was sufficient to carry out the CEO Performance Appraisal.

Board Members interested in being considered for the CEO Performance Appraisal process were asked to advise the Recording Secretary.

7.5. 2016-2017 Annual Report

The Board received a final copy of the 2016-2017 Annual Report for approval and noted that key achievements have been aligned with the Board ENDS together with additional information from the many dashboards that have been presented to the Board.

The Board expressed its thanks once again to the authors and designers of this year's report, commenting that the document is easy to read and understand.

MOTION

THAT the Southern Health-Santé Sud Board of Directors approves the 2016-2017 Annual Report, as presented.

MOVED BY: Cheryl McKittrick

SECONDED BY: Vi Peters

CARRIED

The 2016-2017 Annual Report will be released at the Annual Public Meeting on Wednesday October 4, 2017.

8. Board Education

8.1. Regional Orientation – Senior Leader Portfolio: Dr. Denis Fortier

Dr. Denis Fortier shared an overview of his portfolio.

8.2. Manitoba Centre for Health Policy Evidence to Action Workshop
- Report

Board Members who attended the Manitoba Centre for Health Policy Evidence to Action Workshop shared that many different groups were represented at the workshop, which reflects the importance of sectors working together. The richness of the data gathered by the Manitoba Centre for Health Policy is a credit to Manitoba and extremely valuable to decision-making at all levels and across all sectors.

9. Information

9.1. Chair's Report

The Chair reported on the various meetings and events that he had attended including the Aboriginal Health High School Internship Program Graduation, which is living proof that the intent of the Truth and Reconciliation Commission of Canada's Report has been embedded in the work of Southern Health-Santé Sud. The STARS funding announcement of a \$250,000 donation from Access Credit Union confirms the on-going generosity and support of many organizations within our boundaries.

The Chair also shared that he had enrolled on a course offered by the Institute of Corporate Directors.

9.2. Leadership Report

The Board received the CEO's Leadership Report and noted upcoming events.

9.2.1. Manitoba Centre for Health Policy Report: *Variations in Resource Use and Costs of Hospital Care in Manitoba*

A link to the Manitoba Centre for Health Policy's recently published report was shared for information: <http://mchp-appserv.cpe.umanitoba.ca/deliverablesList.html>

9.2.2. Staff Newsletter #50

A link to Staff Newsletter #50 was shared for information.

The Board acknowledged the celebration held recently by Lions Prairie Manor and Douglas Campbell Lodge for their seven centenarians.

10. Information
Requested by the
Board

No report.

11. Board Monthly
Meeting
Evaluation

Board Members each completed a Board Meeting Evaluation form.

12. Correspondence

No report.

13. Option to Move Into In-Camera Option declined.
14. Date/Location of Next Meeting Tuesday October 24, 2017 : Regional Office Southport, Southport, MB
15. Adjournment MOTION:
 THAT the Southern Health-Santé Sud Board of Directors meeting be adjourned.
 MOVED BY: Cheryl McKitrick
 SECONDED BY: Konrad Narth CARRIED

Adjourned 4:40 p.m.