



Board of Directors Meeting Minutes September 23, 2014

Directors Present:

Bill Yetman, Chair	Gina deVeaux	Nancy Dudgeon
Laurie Hicks	Myra Libenson	Shannon MacDonald
Christopher Neuman	Manuel Pedrosa	Paul Sudarsan
Natasha vandenHoven		

Staff Present:

Stacey Daub, Chief Executive Officer	Dennis Fong, Sr. Director, HROD
Dipti Purbhoo, Sr. Director, Client Services	Bill Tottle, Sr. Director, Corp Services
Anne Wojtak, Sr. Director, PMA	Azalea Angeles, Executive Assistant

Guests:

Michael Beswick, Finance/Audit Committee Member
 Karen Sadlier-Brown, Governance Committee Member
 Brad Quinn, tng
 Joe McReynolds, tng
 Carol Lyons, McMillan (in part)
 Camille Orridge, Toronto Central LHIN (in part)

1.0 PRELIMINARY ITEMS

1.1 Call to Order

With confirmation of the presence of a quorum, the meeting was called to order.

1.2 Chair’s Remarks

The Chair welcomed all board members, members of management and guests.

1.3 Approval of Agenda

The agenda was approved as circulated (Neuman/MacDonald).

1.4 Disclosure of Conflict of Interest

There was no conflict of interest declared by any board member with respect to the agenda items for this meeting.



2.0 CONSENT AGENDA

On a motion duly moved (deVeaux), seconded (Dudgeon) and carried, the Board of Directors:

- 2.1 Approved the Board of Directors meeting minutes from June 20, 2014
- 2.2 Received the Governance Committee meeting minutes from August 12, 2014 and September 15, 2014
- 2.3 Received the Director Competency Framework and Recruitment Strategy
- 2.4 Received the Q1 CEO Report

3.0 EDUCATION

3.1 Director and Officer Liability Insurance

Members of the Board expressed interest in learning more about the organization's Director and Officer Liability Insurance. The Chair invited Ms. Carol Lyons, Corporate Counsel at McMillan to present at the meeting.

C. Lyons provided a high-level overview of the benefits of coverage and outlined the specific liability coverage provided to Toronto Central CCAC directors and officers by HIROC. C. Lyons also spoke about the "standard of care" outlined in the CCAC Corporations Act and what these duties mean.

In closing, C. Lyons discussed how the board can properly implement board risk management strategies and answered questions from the board.

3.2 Toronto Central LHIN Update

The Chair welcomed Ms. Camille Orridge, CEO of the Toronto Central LHIN.

C. Orridge discussed the significant shift at the Ministry of Health and Long Term Care following the recent Provincial election, including a new Minister and new Deputy Minister. She believes that the focus of the new government is shifting from a CCAC-specific focus to the broader home and community care sector.

C. Orridge advised the Board on the government's plan to publicly release the mandate letters to Ministers later this week in support of their transparency commitment.

C. Orridge also provided the board with an update on the various partnership activities taking place in the Toronto Central LHIN that includes partnering with academia, the City of Toronto, Pan Am games organizers and the work with the CCAC and shelters. One of the LHINs key areas of focus this year will be on access and equity.



C. Orridge discussed government funding for the current year and the challenges facing the sector.

C. Orridge answered questions from the board.

4.0 STRATEGIC MATTERS

4.1 Chair's Report

The board embarked on a governance renewal project two years ago. B. Yetman highlighted the significant accomplishments to date and reflected on the stark difference from when he joined the board over six years ago as an Order in Council appointee.

B. Yetman reported on the success of the Board retreat in June where collectively with management, a vision for the future was successfully developed. B. Quinn has been invited to speak to the report and work plan resulting from the retreat discussion.

B. Yetman highlighted the work accomplished by the various Committees over the summer months, in particular the strides made the Governance Committee related to recruitment, Committee mandates and the Board work plan for the upcoming year.

4.2 Chief Executive Officer Update

S. Daub provided the Board with a high-level update on various organizational activity including new Ministry staffing, funding, equity work with other CCACs and ICES and announced that the organization was the recipient of a National Diversity and Inclusion Award.

S. Daub discussed management's focus on multi-year planning and program delivery innovation.

4.3 Governance Development Report

A copy of the report was included in the pre-read material. B. Quinn discussed the work plan developed by the Governance Committee and commented on the significant work already accomplished in the past couple of months.

For the benefit of those not able to attend the retreat, B. Quinn discussed and highlighted the chart on board style evolution and recommended that the board undertake a similar exercise a year from now to track the movement on the level of delegation and the composition criteria.



5.0 RESOURCE MANAGEMENT

5.1 Q1 Financial Report

The Q1 Financial Report was pre-circulated in the Board package and provides a full review of the first quarter operating performance and the reasons for the early deficit and the Q1 Forecast.

M. Pedrosa, Chair, Finance Committee reported on the meetings he and the Board Chair have had with management since the release of the Q1 report. The discussions provided a better understanding of program trends following the first quarter and management's plan and confidence to achieve a balanced budget.

The Finance Committee's next meeting is in October.

On a motion duly moved (deVeaux), seconded (Dudgeon) and carried, the Board of Directors approved the Q1 Financial Report.

6.0 OPERATIONS

6.1 Committee Terms of Reference

The Board requested the Governance Committee complete a thorough review of the terms of reference for all the Committees. The review completed ensures that the Committee roles and responsibilities align with the board's future state vision of strategic oversight. A briefing note summarizing the review process and Terms of Reference changes was included in the pre-circulated Board package.

C. Neuman, Chair of the Governance Committee, highlighted the new terms of reference developed for the Quality Committee, previously the Client Service and Quality Committee. The focus of the committee is on strategic oversight of organizational quality and not just client services.

On a motion duly moved (Pedrosa), seconded (Sudarsan) and carried, the Board of Directors approved the name change of the Client Service & Quality Committee to the Quality Committee and approved its new Terms of Reference. The Board also approved the revised Terms of Reference for the Finance and Audit Committees.



6.2 Board of Directors Work Plan

The committee terms of reference and existing board policy informed the development of the 2014/15 board work plan. C. Neuman noted that the work plan is a “living” document that will and can be adjusted as required throughout the year.

C. Neuman reported that the briefing note in the board package highlights each Committee’s next steps with respect to developing their own work plans based on their accountability back to the board.

On a motion duly moved (MacDonald), seconded (Dudgeon) and carried, the Board of Directors approved the 2014/15 Board Work Plan as recommended by the Governance Committee.

5.0 ADJOURNMENT

There being no further business, the meeting was adjourned.