



17th Annual General Meeting of The Ottawa Hospital Corporation

Minutes of the meeting of June 15, 2016

Civic Campus, Kaminski Room

3:00pm

Governors	Present	Regrets	Governors	Present	Regrets
James McCracken	X		Dr. John Mahoney	X	
Dr. Debra Bournes	X		Dr Helene Perrault		X
Dr. Jacques Bradwejn	X		Dr François Raymond	X	
Derek Burney		X	Marc Seaman	X	
Kathryn Butler Malette	X		Allan Smith		X
Katherine Cotton	X		Gordon Thiessen	X	
Claude DesRosiers	X		Lillian Thomsen	X	
Emily Gruenwoldt	X		Dr. Jeff Turnbull	X	
Dr. Jack Kitts	X		Vincent Westwick		X
Patricia Kosseim	X		Carole Workman		X
Katie Lafferty	X				
Jennifer Matthews - Recorder	X				

Partner of Auditing Firm in Attendance: Doreen Hume

Several public guests and staff were present.

AGENDA ITEMS

1. Call to Order

James McCracken, Chair, called the meeting to order at 3:00pm. The Chair welcomed everyone to the 17th Annual General Meeting of the Members of the Corporation.

2. Approval of Agenda

AGM-2016-308: Approval of the Agenda

On a motion that was moved, seconded and carried, the Members approved the Agenda as presented.

3. Consent Minutes

AGM-2016-309: Approval of the Consent Minutes

AGENDA ITEMS
<p>On a motion that was moved, seconded and carried, the Members approved the consent minutes of the Annual General Meeting held on June 24, 2015 as presented.</p>
4. Business Arising
<p>There was no business arising from the minutes.</p>
5. Report from the Chair, Board of Governors
<p>Jamie McCracken began by thanking staff for all the work accomplished throughout the year. The challenges faced do not overshadow the excellent healthcare provided to the wider community and the exciting breakthroughs in research. The Board of Governors, through its committees, completed a wide variety of initiatives. The Finance and Audit, under the leadership of Derek Burney and Katherine Cotton, established an internal audit function, monitored the continued implementation of the Enterprise Risk Management Program as well as HIS implementation and the HR Plan. The Quality Committee, under the leadership of Vincent Westwick and Emily Gruenwoldt, refined the committee framework allowing for greater focus on the discussion of issues. The Governance Committee, under the leadership of Lillian Thomsen, completed a review and revision of the Board Governance Manual and associated policies and revised the Board Evaluation process. He thanked all Governors for their contributions throughout the year, and in particular Katherine Cotton for the support as Vice Chair.</p> <p>He also thanked Dr Kitts and Dr Turnbull for their leadership at TOH and for their contributions to healthcare nationally and internationally.</p>
6. Report from the President and Chief Executive Officer
<p>There was no additional report from the CEO.</p>
7. Report from the Chief of Staff
<p>There was no additional report from the Chief of Staff.</p>
8. Report of the Auditor
<p>Katherine Cotton, Vice-Chair of the Finance and Audit Committee, invited Doreen Hume, Deloitte & Touche LLP, to present the Audit Report.</p> <p>Ms Hume reported that, as part of transparency and accountability of TOH, the financial statements must be audited annually. Deloitte issued an unqualified audit opinion on the consolidated and non-consolidated financial statements. The audit went very well and there were no concerns or issues identified. They received full cooperation from management and staff.</p>
9. Presentation of The Ottawa Hospital Consolidated Financial Statements for the Fiscal Year 2015 / 2016
<p>Katherine Cotton, Vice-Chair of the Finance and Audit Committee, reported on the consolidated financial statements for the Fiscal Year 2015 / 2016 of TOH. She stated that the consolidated financial statements which includes the University of Ottawa Heart Institute.</p>

AGENDA ITEMS
10. Presentation of The Ottawa Hospital Non-Consolidated Financial Statements for the Fiscal Year 2015 / 2016
<p>Katherine Cotton, Vice-Chair of the Finance and Audit Committee, reported on the non-consolidated financial statements for the Fiscal Year 2015 / 2016 of TOH.</p>
11. Approval of the Appointment of the Auditing Firm for the Fiscal Year 2016 / 2017
<p>Katherine Cotton, Vice Chair of the Finance and Audit Committee, reported on the appointment of the auditing firm.</p>
<p>AGM-2016-310: Appointment of the Auditors for the Fiscal year 2016 / 2017 On a motion that was moved, seconded and carried, the Members of the Corporation of The Ottawa Hospital approved the appointment of KPMG as the Auditors for the Corporation of The Ottawa Hospital until the next annual meeting, or until a successor is appointed, at a remuneration to be fixed by the Governors, the Governors hereby authorized to fix such remuneration, as approved by the Board of Governors.</p>
12. Approval of Proposed Amendments to the By-laws
<p>The Chair presented the following motion:</p> <p>AGM-2016-311: Amendments to the Administrative By-law June 24, 2015 On a motion that was moved, seconded and carried, the Members of the Corporation of The Ottawa Hospital approved the amendments to the Administrative Bylaw of The Ottawa Hospital, as approved by the Board of Governors.</p>
13. Election of Governors
<p>Jamie McCracken, Chair, presented the following motion:</p> <p>AGM-2016-312: Election to the Board of Governors On a motion that was moved, seconded and carried, the Members of the Corporation of The Ottawa Hospital approved the Slate of Candidates for the year 2016 / 2017 for election to the Board of Governors as recommended by the Board of Governors.</p> <ul style="list-style-type: none"> • <i>Ms. Patricia Kosseim – Second three-year term until the AGM in June 2019;</i> • <i>Ms. Lillian Thomsen – Third three-year term until the AGM in June 2019;</i> <li style="text-align: center;">AND • <i>Ms. Jennifer Adams – First three-year term until the AGM in June 2019;</i> • <i>Mr. Claude Doucet – First three-year term until the AGM in June 2019; and</i> • <i>Mr. Tony Sottile – First three-year term until the AGM in June 2019.</i>
14. Recognition of Retiring Governors
<p>The Chair recognized three Governors whose terms of office end at this Annual General Meeting.</p> <ul style="list-style-type: none"> • Emily Gruenwoldt (2011 – 2016)

AGENDA ITEMS
<ul style="list-style-type: none">• Marc Seaman (2012 – 2016)• Carole Workman (2010 – 2016) <p>On behalf of the Board of Governors, the Chair thanked the Governors for their commitment and dedication during the course of their mandate.</p>
15. Adjournment
The meeting was adjourned without a motion or vote at 3:25pm.