



## 20<sup>th</sup> Annual General Meeting of The Ottawa Hospital Corporation

Minutes of the meeting of June 19, 2019

Civic Campus, Executive Boardroom

5:30pm

Governors	Present	Regrets	Governors	Present	Regrets
Katherine Cotton, Chair	X		Katie Lafferty	X	
Jennifer Adams	X		Dr John Mahoney	X	
Debra Bournes	X		James McCracken	X	
Sylvain Charbonneau		X	Dr Virginia Roth	X	
Marion Crowe	X		Claudio Silvestri		X
Claude DesRosiers	X (by phone)		Allan Smith	X	
Claude Doucet	X		Tony Sottile		X
Dr Alan Karovitch		X	Gordon Thiessen	X	
Dr Jack Kitts	X		Lillian Thomsen	X	
Dr Bernard Jasmin		X	Brendan Timmins	X	
Patricia Kosseim	X				
			Jennifer Matthews – Recorder		
<b>Partner of Auditing Firm in Attendance:</b> Andrew Newman					
<b>Several members of the staff were present.</b>					

### AGENDA ITEMS

#### 1. Call to Order

Katherine Cotton, Chair, called the meeting to order at 5:30pm. The Chair welcomed everyone to the 20<sup>th</sup> Annual General Meeting of the Members of the Corporation of The Ottawa Hospital.

Nyranne Martin, General Counsel and Board Secretary confirmed that a Notice of Meeting was sent in accordance with requirements and that quorum is present.

#### 2. Adoption of Agenda

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

#### 3. Consent Minutes

**AGM – 2019 – 606: Approval of the Consent Minutes**

<b>AGENDA ITEMS</b>
On a motion that was moved, seconded and carried, the Members approved the consent minutes of the Annual General Meeting held on June 20, 2018 as presented.
<b>4. Report from the Chair, Board of Governors</b>
<p>Katherine Cotton, chair, provided her report as Chair of the Board of Governors. She began by recognizing and thanking all governors for their commitment and dedication to The Ottawa Hospital and its vision and for their oversight of the organization. She then highlighted various initiatives from the past year:</p> <ul style="list-style-type: none"> <li>• Most recently, the implementation of the Health Information System across the Atlas Alliance, improving the patient and provider experience;</li> <li>• The review and revision of the Strategic Plan, which builds on the momentum and successes achieved to date and will guide the growth of TOH's clinical, research and educational programs through 2022;</li> <li>• The continued work to move forward with the planning for the new Civic Campus; and</li> <li>• Working with partners and key stakeholders to prepare for the establishing of Ontario Health Teams, a significant transformation of healthcare delivery.</li> </ul> <p>She concluded by acknowledging the contributions of management and staff to these and the numerous other initiatives completed throughout the year.</p>
<b>5. Report of the Auditor</b>
<p>Gordon Thiessen, chair of the Finance and Audit Committee, invited Andrew Newman, KPMG, to present the Audit Report.</p> <p>A Newman began by thanking management and staff from across the organization for their participation and support through the audit process. He reported that KPMG believes the consolidated and non-consolidated financial statements present fairly, in all material aspects, the financial position of The Ottawa Hospital as at March 31, 2019.</p>
<b>6. Presentation of The Ottawa Hospital Consolidated Financial Statements for the Fiscal Year 2018 / 2019</b>
Gordon Thiessen, chair of the Finance and Audit Committee, was invited to reported on the consolidated financial statements for the Fiscal Year 2018 / 2019. The statements were examined by the Finance and Audit Committee and subsequently approved by the Board of Governors.
<b>7. Presentation of The Ottawa Hospital Non-Consolidated Financial Statements for the Fiscal Year 2018 / 2019</b>
Gordon Thiessen, chair of the Finance and Audit Committee, reported on the non-consolidated financial statements for the Fiscal Year 2018 / 2019.
<b>8. Approval of the Appointment of the Auditing Firm for the Fiscal Year 2019 / 2020</b>
<p>Gordon Thiessen, chair of the Finance and Audit Committee detailed the process to appointment of the external auditing firm for the Corporation.</p> <p><b>AGM – 2019 – 607: Appointment of the Auditors for the Fiscal Year 2019 / 2020</b></p>

<b>AGENDA ITEMS</b>
<p>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>
<p><b>9. Approval of Proposed Amendments to the By-laws</b></p>
<p>Katherine Cotton, Chair presented the following motion, explaining that the revised Administrative Bylaw was approved by the Board of Governors:</p> <p><b>AGM – 2019 – 608: Amendments to the Administrative By-law</b></p> <p>On a motion that was moved, seconded and carried, the Members of the Corporation of The Ottawa Hospital approved the amendments to the Medical, Dental, Midwifery and Registered Nurses in the Extended Class Staff By-law of The Ottawa Hospital, as approved by the Board of Governors.</p>
<p><b>10. Election of Governors</b></p>
<p>Katherine Cotton, Chair, presented the following motion:</p> <p><b>AGM – 2019 – 609: Election to the Board of Governors</b></p> <p>On a motion that was moved, seconded and carried, with one abstention, the Members of the Corporation of The Ottawa Hospital approved the Slate of Candidates for the year 2019 / 2020 for election to the Board of Governors as recommended by the Board of Governors.</p>
<p><b>11. Recognition of Retiring Governors</b></p>
<p>K Cotton recognized Lillian Thomsen, Governor whose term of office ended this year. On behalf of the Board of Governors, K Cotton thanked L Thomsen for her tremendous commitment and dedication throughout her mandate. Since her appointment in 2010, she has been involved extensively in developing best governance practices, including the significant revisions to the Administrative Bylaw and chairing the Nomination Committee three times. In addition, she contributed significantly in the Board's Quality Committee, of which she was chair for the last two years. It was also noted that throughout her tenure, she sat on every Board committee. As Vice-Chair of the Board for the last two years, she has been an invaluable support, both as a sounding board and in providing considered advice.</p> <p>L Thomsen thanked K Cotton for her kind words, sharing with the Governors how she came to apply to join the Board. It has been a privilege to serve TOH and thanked the Governors for their generosity of spirit and kindness.</p> <p>K Cotton welcomed Paul Davidson as the newest member of the Board of Governors.</p>
<p><b>12. Adjournment</b></p>
<p>The meeting was adjourned without a motion or vote at 5:45pm.</p>