

**Stevenson Memorial Hospital**  
**Meeting of the Board of Directors**  
**Thursday, June 24, 2014**  
Physical Therapy Department - 5:00 p.m.

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**In attendance:**

**Elected Directors**

Alan Dresser, Board Chair; Darlene Blendick; Colleen Butler; Harry Cassie; Paul Edmonds; Cory Jackman; Robert Jurmalietis; Michael Martin; Catherine Morden; David Purvis; John Swinden; Jan Tweedy

**Ex Officio Directors**

Jody Levac, President & CEO; Shannon Landry, Vice President/Chief Nursing Officer; Linda Edmonds, President SMH Auxiliary; Dr. Oswaldo Ramirez, Chief of Staff (via teleconference);

**Regrets:**

Glenn Rae, President, SMH Foundation; Terry Kuula, Chief Financial Officer; Dr. Stephen Tomini, President of Medical Staff; Vacant, Vice President of Medical Staff

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**1. Call to Order**

A. Dresser called the meeting to order.

**2. Conflict of Interest**

A. Dresser reminded those in attendance of their responsibilities as Board members with respect to the Conflict of Interest as outlined in the Corporation Bylaws and asked if anyone present wished to declare a conflict of interest. No declarations were made.

**3. Introduction of New Members**

A. Dresser welcomed and introduced new Board Directors: Colleen Butler, Harry Cassie, Robert Jurmalietis and new Auxiliary President, Linda Edmonds.

**4. Bylaws and Policies**

• **Conflict of Interest Guidelines (Bylaw 6 and Board Policy V-A-13)**

A. Dresser referenced the above policy included in the Corporate Bylaws and Board Policies circulated with the agenda.

• **Board and Ex-Officio Declaration (Board Policy V-A-4A)**

Circulated at the meeting was a copy of the Board and Ex-Officio Declaration. All Directors were asked to sign the annual Declaration and return to Administration.

• **Education Policy (Board Policy V-B-4)**

A. Dresser referenced the above policy included in the Corporate Bylaws and Board Policies circulated with the agenda and noted there are funds allocated for Board education.

**5. Governance Committee update and any other committees that met between last meeting and AGM**

The Governance & Nominating Committee met on June 12<sup>th</sup>. The focus of the meeting was in the Professional Staff Bylaws provided by the Medical Advisory Committee (MAC). Upon review, the Governance & Nominating Committee suggested some further amendments which have been shared with the Chief of Staff. The revised Professional Staff Bylaws will then be presented to the Governance & Nominating Committee and subsequently to the Board for approval. They will be presented at the Annual General Meeting in 2015 for ratification. It was noted that once the Board approves the Bylaws, they will come into effect.

The Governance & Nominating Committee would like to use Robert Rules of Order instead of Kerr and King, "Procedures for Meetings and Organizations". The Board was in agreement to this change.

***MOTION: Moved by J. Swinden, seconded by M. Martin, CARRIED.***

***"That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and use Robert Rules of Order as governance resource for procedure."***

**6. Board Skill Set Matrix and Education Needs**

Circulate with the agenda was a template for the Board Skill Set Matrix and Education Needs. Each Director was asked to complete. **Action:** The results will be reviewed at the next Governance & Nominating Committee meeting.

**7. Board and Committee Meetings Dates**

- Board will meet in October, December, February, April & June (1<sup>st</sup> Thursday of month – 5pm)
- Board Committees will meet in September, November, January, March & May

Due to reporting deadlines, it may be necessary for special Board and/or Board Committee meeting; alternatively, electronic meetings/voting could take place.

All Directors were reminded that it is the intent of the Board and Board Committees to focus and perform tasks of governance only and not get involved in the day-to-day operations of the Hospital; this is strictly the function of the Hospital Management.

**8. Report of the Chief Executive Officer**

J. Levac provided the following update:

- Memorandum of Understanding (MOU) - negotiations are almost complete in order to finalize the MOU between Stevenson and Southlake.

- Hospital Redevelopment – a call has been scheduled with the Capital Branch of the Ministry to determine where Stevenson is with respect to approval of its Pre Capital Submission (Schedule A & B) in order to proceed to Stage 1 of the Capital Planning Process.
- Administration is working to develop a MOU with other health service providers for the management and treatment of mental health patients as Stevenson is a non-scheduled facility.
- Recently participated in an OHA webinar entitled “Enterprise Risk Management – How It Can Benefit Your Organization”, with some Board Directors and Hospital Management, in the OHA Enterprise Risk Management Webinar.
- Have invited Central President & CEO, Kim Baker, to visit Stevenson and meet with the senior leadership on a regular basis.

In response to a question, J. Levac advised that a job description has been developed for a Communications Engagement Specialist; this position will be posted once the Hospital is in receipt of a response from the Ministry with respect to moving to Stage 1 of the Capital Planning Process.

#### **9. Report of Chief of Staff**

Dr. O. Ramirez provided the following update:

- Operating Room – reorganizing the schedule to make more efficient; new schedule will go live in September 2014.
- Obs Manager – resigned and her portfolio has been assumed by two Hospital Managers for the interim until an individual is hired.

#### **10. Report of Board Chairman**

A. Dresser provided the following update:

- Will schedule interviews with individual Directors.
- Will be hosting a Board gathering at his home in August; further details to be provided.
- Asked Directors to forward any ideas that could be the main topic of discussion at the October Board meeting.
- Along with Hospital staff, met with two vendors today to see how an electronic platform could be provided to the Board. SMH email addresses will be assigned to all Directors to use for Board business versus personal email addresses.
- Discussed that the Board needs to be “Ambassadors” of the organization.

***Motion: Moved Dr. O. Ramirez, seconded by D. Blendick, CARRIED.  
“That the Board moves to the in-camera session.”***

***Motion: Moved by C. Butler, seconded by J. Tweedy, CARRIED.  
“That the Board move back into the open session.”***

The following motion was arising from the in-camera session.

***MOTION: Moved by J. Swinden, seconded by P. Edmonds, CARRIED.  
"That the Board of Directors, on the recommendation of the Medical Advisory Committee,  
accepts the resignation of Dr. Glasine Lawson as Chief of Obstetrics and  
Obstetrician/Gynaecologist effective September 1, 2014."***

There being no further business, the meeting adjourned at 6:25 p.m.



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Alan Dresser, Chair

Recording Secretary: Sharon Knisley