

ATTENDEES:

(P) Linda Franklin	(R) Susan Britton Payne	(P) Pardeep Singh Gill	(P) Winston Young
(P) Elsa Cabral	(P) Michael Torrance	(P) Dr. Frank Martino	(P) Dr. Greg Rutledge
(P) Ricco Bhasin	(P) Stuart Johnston	(P) Manny Satija	(R) Dr. Prashant Phalpher
(P) Mark Beckles	(P) Tiziana Rivera	(P) Connie Stefankiewicz	(P) Dr. Yasir Karani

GUEST(S):

Laurie Cabanas	Kiki Ferrari	Florine Lobo	Cara Francis
Kelly Kimens	Farnese Adam (Resource)		

1.0 CALL TO ORDER

The meeting was called to order. No declarations of conflict were made. A copy of the Ethical Decision-Making Framework was included in the package for reference. The agenda was tabled for approval; there were no additions or revisions to the agenda.

MOVED, Seconded

That the agenda be approved – CARRIED.

2.0 ELECTION OF DIRECTORS

The Chair provided some background and context regarding the vacancies on the Board and the need to elect one more Director. The Governance & Human Resources Committee Chair was invited to discuss the pre-circulated materials which included Chris Loreto, as a nominee to the Board of Directors.

The Board acknowledged Chris' impressive resume and contributions to the Health Services & Quality Committee as a current Community Member, as well as the value he can bring to the Board. Recognizing he was recruited by an external firm as part of the recruitment process to become a Community Member, the Board had the opportunity to discuss the screening process as well as considerations for managing potential conflict of interests in general. Board members also had an opportunity to share their perspectives and comfort level around the policies and processes in place to identify and manage any conflict of interest that may arise. There was a healthy discussion about the importance of the Board in managing reputational risk and ensuring that Board members also fully understand their fiduciary obligations to the organization.

The Board requested that management consult the OHA's guidelines regarding the recruitment of Board members. In addition, the Board considered whether it would be helpful to engage a third-party governance expert to advise the board in the decision-making process to manage conflicts transparently. Management had the opportunity to provide clarity that processes to manage conflict of interest and lobbying are in place. Management committed to verifying that the Board's process was in alignment with the OHA's guidance and any relevant legislation. Overall, the Board was supportive of the nomination of Chris Loreto as a new member of the Board of Directors, and that his skills and experience will bring value to the Board.

MOVED, Seconded

That the Board of Directors approve the slate of nominee(s) to the office of Director as presented – CARRIED.

3.0 ADJOURNMENT

The meeting was adjourned.

MOVED, Seconded

That the meeting be adjourned – CARRIED.
