

**Hamilton Health Sciences
Board of Directors**

**Open Session
Minutes**

DATE: June 20, 2024

TIME: 3:00 to 6:00 PM

LOCATION: The Royal Botanical Gardens- Rooms 1&2

IN ATTENDANCE: Keith Monroe (Chair), Bill Laidlaw, Jane Milanetti, Farah Alexis, Hila Taraky, Shirley Thomas-Weir, Amit Kapur, Rasha Kisswani, Paul Gibson, Dr. Allison Sekuler, Tracey MacArthur, Dr. Tomas VanHelder, Dr. Anthony Crocco, Sharon Pierson, Dave McCaig, Dr. Tamar Packer, Janet Ozembloski (General Counsel & Corporate Secretary), Jillian Morton (Recording Secretary)

GUESTS: Kelly Campbell, Leslie Gauthier, Leslie Gillies, Donna LaForce, Michele Leafloor, Aaron Levo, Neil Johnson, Ted Scott, Bruce Squires, Pearl Veenema, Tim Dietrich, Dr. Marc Jeschke, Amit Bansal, Rochelle Reid

REGRETS: Paul O'Byrne, Robert Galaski, Dr. Azzam Khalid, Andrea McKinney, Debbie Zimmerman, Neil Johnson, and Deb Bedini

1. Opening

1.1 Quorum

Meeting quorum was established.

1.2 Declarations of Conflict of Interest

There were no conflicts of interest declared.

1.3 Adoption of the Open Agenda

It was moved by Jane Milanetti and seconded by Rasha Kisswani that the Board adopt the Agenda for the open portion of the meeting as distributed.

CARRIED

1.4 Approval of the Minutes from the May 30, 2024 meeting

It was moved by Hila Taraky and seconded by Allison Sekuler that the Board approve the open minutes from the May 30, 2024 meeting as distributed.

CARRIED

1.5 Chair's Remarks

The Chair noted that he had no further remarks.

COMMITTEE REPORTS

2. Audit Committee Meeting – June 11, 2024

2.1 Appointment of External Auditors, 2024 06 AC-009

The following motion was moved by Amit Kapur and seconded by Jane Milanetti:

THAT the Board of Directors endorses KPMG as the preferred proponent following the evaluation of submission in accordance with RPS 3325 Audit Services, to provide external audit services to HHSC for a period up to five years, subject to annual appointments.

AND THAT the Board of Directors recommend the appointment of KPMG as the auditors for HHS for the fiscal year 2024/25 as outlined in report 2024 06 AC-009.

CARRIED

3. ONCA Presentation

The Chair turned the meeting over to Bailey McMaster from Borden Ladner Gervais LLP (BLG) to provide the Ontario Not-for-Profit Corporations Act (ONCA) Presentation. Bailey reported that she assisted the hospital for the past couple of months with its transition to comply with the new ONCA legislation. The Board heard the revisions that were reviewed by the Governance Committee are recommended for approval by the Board.

The following motion was moved by Keith Monrose and seconded by Farah Alexis:

THE ARTICLES OF AMENDMENT RECITALS:

A. The Not-for-Profit Corporations Act, 2010 (Ontario) (the "Act") came into force on October 19, 2021, and replaced the Corporations Act (Ontario) in governing corporations without share capital.

B. It is in the best interests of the Corporation to amend its charter documents to bring them into conformity with the Act by filing articles of amendment in the form presented to the directors (the “Articles of Amendment”).

RESOLVED that:

- 1. the Articles of Amendment are hereby approved;**
- 2. such Articles of Amendment be submitted to the members of the Corporation (the “Members”) for approval by special resolution; and**
- 3. following approval of the Articles of Amendment by special resolution of the Members, any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary, proper, convenient or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the directors or the members of the Corporation, and to do on behalf of the Corporation all things necessary, desirable or useful to carry out and give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act.**

BY-LAW

RECITAL:

A. It is in the best interests of the Corporation to bring its by-laws into conformity with the Act by repealing its current by-laws and approving the general operating by-law presented to the directors (the “By-law”).

RESOLVED that:

- 1. the By-law, a general operating by-law of the Corporation relating generally to the conduct of the activities and affairs of the Corporation, is approved and adopted as the by-law of the Corporation, and all previous by-laws enacted by the Corporation, except for the Corporation’s professional staff by-law, are repealed and replaced by the By-law to be effective as of the date of the certificate of amendment issued by the Government of Ontario further to the Articles of Amendment (“Effective Date”), subject to confirmation of by the members of the Corporation (“Members”) at the next meeting of the Members;**
- 2. the By-law be submitted to the Members for confirmation; and**
- 3. following confirmation by the Members and the Effective Date, any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of the By-law as confirmed by the Members and place such certified copy in the minute book of the Corporation.**

BOARD POLICIES AND TERMS OF REFERENCE

RECITAL:

A. It is in the Corporation's best interests to update the Corporation's board policy manual to comply with and conform to the Act, to align with best practices amongst public hospitals in Ontario, and to reflect the Articles of Amendment and By-law.

RESOLVED that:

as of the Effective Date, each of the following governance policies and board committee terms of reference are hereby adopted, substantially in the form presented to the directors at this meeting and to be annexed as schedules to the minutes of this meeting, and replace any existing governance policies and board committee terms of reference relating to the same subject matter:

- (a) Annual Declaration and Consent**
- (b) Board Code of Conduct**
- (c) Conflict of Interest Policy**
- (d) Nominations Policy**
- (e) Executive Committee Terms of Reference**
- (f) Audit Committee Terms of Reference**

CARRIED

4. Compensation Subcommittee Meeting – June 11, 2024

At the request of the Chair, the meeting moved in camera. All Management and guests departed the meeting and the Independent Directors and CEO remained to discuss the Compensation Subcommittee Reports.

Refer to in-camera minutes

After business related to the Compensation Subcommittee reports was completed, the meeting moved out of in camera session.

2. Other Business

There was no other business.

3. Adjournment

At the call of the Chair, the meeting adjourned at 4:16 pm.

4. Independent Directors Session and CEO

5. Independent Directors Session

5.1 Board Self-Assessment Survey Results

5.2 Board Meeting Evaluation

5.3 Annual Performance Evaluation Results of CEO for 2022/23