



Special Board of Directors Meeting Minutes
Wednesday, November 4, 2020 – 5:00 p.m.

Present:	James Pitruniak, Bruce Millar, Renée Belhumeur, Michael Villeneuve, Marieke van Noppen, Shawn Sutton, David Wattie, John Trickett, Michelle Perry, Elise Guest, Holly Brown, Cholly Boland
Regrets:	Nathalie Boudreau, Peter Krajcovic, Dr. B. Devin, Dr. M. Naciuk, Lynn Dillabough, Michelle Blouin
Resource:	Amy Lafleche

No.	Item
1.0	Call to Order James Pitruniak called the meeting to order at 5:01
2.0	Approval of Minutes The 2020-10-26 Special Board meeting minutes were approved as presented.
3.0	Survey Results J. Pitruniak announced the electronic poll results were split 36/64 in favour of the higher price point.
4.0	<p>Management and Community Perspective – Presentation</p> <p>As a segue into C. Boland’s presentation J. Pitruniak outlined that the WDMH Board of Directors may have missed hearing valuable knowledge and expertise from the CEO. C. Boland was the CEO of WDMH in 2013 and can provide unique insight, given his involvement in the original decision to purchase the land.</p> <p>C. Boland outlined that during the past few special board meetings he has been very careful not to express comments, or advice to the group.</p> <p>C. Boland has obtained governance advice from former board chairs, former CEOs, and the Ontario Hospital Association (OHA). The OHA directed C. Boland to a governance expert in Toronto at Borden Ladner Gervais. After consultation C. Boland learned that he has “conflict of duty on duty”; a duty to each organization, but no personal gain. He was advised that it is okay to provide perspective, information, and advice to the WDMH Board of Directors.</p> <p>C. Boland began by announcing the concern for reputational risk to the hospital and questioned how the board will justify to the community the higher of the two prices. C. Boland reminded the board that the “community” consists of not only the broader public, but also includes Dundas Manor and the Foundation Board. It was noted that the Dundas Manor/RHI Board, and Foundation Board both consist of members who were part of the WDMH Board of Directors when the land was originally purchased; these members recall the price of the land, and the original intention for purchase.</p>

	<p>The board was also reminded that WDMH works very closely with these boards and considers them “partners”.</p> <p>C. Boland asked the WDMH Board of Directors, in addition to finances, to consider the following when making their final decision:</p> <ol style="list-style-type: none"> 1) There is no identifiable need for more money; this money will not go into the operations budget. 2) The WDMH commitment statement components of compassion, with our partners, we are one team, and accountability. 3) The WDMH 2019-2024 Strategic Plan. Within the plan you will find the following statements: <ul style="list-style-type: none"> - Serve as a collaboration hub to address community needs throughout all stages of life - Live our commitment statement - Nurture a strong community relationship that encourages continuous investment in WDMH - Collaborate to improve our patients’ transitions - Share resources, including knowledge, information, education, technology, programs and advocacy efforts 4) The Ontario Government perspective of promoting integration, partnerships, and Ontario Health Teams. Dundas Manor, and WDMH belong to the same Ontario Health Team. <p>In conclusion C. Boland noted that if the land was for sale, and another health team was interested in purchasing (i.e. hospice, community mental health), the sale price would be determined in the exact same way. The WDMH Board of Directors is asked to consider how the chosen price could affect future partnership.</p>
<p>5.0</p>	<p>Finalize Offering Price for Dundas Manor Land Parcel</p> <p>The Board of Directors acknowledged C. Boland’s information and advice. The following statements were heard from board members.</p> <p>B. Millar noted the board should remain consistent with the WDMH commitment statement and recognize they have a responsibility to support the community partnerships between WDMH, Dundas Manor, and the Foundation. It was noted the intent to originally purchase the land was to keep WDMH from becoming land-locked, the intent was not to sell it for profit. B. Millar urged the board to keep in mind all three institutions are not-for-profit.</p> <p>D. Wattie noted the board should appreciate the impact the decision will have on the community.</p>

	<p>M. Perry noted that the higher price option that has been discussed is not a gross higher level, and the hospital did incur some small carrying costs. The board should keep in mind an appraisal was sought.</p> <p>S. Sutton noted the board needs to keep in mind the fiduciary responsibility the members have for the hospital. It was noted that the hospital took on a risk when purchasing the land and lost the opportunity to redeploy the cash used. It was noted WDMH could offer the option for DM/RHI to defer the difference in payment over an extended time.</p> <p>E. Guest noted that the appraisal is what the board has to benchmark the price point of the land. It was also noted that the lower price does not reflect the fact that the economy has developed over the years and therefore the hospital will be incurring a small loss.</p> <p>H. Brown noted that as a community advocate it is recommended the board err on the side of generosity and not-profit. In the spirit of comradery and relationship with the manor and community, the lower price is a nice gesture of partnership. It was noted that the community has been generous to the hospital over the years, the lower price point would be a nice return of generosity.</p> <p>R. Belhumeur noted that the higher price point ensures the hospital does not lose money.</p> <p>J. Pitruniak noted that strategic objectives mark financial stewardship as a centrepiece, however the lower price point allows the additional benefit of being partner and community minded.</p> <p>M. van Noppen noted that the board has made the assumption that Dundas Manor/RHI has to accept the chosen price; they do not. A lower price may avoid a counteroffer.</p> <p>Moved by Bruce Millar, seconded by Mike Villeneuve, that the WDMH Board of Directors approve the sale of land to Dundas Manor/RHI at the offering price of \$795,000.</p> <p style="text-align: right;"><u>Carried.</u></p>
6.0	<p>Adjournment James Pitruniak called the meeting to a close at 5:51</p>

James Pitruniak,
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