



CASEY HOUSE

**Casey House
Board of Directors Meeting Minutes
Wednesday September 28, 2011**

Members:

- ✓ Josée Bertrand
- ✓ Guy Bethell
- ✓ Brenda Butters
- ✓ Bryn Gray
- ✓ Jason Grier
- ✓ Charlie Guiang
- ✓ Sandeep Joshi
- Bruce Lawson
- James McPhedran

- Philippe Meyersohn
- ✓ Gael Mourant
- ✓ Thomas O'Shaughnessy
- ✓ Judith Purves
- ✓ Nancy Read
- ✓ Gillian Stacey
- ✓ Darryl Sturtevant
- ✓ Timothy Thompson
- Barbara Whylie

Non-Voting Members:

- ✓ Stephanie Karapita
- ✓ Ann Stewart
- ✓ Karen de Prinse

Recorder: Mary Ann Guiao

#	<i>Agenda Topic and Decision Points</i>	<i>Follow Up Date and Person</i>
1.0	Client Story	
	Shannon Whelan, a Recreation Therapist, spoke of her experience and interactions with a client.	
2.0	Guest Speaker	
	Michael Watts, Partner, Osler, Hoskin & Harcourt LLP highlighted Ontario's new Not-for-Profit Corporations Act. A discussion followed. Stephanie Karapita will work with Michael to develop a plan to address changes required for this new legislation. This item will be brought to the Governance Committee for its meeting in October.	
3.0	Call to Order & Approval of Agenda	
	Gael Mourant called the meeting to order and welcomed all in attendance. <i>Motion by Thomas O'Shaughnessy to approve the agenda as presented. Seconded by Guy Bethell.</i>	<i>Carried</i>
4.0	Approval of Minutes	
	<u>4.1 Minutes- Hospice: June 14, 2011</u> <i>Motion by Guy Bethell to approve the minutes of June 14, 2011. Seconded by Timothy Thompson.</i>	<i>Carried</i>
	<u>4.2 Minutes- Foundation: June 14, 2011</u> <i>Motion by Guy Bethell to approve the minutes of June 14, 2011. Seconded by Timothy Thompson.</i>	<i>Carried</i>

#	Agenda Topic and Decision Points	Follow Up Date and Person
5.0	For Information	
	<p><u>5.1 Chair Report</u> Gael Mourant noted that the Honourable Deb Matthews, Minister of Health and Long-Term Care and the Honourable Glen Murray, Minister of Research and Innovation visited Casey House on Tuesday September 27th to highlight an infrastructure investment in health care services for people living with HIV/AIDS. The redevelopment project will be discussed further in agenda item 5.9.</p>	
	<p><u>5.2 CEO Report</u> Stephanie Karapita briefly reviewed the documents included in the Board package. A brief discussion followed.</p>	
	<p><u>5.3 Medical Director Report</u> Ann Stewart reported an increase in new residential patients this fall given the recent discharge of some long-stay residents. She also reported that there have been extensive changes made to the admissions process to accommodate the change in patient demographic; this will be discussed further in agenda item 5.8 Quality Committee.</p> <p>Ann reported that the new Research Advisory Committee will have its first meeting in early October; Soo Chan Carusone, Research Lead, will support this committee. Ann noted that Dr. Lam-Antoniades has returned from maternity leave and Dr. To will continue working at Casey House as an on-call physician.</p>	
	<p><u>5.4 Governance Committee</u> Gael Mourant reported that the Governance Committee met three times during the summer as well on September 20th. She noted the committee has approved its workplan.</p> <p>The Board reviewed the list of Non-Directors of Board Committees which was included in the background package.</p> <p><i>Motion by Guy Bethell to approve the list of Non-Directors 2011-12. Seconded by Sandeep Joshi.</i></p> <p>Gael Mourant noted that the Terms of Reference of the Foundation Committee state that the Chair is a member of this committee, however this has not been the case since 2005. She noted that item 8.0 Special Members meeting will address the need to revise Foundation by-laws accordingly.</p> <p><i>Motion by Sandeep Joshi to approve the Terms of Reference of the Foundation Committee. Seconded by Darryl Sturtevant.</i></p> <p>Gael presented the Perquisites Policy that was developed and recommended by the Governance Committee. She noted that the wording in the policy reflects the Provincial Directive. Gael stated that since 2006, no perquisites, as per the definition, have been given to Casey House staff. A discussion followed.</p> <p><i>Motion by Guy Bethell to approve the Perquisites Policy. Seconded by Sandeep Joshi.</i></p>	<p><i>Carried</i></p> <p><i>Carried</i></p> <p><i>Carried</i></p>

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	<p>Gael Mourant gave an update on the plans for the Board Retreat that is scheduled on October 29th. She announced that Tina Fernandez will be a guest speaker on the topic of recent research into charitable giving related to AIDS and to Casey House, instead of a speaker on redevelopment. Jane Pepino, Chair, Women's College Hospital Board will speak on redevelopment at the October Board meeting. Gael thanked members of the Board for their commitment to attend the retreat. A final agenda will be sent to the Board by October 20th.</p>	
	<p><u>5.5 Foundation Committee</u> Sandeep outlined various elements of a long-term plan, including SnowBall 2012, to engage the Interior Design Community's support for Casey House and the redevelopment Campaign. He reported that the Governance Committee reviewed a risk assessment for the new approach to SnowBall 2012; the committee was satisfied with the plan. Staff will contact past SnowBall table buyers prior to a public communications launch of SnowBall 2012 to qualify their potential for participating in SnowBall at either a \$7500 table or \$750 ticket price. Foundation staff will assess the feedback received from these past supporters to recommend the pricing strategy for this year's event, and will report these findings to the Foundation Committee and to the Board. A discussion followed.</p>	
	<p><u>5.6 Chief Development Officer Report</u> David Gilmer noted that the Foundation continues to focus on strategies to increase annual fund revenues. David also announced that the first mailing to introduce the Friends InDeed Legacy Society will be sent to donors in October.</p> <p>David noted that "Art with Heart" will take place on October 18th at the Carlu. He invited the Board to also attend the Curatorial Preview events. A discussion followed.</p>	
	<p><u>5.7 Finance Committee</u> Josée Bertrand reported that the Finance Committee met on September 22nd and approved its Workplan for 2011/12. She also reported that the committee reviewed the Hospice and Foundation statements as of August 31, 2011 and no concerns were raised. Management remains on track to achieve this year's budgeted Foundation core revenue. There were no concerns.</p> <p>Josée reported that the Capital Redevelopment Accounting Procedures Policy was developed during the summer at the request of the Finance Committee at its meeting in May.</p> <p><i>Motion by Timothy Thompson to approve the Capital Redevelopment Accounting Procedures Policy. Seconded by Thomas O'Shaughnessy.</i></p> <p>Josée Bertrand reported that the Signing Officers Policy had been updated to remove a few Foundation staff and to add guidelines regarding the payment of the Medical Director. She noted that the Finance Committee reviewed the updated Signing Officers Policy at its September meeting.</p> <p><i>Motion by Darryl Sturtevant to approve the Signing Officers Policy. Seconded by Thomas O'Shaughnessy.</i></p>	<p>Carried</p> <p>Carried</p>

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	<p><u>5.8 Quality Committee</u> Guy Bethell reported on behalf of Barbara Whyllie, committee chair. He reported that the Staff Satisfaction survey is currently being prepared by NRC Picker and will be sent out to staff in the next month.</p> <p>Guy also reported that due to poor response rates for Client Satisfaction Surveys, NRC Picker is no longer involved in the client survey process. The new survey approach involves the introduction of a Client Satisfaction Interviewer to collect qualitative and quantitative data through a combination of in-person, telephone, and mail surveys. There will be a six-month pilot with discharged Residential and Respite clients. The evaluation will then expand to include Community Program clients and satisfaction with residential end-of-life care.</p> <p>Guy noted that the Admission and Discharge Processes have been revised and there will be a new Intake Worker position. The new approach will focus on 24- hour response time to referral source for a request for service; 72-hour response time for assessment; support and connection to community resource for clients who are 'not appropriate' for service; and regular clinical assessment for clients on the waiting list.</p> <p>Guy reported that a new Food Services Coordinator was hired in late July. Thus far, anecdotal feedback from clients is very positive and a formal evaluation has been built into the Client Satisfaction Survey.</p>	
	<p><u>5.9 Redevelopment Committee</u> There was no report from this committee as it has not met since May. Guests Siamak Hariri and Rico Law from Hariri Pontarini Architects and Michael McClelland and Joey Giamo from ERA Architects joined the meeting for this agenda item. Stephanie presented a progress report on the Redevelopment Project. Siamak then gave a short presentation regarding the proposed modifications to the project to respond to "heritage" concerns. Siamak, Michael and Stephanie responded to concerns raised by Board members that the proposed changes would not satisfy "heritage" staff. It was emphasized that the team was optimistic that these changes would be well-received. An update will be provided at the next Redevelopment Committee meeting and the next Board meeting.</p>	
	<p><u>5.10 Capital Campaign Update</u> David Gilmer reviewed the Capital Campaign Overview document that was included in the Board package. Stephanie Karapita noted that the cabinet and staff have worked all summer to lay the ground work for future gifts. A discussion followed.</p> <p>The Board referred the Draft Capital Campaign Cash Flow Report to the Finance Committee for review at its October meeting and requested that Finance report back on Oct. 26th.</p>	

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6.0	For Approval	
	<p><u>6.1. Operating Budget- Hospice 2011/12</u> <u>Operating Budget- Foundation 2011/12</u> <u>Hospital Service Accountability Agreement 2011/12</u></p> <p>Stephanie Karapita reviewed the briefing note in the background package. A discussion followed.</p> <p><i>Motion by Gillian Stacey that the Board approve the updated operating budget of the Casey House Hospice for 2011/12 as presented in this package. Seconded by Sandeep Joshi.</i></p> <p><i>Motion by Gillian Stacey that the Board approve the updated operating budget of the Casey House Foundation for 2011/12 as presented in this package. Seconded by Sandeep Joshi.</i></p> <p><i>Motion by Gillian Stacey that the Board approve the indicators and base funding with respect to the HSAA Agreement for 2011/12 as per the attached report. Seconded by Sandeep Joshi.</i></p>	<p>Carried</p> <p>Carried</p> <p>Carried</p>
	<p><u>6.2 Three-year capital budget</u></p> <p>Gayle Janes reviewed the briefing note included in the package. She noted that the current hospital beds were purchased in 2004 and it has now become difficult to replace the mattresses and to obtain replacement parts.</p> <p>Gayle noted that the 2011/12 budget reflected the replacement of seven hospital beds and the replacement of six hospital beds in 2012/13. Clinical staff are currently investigating the best price for these beds and a competitive procurement process will be implemented. A discussion followed.</p> <p><i>Motion by Darryl Sturtevant to approve the three-year rolling capital budget plan for 2011/12 to 2013/14. Seconded by Josée Bertrand.</i></p>	<p>Carried</p>
	<p><u>6.3 Gift Acceptance Policy</u> Sandeep Joshi noted that the Foundation committee reviewed the draft Gift Acceptance Policy at its last meeting. David Gilmer noted that the current draft of the Gift Acceptance Policy is consistent with the Donor & Naming Policy. A discussion followed. The policy will be revised to reflect the following and will brought back to the Board at its October meeting:</p> <p>1.3 Applicable Law “The laws of the Province of Ontario <u>and the laws of Canada</u> shall apply to all gifts made to Casey House Foundation”.</p>	

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	<p>4.3 Outright Gifts of Real Estate This clause will be updated to address the issue of materiality:</p> <p>“Prior to acceptance, Casey House Foundation shall determine whether there are risks and liabilities arising from any outright gift of real estate, including but not limited to, any environmental issues, zoning restrictions, marketability, pending litigation, work orders, municipal tax arrears, easements, liens, remediation requirements, any leases having onerous terms, significant mortgage payments being required or significant payments being required to make repairs or replacements on the property (for example, to rectify fire code violations) so that the property is in compliance with government requirements. The CEO shall make the final decision to accept any outright gifts of real estate.</p> <p><u>The CEO shall strike an ad hoc committee, which must include members of the Board of Directors, to review and reach a final decision regarding the acceptance of an outright gift of real estate, in advance of the gift being accepted by Casey House Foundation”.</u></p> <p>5.0.1 Process of Declining a Gift for Serious Reputation Risk This policy will be updated so that the process will state that the CEO will report on all gifts that are declined:</p> <p>The following was added to clause 5.0 Declining a Gift</p> <p>“...All gifts that are declined under this section shall be reported to the Board of Directors within 30 days of the final decision being reached”.</p> <p>6.0 Approval Process for Negotiating and Accepting Certain Gifts.</p> <p>“...At any time, the CEO may <u>shall</u> strike an ad-hoc “Gift Acceptance Committee” that must include members of the Board of Directors to review such a proposed gift being negotiated with a donor in advance of it being accepted by Casey House Foundation”.</p>	
	<p><u>6.4 Transfer of Capital Campaign Funds for Long-Term to Short-Term Investments</u> David Gilmer reviewed the briefing note included in the background package. A discussion followed. It was noted that, in order to minimize a realized loss on our investments, Stephanie Karapita and Gayle Janes will review cash flow requirements before any money is moved.</p> <p><i>Motion by Sandeep Joshi to approve the Investment Committee’s recommendation to initiate a transfer of \$1,100,000 from the Long-Term Fund to the Short-Term Fund. Seconded by Gillian Stacey.</i></p>	Carried
7.0	For Discussion	
	<p><u>7.1 Draft Board Goals 2011/12</u> Gael Mourant commented that the Board Goals for 2011/12 is a shorter list than in the previous year, however, the items are strategically important and mission critical. No concerns were raised.</p> <p><i>Motion by Guy Bethell to approve the Board Goals 2011/12. Seconded by Josée Bertrand.</i></p>	Carried

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8.0	Special Members Meeting	
	This session occurred.	
9.0	In-Camera Session	
	This session occurred.	
10.0	Executive Session	
	This session occurred.	
11.0	Next Meeting Date	
	The next Board meeting will take place on Wed. Oct. 26 at 6:00pm, Conference Room, Casey House.	
12.0	Adjournment	
	Motion by Sandeep Joshi to adjourn the meeting at 8:30pm. Seconded by Gillian Stacey.	<i>Carried</i>

I Certify that these minutes were considered and approved at the meeting of the Board of Directors on October 26, 2011.


Gael Mourant
Board Chair


Jason Grier
Board Secretary