

**HEAD INJURY REHABILITATION ONTARIO**  
**BOARD OF DIRECTORS MEETING MINUTES**

**NOVEMBER 23, 2022**

**6:00 PM**

**Zoom Video Conference**

**Present:** S. Lal, R. Ridge, G. Kalopsis, J. Blums, J. D'Ilario, A. Rudder, A. Rice

**Regrets:** R. Payne,

**Staff:** M. Ray-Daniels, G. Imrie, J. Page (recorder)

Item	Discussion	Fwd	Action
1. Approval of Agenda	<p>The agenda was circulated prior to the meeting. Approval of CEO Vacation Carry Over Days was requested to be added for consideration.</p> <ul style="list-style-type: none"> <li>• <b>Motion</b> That the Agenda be approved as circulated and include CEO Vacation Carry Over Days.</li> </ul> <p>Moved by: G. Kalopsis            Seconded by: A. Rice            Opposed: None            Motion Carried.</p> <p><b>Declaration of Conflict of Interest</b></p>		
2. Approval of Consent Agenda	<ul style="list-style-type: none"> <li>• <b>Motion</b> That the Board meeting minutes from September 28, 2022, be approved.</li> </ul> <p>Moved by: A. Rudder            Seconded by: A. Rice            All in favour            Opposed: None            Motion Carried.</p>	x	M. Ray-Daniels to share November Committee meeting minutes with Committee members and the Board for approval via email/and Aprio.
3. Standing Agenda Items	<p><b>Governance Committee Update</b></p> <p><u>Policies and By-Laws:</u>            R. Ridge advised that the Committee and management have reviewed the by-laws and policies in detail and have proposed some wording changes and flagged other items for review with legal counsel.</p>	x	Mila Ray-Daniels to bring an updated version of the by-laws and policies to the Governance Committee for recommendation to the Board in February.

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	<p><u>Board and Committee Work Plan, Meeting Calendar, Attendance Tracker and Education Session Schedule for 2023-2024:</u></p> <p>R. Ridge provided an overview of these business items and noted they will be motioned for approval under New Business.</p> <p><u>Recruitment and Committee Membership:</u></p> <p>R. Ridge provided assurance that recruitment plans will soon be underway.</p> <p><u>Mid-Year Enterprise Risk Management Profile:</u></p> <p>R. Ridge provided an overview of the risk events that have been adjusted to reflect observed changes in the operating environment, as well as progress made on internal mitigation measures.</p> <p><u>Board Insurance Review:</u></p> <p>R. Ridge advised that the insurance policy has been added to the work plan and will be received by the Board annually, and that a related amendment to the bylaws has been noted.</p> <p><u>CEO Mid-Year KPI Report:</u></p> <p>R. Ridge advised that the Mid-Year KPI report was discussed and thanked Committee Chairs for providing evaluation feedback.</p> <p><u>French Language Report:</u></p> <p>R. Ridge advised that the French Language Report is newly added to the annual work plan and that management has provided assurance that it has met reporting obligations.</p>	<p>x</p> <p>x</p>	<p>M. Ray-Daniels to initiate recruitment and provide recruitment documents with Directors to share on their social media networks prior to the February meeting.</p> <p>M. Ray-Daniels to share year-end CEO performance evaluation tool with the Board to complete prior to the February meeting.</p>

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	<p><b>Finance Committee Update</b></p> <p><u>Q2 Financials:</u> G. Kalopsis led the discussion and provided an overview of the Q2 Financials report. Overall, the budget is tracking to plan. He advised that management is currently developing a year-end forecast contemplating the Bed Census and the 2% base increase that was committed to by the Ministry of Health that has not materialized to date.</p> <p><u>Contract Labour Provider:</u> G. Kalopsis invited discussion and questions were answered regarding the Contract Labour briefing note as well as the Finance Presentation for Board members noting that the presentation will serve as a useful tool for Board orientation session.</p> <p><b>Quality Committee Update</b></p> <p><u>Quality Improvement Plan Q2 Results:</u> J. D’Ilario advised that the Quality Improvement Plan results for Q2 are on track and that the results from client experience surveys were positive. She advised that management is working to improve F2023 reporting.</p> <p><u>Bed Census:</u> J. D’Ilario provided an update on the Bed Census and recent client transitions. It was also noted that the Quality Committee made some recommended changes to the Bed Census document.</p> <p><u>Health &amp; Safety:</u> J. D’Ilario advised that there were no health and safety matters to report to the Board this quarter. She discussed the COVID outbreak in a residential service was successfully managed by staff and noted all protocols were followed, and public health was consulted.</p>	x	M. Ray-Daniels to update the Bed Census document with the Committee’s recommended changes and bring forward to the Board in February.

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	<p><u>Board Evaluations:</u> J. D’Ilario led the discussion about Board Group Evaluations and Board Self Assessments. She advised that a working group did extensive work on the evaluations last year to be implemented by end of F2022.</p>		
4. CEO Report – Strategic Dashboard	<p><b>CEO Report - Strategic Dashboard</b></p> <p><u>COVID Update:</u> M. Ray-Daniels briefly discussed the outbreak at a residential service and advised that the majority of residential clients have completed their flu and 5<sup>th</sup> dose vaccinations.</p> <p><u>Strategic Dashboard Updates:</u> M. Ray-Daniels presented the strategic dashboard and provided updates and noted items that are progressing well as well as those behind schedule. M. Ray-Daniels reminded the Board retreat is to be scheduled in the new year and shared the HIRO Highlight video.</p> <p>Adam Rice left the meeting.</p>	x	M. Ray-Daniels to send out survey to Directors for dates available to schedule April Retreat.
5. Business Arising	No business arising to report.		
6. New Business	<p><u>Kaela Millar:</u> S. Lal announced the resignation of Kaela Millar due to a scheduling conflict and shared gratitude for her years of service on the HIRO Board and the Quality Committee.</p> <p><b>6.0.1</b> <b>Motion:</b> That the Board approves the Board and Committee Meeting Calendar, the Work Plan, the Attendance Tracker and the Education Session Schedule</p> <p>Moved by: J. Blums Seconded by: G. Kalopsis All in favour Opposed: none Motion Carried.</p>	X	Mila Ray-Daniels to send out Board and Committee meeting invitations as per the Meeting Calendar for 2023-2024.

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	<p>6.0.2 Mid-Year Enterprise Risk Management (As reviewed with Governance Committee)</p> <p>6.0.3 Board Insurance (As reviewed with Governance Committee)</p> <p>6.0.4 French Language Reporting (As reviewed with Governance Committee)</p> <p>6.0.5 Q2 Financials Report &amp; Certificate of Compliance (As reviewed with Finance Committee)</p> <p>6.0.6 Quality Improvement Plan Q2 (As reviewed with Quality Committee)</p> <p><b>6.0.7</b> <b>Motion:</b> That the Board completes the Group Board Evaluation and the Self Assessments for F2022 before end of the fiscal year.</p> <p>Moved by: R. Ridge Seconded by: J. D’Ilario All in favour Opposed: none Motion Carried.</p> <p><b>6.0.9</b> <b>Motion:</b> That the Board approves CEO vacation carry-over days for this year.</p> <p>Moved by: A. Rudder Seconded by: G. Kalopsis All in favour Opposed: none Motion Carried.</p>	X	M. Ray-Daniels to bring the Board Group Evaluation to the February Board meeting and to distribute Self-Assessments for completion in February.
7. Foundation Update	S. Lal advised that in R. Payne’s absence the Foundation update and Foundation Cross-Appointee discussion would be deferred until the February Board meeting.		
8. Meeting Evaluation	S. Lal shared an overview of the September Board meeting evaluation results. A. Rice was acknowledged for his valued contributions.		
9. Adjournment	R. Ridge moved to adjourn.		

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10. Next Meeting	Wednesday February 22, 2023 - 5:30pm		