

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

FEBRUARY 22, 2023

5:30 PM

Zoom Video Conference

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

Regrets: R. Payne, A. Rice

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

Item	Discussion	Fwd	Action
Group Evaluation	J. D’Ilario facilitated the successful completion of the Governance Functioning Tool.	X	The areas for improvement will be included on the Board Annual Workplan 2023-2024.
Welcome	Call to Order		
1. Approval of Agenda	<ul style="list-style-type: none"> • Motion That the Agenda be approved as circulated. <p>Moved by: G. Kalopsis Seconded by: J. Blums Opposed: None Motion Carried.</p> <p>Declaration of Conflict of Interest – none</p>		
2. Approval of Consent Agenda	<ul style="list-style-type: none"> • Motion That the consent agenda be approved as circulated. <p>Moved by: J. Blums Seconded by: R. Ridge All in favour Opposed: None Motion Carried.</p>		
3. Standing Agenda Items	<p>Governance Committee Update</p> <p><u>Policies and By-Laws:</u> R. Ridge advised that in compliance with ONCA (Ontario Non-Profit Corporations Act) and advice from legal counsel, amendments have been made to the bylaws and policies. It was also noted that the Operating Reserve and Investment Policy approved by the Board in</p>	X	M. Ray to include the revised investment policy upon completion and approval.

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	<p>June 2022 will need to be revised as part of the Foundation transition work.</p> <p><u>Recruitment and Committee Membership:</u> R. Ridge advised that recruitment has been initiated and strong candidates have applied. Interviewing process and scheduling is underway.</p> <p><u>BISH Foundation – Next Steps:</u> R. Ridge advised that the Foundation Members met on January 18, 2023, and approved the dissolution of the Foundation and transfer of assets to HIRO. He also advised that management has consulted with legal to ensure proper documentation and processes are followed.</p> <p><u>Board Retreat:</u> R. Ridge noted that the Board retreat has been confirmed for Saturday March 25th with details to follow.</p> <p><u>CEO Performance Evaluation:</u> R. Ridge and S. Lal are working with M. Ray-Daniels on the CEO annual performance. All members will be requested to provide input and a summary of same will provide feedback on CEO performance and determine pay for performance compensation.</p> <p><u>LHIN/MOH CAPS Approval Deferral:</u> R. Ridge provided the update that CAPS are no longer required for Board approval, but that for transparency they will be brought forward once available.</p> <p>Finance Committee Update</p> <p><u>Q Financials:</u> G. Kalopsis provided an overview of the Q3 Financials report. He advised that management is working through various budgeting scenarios. Overall, the budget is tracking to plan.</p> <p><u>Annual Budget and Request to Foundation:</u> G. Kalopsis advised that the Finance Committee is planning to discuss and approve the annual budget electronically and will bring it forward to the Board for</p>	<p>X</p> <p>X</p> <p>X</p>	<p>M. Ray- Daniels to share recruitment details with Directors.</p> <p>M. Ray-Daniels to share self-evaluation and feedback link for Directors to complete CEO performance evaluation.</p> <p>M. Ray-Daniels to email the 2023-2024 Annual Budget to the</p>

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	<p>approval. He also advised that while dissolution of the Foundation is underway the timing of the Annual Request to the Foundation for funding is considered.</p> <p>Quality Committee Update</p> <p><u>Quality Improvement Plan (QIP) Q3 Results:</u> J. Blums reviewed the Quality Improvement Plan (QIP) indicator results for Q3 and advised that the Quality Committee is planning to discuss and approve the F2023-2024 QIP electronically and will bring it forward to the Board for approval. J. Blums also advised that management is working to improve F2023-2024 reporting.</p> <p><u>Bed Census:</u> J. Blums provided an update on the Bed Census and recent client transitions and advised that management is working to continue their ongoing plan for admissions.</p>	X	<p>Finance Committee</p> <p>M. Ray-Daniels to email the 2023-2024 Quality Improvement Plan and new reporting details to the Quality Committee.</p>
4. CEO Report – Strategic Dashboard	<p>CEO Report - Strategic Dashboard</p> <p><u>Strategic Dashboard Updates:</u> M. Ray-Daniels presented the strategic dashboard and provided updates and targets achieved for Q3. Discussion ensued, and questions were answered.</p> <p>M. Ray-Daniels shared a HIRO video that included Q3 client highlights, including a story featured in the Hamilton Spectator.</p>		
5. Business Arising	Board Self-Assessment Aprio Survey (Due Friday March 10 th)	X	M. Ray-Daniels to circulate the Board Self-Assessment Survey.
6. New Business	<p>6.0.1 Motion: That the Board approves the amended Bylaws and Policies as circulated.</p> <p>Moved by: J. Blums Seconded by: G. Kalopsis All in favour Opposed: none Motion Carried.</p>	X	M. Ray-Daniels to share amended by-laws and policies on Aprio where the Board can review and make recommendations to the Governance Committee.

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	<p>6.0.2 CEO Performance Review and Goals (For information as reviewed by the Governance Committee)</p> <p>6.0.3 Board Retreat Agenda</p> <p>M. Ray-Daniels reviewed the preliminary agenda for the March 25th retreat. She advised that the in-person experience for the HIRO Board and leadership team is designed to collectively develop a deeper understanding of how HIRO as a community-based health care organization can support meaningfully advancing truth and reconciliation.</p> <p>6.0.4 Enterprise Risk Management - Update</p> <p>(As reviewed by the Finance Committee) G. Kalopsis reviewed updated risk events and provided assurance that the Finance Committee is working to mitigate financial risk.</p> <p>6.0.5 Q3 Financials Report (As reviewed with Finance Committee)</p> <p>Motion: That the Board approves the Q3 Financials</p> <p>Moved by: J. Blums Seconded by: R. Ridge All in favour Opposed: none Motion Carried.</p> <p>6.0.6 Main Office (Briefing Note)</p> <p>M. Ray-Daniels advised that management aims to use the space more efficiently thereby achieving leasehold savings. Discussion ensued and questions were answered.</p> <p>6.0.7 Ad hoc meetings in March – requiring approvals.</p> <ul style="list-style-type: none"> ○ CEO Strategic Dashboard & Performance Goals ○ Annual Budget 2023-2024 ○ QIP 2023-2024 <p>(As reviewed with Governance, Finance and Quality Committees)</p>	X	<p>M. Ray-Daniels to confirm the agenda and send details to the Board for the retreat.</p>

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7. Meeting Evaluation	S. Lal shared an overview of the November Board meeting evaluation results. R. Ridge and S. Lal were both acknowledged for valued contributions.		
8. Adjournment	R. Ridge moved to adjourn.		
Next Meeting	Wednesday June 28th, 2023 - 5:30pm		