

HEAD INJURY REHABILITATION ONTARIO
BOARD OF DIRECTORS MEETING MINUTES

NOVEMBER 27, 2019

225 KING WILLIAM ST, SUITE 508 (BOARDROOM)

Present: Scott Paulin, Sarrah Lal, Robert Ridge, Sergio DiGiovanni, Jane Blums, Judy D'Ilario, Rob Payne, Paula Garshowitz, Mike O'Brien

Regrets: Kaela Millar, Mike Vanderzee

Staff: Joanna Pajak, Mila Ray-Daniels, David Mifsud (guest), Robert Beres (Foundation President), Larry Rosenberg (Foundation)

Item	Discussion	Fwd	Action
1. Board Education Session	Guest from Foundation Board R.Beres provided an overview of the Foundation's history and current state.		
2. Corporate Counsel	D.Mifsud provided an update on legal matters of the agency and answered questions.		
3. Approval of Agenda	<ul style="list-style-type: none"> • Motion Moved by: R.Ridge Seconded by: P.Garshowitz That the agenda be approved as presented. Carried. With the removal of Foundation update and approval of Larry Rosenberg to be added to meeting of members. • Declaration of Conflict of Interest none 		
4. Approval of Consent Agenda	<ul style="list-style-type: none"> • Motion Moved by: D.Sartor Seconded by: R.Ridge That the consent agenda consisting of Board Meeting Minutes, October 23, 2019 be approved as presented. Carried. 		
5. Business Arising From the Minutes			
6. New Business	<p>Approval of Board Schedule 2020</p> <ul style="list-style-type: none"> • Motion Moved by: M.O'Brien Seconded by: S.Paulin 		

Item	Discussion	Fwd	Action
	<p>That the Board Schedule for 2020 be approved as presented</p> <p>JRC Mortgage</p> <ul style="list-style-type: none"> • Motion Moved by:M.O'Brien Seconded by:J. D'LLario <ol style="list-style-type: none"> 1. The Housing Provider hereby authorizes the Ministry to solicit and arrange on its behalf such Mortgage(s) or Mortgage facilities with a lender or its authorized agent (the "Lender") as it deems necessary, appropriate or advisable for the project identified above and for the maturity date aforementioned; 2. The Housing Provider hereby agrees to be bound to the Lender for such mortgage purposes and upon the terms and conditions contained in the said Mortgage, or any amendments thereto, and the Housing Provider hereby further agrees to mortgage its property and assets to secure its present and future obligations under the said Mortgage, or any amendments thereto, to the Lender, as deemed necessary or advisable; 3. The Housing Provider hereby authorizes any officer of the Corporation to enter into such agreement or agreements amending the terms of the said Mortgage and to deliver to the Lender such document or documents as may be deemed necessary, advisable or required by the Lender to give effect thereto; 4. The Housing Provider hereby confirms that this Resolution has been ratified and approved by its Board of Directors and it agrees to deliver this resolution to the Ministry and to the Lender; and <p>The Housing Provider further confirms that this resolution shall continue in force and effect until written notice to the contrary is delivered to the Lender and the Ministry with receipt acknowledged by the Lender and the Ministry.</p> <p>Motion Carried.</p> <p>Directors will hold a separate meeting for members of the Foundation for the approval Appointment of Larry Rosenberg to the Foundation Board.</p> <ul style="list-style-type: none"> • Motion Moved by M.O'Brien 		

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	<p>Seconded by P.Garshowitz</p> <p>That Larry Rosenberg be appointed as a Director of the Foundation Board. Motion Carried.</p> <p>Annual Board work planning, strategic planning and risk analysis The Board discussed possible dates for a full day retreat.</p> <p>Contract administration: Membership and carryover days</p> <ul style="list-style-type: none"> • Motion Moved by:P.Garshowitz Seconded by:R.Ridge Motion Carried. 		<p>J.Pajak to send out doodle poll for Board retreat date.</p>
	<p>Standing Agenda Items</p> <ul style="list-style-type: none"> • Quality Committee Update • Governance Committee Update No updates • Finance Committee Update J.Blums provided an update from the finance committee. <p>TLS Lease: Delegated Authority Motion Moved by: J.Blums Seconded by: M.O'Brien</p> <p>That the Board delegates signing authority to the CEO for the TLS Lease. Motion carried.</p>		<p>Signing authority to be reviewed at the January Board meeting.</p>

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7. CEO Report	M.Ray-Daniels presented the CEO report and answered questions.		Option for reporting on safety plans to be brought forward to the next Quality Committee.
8. Meeting Evaluation	The Board reviewed the prior meeting evaluation results and no concerns were noted.		
9. Adjourn	R.Ridge moved to adjourn.		
9. In Camera	n/a		
10. Next Meeting	January 22 at 5:30pm at the Main Office.		

President's Signature

Date

Secretary's Signature

Date