

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

**JUNE 24, 2020**

**5:30 PM**

**Zoom Video Conference**

**Present:** Sarrah Lal, Jane Blums, Judy D’Ilario, Paula Garshowitz, Kaela Millar, Mike O’Brien, Scott Paulin, Rob Payne, Robert Ridge, Denise Sartor, Mike Vanderzee,

**Guest:** David Mifsud

**Regrets:** Sergio DiGiovanni

**Staff:** Mila Ray-Daniels, Bonnie Strus (recorder)

| Item                  | Discussion   | Fwd | Action      |
|-----------------------|--|-----|-------------|
| 1. Education Session  | <p><b>David Mifsud, Legal Counsel</b><br/>           The Board had the opportunity for dialogue with D. Mifsud regarding the following topics with respect to the Foundation.</p> <ul style="list-style-type: none"> <li>• Pros / cons</li> <li>• Purpose</li> <li>• Dissolution process</li> <li>• Membership</li> <li>• Operational, governance, and brand ownership.</li> </ul> <p>D. Mifsud also spoke about leases, noting the Board’s role is to delegate the lease renewal to staff and to provide strategic direction related to the topic such as whether to lease or purchase, how well is the agency able to meet client needs and how does it fit in the context of the budget. He also note HIRO has the most comprehensive chart related to leases that he has seen.</p> <p>D. Mifsud also spoke about the Board’s role related to the Multi Sector Service Accountability Agreement (MSSAA) and to specific responsibilities within the agreement, specifically the Declaration of Compliance, the Procurement of Goods and Services as well as CEO Compensation.</p> |     | Information |
| 2. Approval of Agenda | <p><b>Motion</b><br/>           Moved by: R.Ridge<br/>           Seconded by: J.Blums</p>  |     | Decision    |

| Item                                       | Discussion  | Fwd | Action   |
|--|---|-----|----------|
|  | <p>That the agenda be approved as presented.</p> <p><b>Declaration of Conflict of Interest</b><br/>None</p>   |     |          |
| 3. Approval of Consent Agenda              | <p><b>Motion</b><br/>Moved by: J.D'Ilario<br/>Seconded by: D.Sartor</p> <p>That the Consent Agenda consisting of:</p> <ul style="list-style-type: none"> <li>• Board Meeting minutes, May 27, 2020;</li> <li>• Quality Committee Meeting minutes June 9, 2020</li> <li>• Declaration of Compliance (MSAA),</li> </ul> <p>be approved as presented.<br/>Carried.</p>   |     | Decision |
| 4. Business Arising From the Minutes       | <p><b>COVID-19 Foundation Request</b><br/>Deferred to later in Agenda when Foundation will be discussed.</p> <p><b>Board Skills Matrix</b><br/>A survey on a Skills Matrix was distributed prior to the meeting. All Board members are requested to complete the survey by June 30, 2020, so that it can be reviewed at the Board Retreat in early July.</p>  |     |          |
| 5. CEO Report                              | <p>M.Ray-Daniels presented the CEO report and reviewed the completion of the 2019/20 operational plan indicators, acknowledging the tremendous efforts of HIRO's staff in achieving the goals.</p> <p>M.Ray-Daniels noted the excellent work that went into HIRO's clean audit. She also thanked P. Garshowitz for her representation and contribution to the retreat. P. Garshowitz spoke about the great work of staff in contributing to the planning.</p> |     |          |
| 6. 2019/2020 Year End Financial Statements | <p><b>Motion</b><br/>Moved by: R.Ridge<br/>Seconded by: P.Garshowitz</p> <p>That the KPMG Audited Financial Report be approved as presented.<br/>Carried.</p>   |     |          |

| Item                     | Discussion  | Fwd | Action |
|--------------------------|---|-----|--------|
|                          | <p><b>Motion</b><br/> Moved by: J.Blums<br/> Seconded by: R.Payne</p> <p>That the 2019/2020 Year End Financial Statements be approved as presented.<br/> Carried.</p>   |     |        |
| 7. New Business          | <p><b>Retreat</b></p> <p>To be held Wednesday July 8, 2020 5 – 8 pm and Thursday July 9, 2020 1 – 4 pm, to develop HIRO’s next strategic plan. S. Lal described the process and format for the retreat.</p>   |     |        |
| 8. Foundation Update     | <p><b>Foundation Request Letter</b></p> <p>A request letter has been drafted by staff and will be circulated to members of the Governance Committee as well as to the Foundation Liaison, R. Payne, to be finalized and shared with the Foundation, along with responses to the Foundation’s requests.</p>  |     |        |
| 9. Standing Agenda Items | <p><b>Standing Agenda Items</b></p> <ul style="list-style-type: none"> <li>• <b>Quality Committee Update</b><br/> D.Sartor presented the overview of the meeting held June 9, 2020 and described the HIRO’s work to date related to quality, including the Patient and Family Engagement strategy.</li> <li>• <b>Governance Committee Update</b><br/> M.O’Brien presented an overview of the meeting held June 3, 2020 and noted that there will be a board member vacancy with D.Sartor’s resignation. He also discussed the Foundation Request and Board’s Evaluation and noted that an in-camera session was held related to CEO evaluation.</li> <li>• <b>Finance Committee Update</b><br/> J.Blums reported on the meeting held June 15, 2020. She noted the excellent audit report and KPMG’s notes regarding ensuring processes are in place as staff work from home, such as approval of expenses.</li> </ul> |     |        |
| 10. Meeting Evaluation   | A ‘survey monkey’ will be distributed. S. Lal noted the addition of one question and welcomed feedback.   |     |        |
| 11. Adjourn              | M.O’Brien moved to adjourn.   |     |        |
| 12. In Camera            | No in camera session was held.  |     |        |
| 13. Next Meeting         | August 26 at 5:30pm   |     |        |

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President's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary's Signature

\_\_\_\_\_  
Date