



IWK Health

## **IWK BOARD OF DIRECTORS**

### **MINUTES**

June 20, 2024 @ 9:00-11:00 a.m.

Virtual

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#### **Directors Present:**

Alexa Bagnell	Chris Fowles	Gina Kinsman	Cheryl Paynter
Tracey Cutcliffe	Sonya Fraser	Aldéa Landry	Lois Scott
Julia Donahue	Justin Ghosn	David Lavigne	Ron Smith
Janet Dunphy	Wendy Griffin	Mike Morris	Darrell White
Monica Foster	Lindsay Hawker	John Muir	Sheila Woodcock
			Catherine Woodman

**Regrets:** Teresa Fortuna Sonya Fraser Kirstin Weerdenburg

**Ex-Officio(non-voting) Directors:** Krista Jangaard, President & CEO

**Executive Leadership Present:** Steve Ashton, Natalie Borden, Doug Sinclair, Mary Lynn VanTassel, Frank MacMaster, Gina Connell, LeeAnn Larocque

**Staff Present:** Nicole Geddes, Board Coordinator & Executive Assistant to CEO

1.0 **IN CAMERA:** N/A

2.0 **STANDING ITEMS:**

2.1 **Chair's Remarks & Call to Order:** The meeting was called to order at 9:02 a.m.

2.1.1 **Land Acknowledgement:** Chris Fowles gave the land acknowledgement.

2.1.2 **Confirmation of Quorum:** Confirmed.

2.1.3 **Declaration of Conflict of Interest:** Chris Fowles will step out for discussion of agenda item #7.2 due to the motion to appoint him as Chair of the Board.

3.0 **APPROVAL OF AGENDA:** An update on OPOR timing will be added before the governance section and after financial statements. Motioned by Tracey Cutcliffe; seconded by Catherine Woodman. All in favour.

**APPROVED**

4.0 **CONSENT AGENDA:**

- 4.1 Approval of May 28, 2024, Minutes
- 4.2 Q4 2023-2024 Compliance Report
- 4.3 Approval of the Annual Committee Reports for AGM
- 4.4 Dr. Burns – Chief Appointment Memo to IWK Board June 2024

**MOTION:** That the consent agenda be approved, including motions therein. Motioned by Julia Donahue; seconded by Monica Foster. All in favour.

**APPROVED**

5.0 **ANNUAL FINANCIAL STATEMENTS (Chris Fowles):**

- 5.1 Audited Financial Statements (Fiscal 2023-2024), The Annual Audit Results and Statement of Compensation for the Public Sector Compensation Disclosure Act of the IWK Health Centre for fiscal year ended March 31, 2024.

All motions were approved at FARM on June 17<sup>th</sup> prior to being sent to the Board. A meeting was held with the OAG who presented their audit results. Areas of significance and high risk were discussed. It was a smooth audit, and we are ready to sign off pending finalization of the report and legal letters.

Dr. Jangaard expressed her congratulations to Mary Lynn VanTassel and her team who worked hard to get this job done.

**MOTION:** That the IWK Board of Directors approve the Audited Financial Statements, the Annual Audit Results and the Statement of Compensation for the Public Sector Compensation Disclosure Act for the fiscal year ended March 31, 2024. Motioned by Gina Kinsman; seconded by Mike Morris. All in favour.

**APPROVED**

- 5.2 Management Discussion & Analysis:

**MOTION:** That the Board accepts the draft Management, Discussion and Analysis Report as information. Motioned by Gina Kinsman; seconded by Janet Dunphy. All in favour.

**APPROVED**

- 5.3 Annual Verification Report of Significant Unbudgeted Expenditures:

**MOTION:** That the Board accepts the Annual Verification Report. Motioned by Gina Kinsman; seconded by Catherine Woodman. All in favour.

**APPROVED**

- 5.4 Approval of Budget Adjustments:

**MOTION:** That the Board of Directors approve the four budget adjustments which are in excess of \$1 million. Motioned by Gina Kinsman; seconded by Ron Smith. All in favour.

**APPROVED**

- 6.0 **OPOR Update:** For awareness to the IWK Board of Directors and to be kept confidential until the official announcement is made, during yesterday's OPOR sponsors meeting, an update was provided regarding the timing and order of implementation for the first OPOR go-live date. Due to the need for ongoing work and documentation, it was determined that the initial deadline will not be met. Therefore, a decision was made for IWK to be the first go-live centre in summer 2025 due to how far along in the process we are as compared to other sites. Krista Jangaard and LeeAnn Larocque have discussed this from a clinical point of view and felt that moving to late summer would allow the IWK to go-live when things are typically quieter (rather than in RSV and flu season). There would, however, need to be active management of vacations. LeeAnn is in the process of validating the type of support will be made available if we implement OPOR first. It is felt that Cerner will provide a lot of support as they want the first go-live to be successful. After discussion, it was determined that the IWK Board of Directors fully supports this decision but is asking for additional assurances of the enhanced support that the IWK will gain to monitor progress and ensure a smooth transition. LeeAnn has also requested documentation within the OPOR Sponsorship Group minutes.

Tracey Cutcliffe suggested that OPOR become a standing Board agenda item beginning in the fall which will go beyond Digital Transformation regular updates. Also underlines discussion around cybersecurity a digital transformation being long-term issues and suggested that Digital Transformation become a full committee of the board rather than a special committee.

7.0 **GOVERNANCE (Tracey Cutcliffe):**

- 7.1 **Board Committees:** GNHR have worked to ensure the recruitment process is complete and directors are in place and assigned to committees which will be confirmed prior to next week's AGM. Work will take place over the summer to change Digital Transformation from a special committee to a standing committee. It was suggested that since OPOR and digital transformation touch everyone, that we endeavor to assign someone from each Board committee to the Digital Transformation committee. These changes and discussions will come back to the Board in the fall.

**MOTION:** That the Board approve the appointments to the Board Committees for 2024-25. Motioned by Tracey Cutcliffe; seconded by Catherine Woodman; all in favour.

**APPROVED**

7.2 **Board Chair:**

Chris Fowles left for this discussion and Tracey Cutcliffe chaired this item in his absence. With the departure of Sonya Fraser from the position of Chair, Chris Fowles indicated his willingness to step into the role of Chair. Board members present acknowledged that Chris was identified to be an ideal chair of the Board due to his previous service to the Board and Board committees. Likewise, it is felt that he is ready to assume these responsibilities and will represent our organization well. It is important to support him and begin the process of finding a vice chair. Chris returned to the meeting and thanked everyone for their vote of confidence. He also thanked Krista and her team for everything that's been accomplished over the last year.

**MOTION:** That the Board approve the appointment of Chris Fowles as Chair of the Board for a term of 2 years (2024-2026) effective at the end of the 2023-24 AGM.  
Moted by Tracey Cutcliffe; seconded by Mike Morris. All in favour.

**APPROVED**

8.0 **IN CAMERA @ 9:55 a.m.**

A motion to adjourn the meeting was made at 10:00 a.m.

Respectfully submitted by,

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Chris Fowles  
IWK Board Vice Chair