

ACTION: Resol 2017-18-11 Chair of the Governance & Nominating Committee (as circulated)

RESOLUTION OF THE BOARD OF DIRECTORS OF ST. MARY'S HOSPITAL CENTER FOUNDATION (the "Foundation") HELD ON WEDNESDAY JUNE 13 2018 AT THE OFFICES OF BCF s.e.n.c.r.l. / LLP 1100 boul. René-Lévesque O., 25e étage, MONTREAL QUEBEC H3B 5C9

Resolution (No. 2017-18-11): Appointment – Chair, Governance & Nominating Committee

WHEREAS Per the requirement of the Terms of Reference, the appointment of the Chair of the Governance & Nominating Committee shall be by recommendation of the Executive Committee to the SMHF Foundation Board and, except as otherwise provided herein, the Officers of the Foundation shall hold office for one (1) year from the date of appointment, election or re-election or until their successors are elected or appointed in their stead.

THEREFORE upon motion duly made by Anne-Marie Boucher, seconded by Neil Hindle it was resolved:

THAT the Board of Directors of St. Mary's Hospital Foundation elects Rachel Renaud to hold the Chair position of the Governance & Nominating Committee.

Governance Committee Report by Rachel Renaud, Chair of the Governance & Nominating Committee

Thank you very much and I would like to take this opportunity to welcome new member, Caitlin Rose who will be joining us on this committee. I also want to say how ironic it is that, after playing a key role in helping the MUHC Board get back on track we now find ourselves having to be creative to be compliant – thank you Patrick for being such a stellar champion of governance compliance and I look very forward to working with you both.

I would like to speak to the question around “in camera” components to a meeting. Recently I had the opportunity to participate in a retreat with Jim Gavin who shared that best practice is to have “in camera” as a standing item integrated into all meeting agendas and as such, I strongly recommend that we adopt this going forward and propose that it be standard practice across all standing committees.

I would also like to take this opportunity to thank Donald Clarke and the Audit Committee for undertaking the task of reviewing and revising the Terms of References for all standing committees. As such, going forward, minutes will be taken, posted on the Board Portal AND circulated for both the Executive and the Governance & Nominating Committee meetings. With this being said, Donald Clarke commented that anything that required tweaking has now swiftly been aligned and assures everything is now in compliance.

Before tabling the slate of proposed St. Mary's Hospital Foundation Board Members for the 2018-2019 TERM, Rachel spoke of the many incredible contributions that Terry Didus - one of our longest standing Board Members - has made for the betterment of our community on the eve of him concluding his tenure.

Terry you are a role model community leader in so many ways. You carry the banner of St. Mary's in all that you do and all whom you meet. You have made it a priority to recruit and onboard the next wave of talented people who are ready to step up to the plate... we just have to look around this table. I ask the following to be minuted: On behalf of the Board, please accept our heartfelt admiration and appreciation for all that you do Terry and that we are grateful for your continued generous leadership through the St. Mary's Board of Governors and beyond.

Referencing our Bylaws which stipulates that there is to be 19 active members on the Foundation Board, Rachel reviewed the proposed slate of Board Members for the 2018-2019 TERM which includes the renewed positions of 18 with proposed candidate Mary Gallery as the 19th member. As the grand-daughter of St. Mary's founding Hingston Family, Mary is very keen to continue the generational commitment and has been an active member of the Ball Committee. Mary is currently on Westmount City Council. Curtis suggested that we check with the City of Westmount to validate that she can indeed be an active member of our Board. Anne-Marie shared that when she was part of Hampstead Council, she was able to continue her volunteer roles. On this basis, it was concluded that *Resol 2018-18-12 The slate of proposed St. Mary's Hospital Foundation Board Members for the 2018-2019 TERM* be tabled:

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Resolution (No. 2017-18-12):

St. Mary's Hospital Foundation Slate of proposed Board Members for the 2018-2019 TERM

WHEREAS the Members of the Governance Committee propose the following slate to be presented for re-election as Members of the St. Mary's Hospital Foundation Board at the Annual General Meeting scheduled for October 2nd 2018:

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| • Joe Adamo | • Neil Hindle | • Mario Rigante |
| • Donald Bastien | • Guy Laframboise | • Caitlin Rose |
| • Anne-Marie Boucher | • John Mancini | • Patrick Shea |
| • Doug Buchanan | • Curtis Millen | • Peter Thompson |
| • Sylvie Chagnon | • Geoff Molson | • Deborah Trudeau |
| • Donald I. Clarke | • Rachel Renaud | • Arthur Wechsler |

WHEREAS the Members of the Governance Committee propose the following slate to be presented for election as NEW Member of the St. Mary's Hospital Foundation Board at the Annual General Meeting scheduled for October 2nd 2018:

- Mary Gallery

THEREFORE upon motion duly made by Sylvie Chagnon, seconded by Deborah Trudeau, it was resolved:

THAT the Board of Directors of St. Mary's Hospital Foundation will recommend the 2018-2019 slate and appoint the aforementioned members as proposed for election at the Annual General Meeting scheduled for October 2nd, 2018.

Anne-Marie thanked Rachel, Caitlin and Patrick.

SMHF Foundation Activity Report on Standing Committees:

St. Mary's Masters Chair of the 26th edition, Curtis Millen, first thanked fellow members who either participated or supported this year's tournament which brought in \$300,820 NET. It was anticipated that the revenue would be down following the BUZZ of the 25th anniversary last year and was specific in saying how pleased everyone was that we indeed generate this kind of revenue. The day was a huge success regardless we measure it! This being said, a committee post mortem is being held next week and one of the key areas of focus going forward is succession to committee membership and asked that everyone please direct any hot prospects his way or to the Foundation directly. Anne-Marie reiterated how much Mitch and their son Ryan enjoyed the day and thanked Curtis and his committee for yet another stellar result for this flagship event.

Chair of the **81st St. Mary's Ball Committee**, Arthur Wechsler, confirmed that Alain Bellemare, President & CEO of Bombardier has indeed accepted to preside over this year's Ball. New committee member Frank Sullivan and his wife joined Olivier Marcil, Bombardier Affairs for the silent auction brainstorming launch cocktail which was well attended and resulted in a new twist to our silent auction experiences: BEHIND THE SCENES. Our goal is to keep the committee engaged over the summer starting with welcoming Alain for a meeting and tour at St. Mary's. Hitting the \$1 million net mark may be difficult – again following an anniversary year (the 80th) however with Alain and his team soliciting we have confidence. A save the date will be posted and emailed – watch out for it – and mark November 2 2018 in your calendar!

Anne-Marie thanked Arthur and Arielle for hosting the kick-off and for their continued leadership with this.

YPG Chair Caitlin Rose confirmed that WONDERBALL Vol. V will not be taking place in October but however will be in the new year – stay tuned whether it will continue to be at Cirque Eloize (preferred but very expensive and she is currently working with a colleague who sits on their Board to see what can be done) or possibly a move to Richmond is on the horizon. Caitlin also shared that the WONDERBALL committee welcomed a new member – a St. Mary's doctor – so we should have more profile within the hospital too. There is a real interest in creating another YPG initiative – a crowd fundraising amongst other ideas – and welcome anything from everyone.... Please send them on to me or to the Foundation directly. Anne-Marie shared that if and/or when, she and Mitch are willing to host a YPG influencers cocktail. Anne-Marie thanked Caitlin for her strategic leadership of this very important group – the upcoming generation of leaders!

The following are CIUSSS ODIM – SMHC site Funding requests as were circulated in the Board package:

Resol 2017-18-13

EXCERPTS FROM THE MINUTES OF THE ST. MARY'S HOSPITAL FOUNDATION BOARD OF DIRECTORS' MEETING HELD ON WEDNESDAY JUNE 13 2018 @ the offices of BCF s.e.n.c.r.l. / LLP 1100 boul. René-Lévesque O., 25e étage, MONTREAL QUEBEC H3B 5C9

Resolution (No. 2017-18-13):

Request from the CIUSSS ODIM to help fund a Video Conference Room at St. Mary's Hospital Center

WHEREAS St. Mary's Hospital Center ("SMHC") wishes to install a video conference room (3rd floor room 3320);

WHEREAS the Centre intégré universitaire de santé et de services sociaux de l'Ouest-de-l'Île-de-Montréal (the "CIUSSS ODIM") advised SMHC that CIUSSS ODIM does not have sufficiently available funds to fully, install and maintain the video conference room at SMHC;

WHEREAS the CIUSSS ODIM formally requested funding from the Foundation to enable the SMHC to create a video conference room, as described in further detail in the documents attached as Schedule A attached hereto; and

WHEREAS the directors of the Foundation wish to cause the Foundation to grant the SMHC \$40,000 in connection with the purchase and installation on the basis that the CIUSSS ODIM undertakes to provide \$5,000 towards the installation and undertake to ensure maintenance at \$5,000 per year for 5 years.

NOW, THEREFORE, BE IT RESOLVED THAT upon motion proposed by Rachel Renaud, and seconded by Guy Laframboise, it was resolved unanimously:

THAT the Foundation will grant the SMHC \$40,000 in connection with the creation of a video conference room with the caveat that the CIUSSS ODIM will gift immediately \$5,000 for the project to get installed and has committed \$5,000 per year for 5 years for a total of \$25,000 for maintenance, with Foundation funding subject to the disposable cash flow of the Foundation and upon presentation of the necessary supporting documents.

Resol 2017-18-14

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Resolution (No. 2017-18-14):

Request from the CIUSSS ODIM to provide bridge financing for the swing nurse required during 5th floor renovations

WHEREAS the Centre intégré universitaire de santé et de services sociaux de l'Ouest-de-l'Île-de-Montréal (the "CIUSSS ODIM") advised SMHC that CIUSSS ODIM will need to delay the commencement of the said renovations in the absence of having identified budget specific to the addition of a swing nurse during the renovation period;

WHEREAS the CIUSSS ODIM formally requested funding from the Foundation for the swing nurse in order to ensure there is no further delay, as described in detail in the documents attached as Schedule A attached hereto; and

WHEREAS the directors of the Foundation wish to cause the Foundation to grant the SMHC an amount of \$67,000 to ensure the project gets underway immediately.

NOW, THEREFORE, BE IT RESOLVED THAT upon motion proposed by Rachel Renaud, and seconded by Curtis Millen, it was resolved unanimously:

THAT the Foundation provide bridge funding to the SMHC in the amount of \$67,000 for the necessary swing nurse, which bridge funding shall be earmarked from already committed Foundation funds pursuant to Resol 2016-17-01 : \$2,386,830.87.

Resol 2017-18-15

**EXCERPTS FROM THE MINUTES OF THE ST. MARY'S HOSPITAL FOUNDATION BOARD OF DIRECTORS' MEETING HELD ON
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Resolution (No. 2017-18-15): Request from the CIUSSS ODIM to provide funding to Dr. Sylvie Lambert-lead researcher - St. Mary's Research Centre, for a project coordinator specific to her recently awarded \$1.5 million research grant.

WHEREAS the Centre intégré universitaire de santé et de services sociaux de l'Ouest-de-l'Île-de-Montréal (the "**CIUSSS ODIM**") advised St. Mary's Hospital Foundation that Dr. Sylvie Lambert, lead researcher in the St. Mary's Research Centre was recently awarded a grant of \$1.5 million (total project cost \$2.4 million) for the implementation and evaluation of an e-health application for the systematic assessment of patient and caregiver reported outcomes in Quebec across the cancer continuum;

WHEREAS the CIUSSS ODIM formally requested funding for a project coordinator specific to this project and to support Dr. Sylvie Lambert as the lead researcher of this multi-site initiative. The eight centres participating in this project are: St. Mary's Hospital Center (SMHC), McGill University Health Centre (MUHC), the Jewish General Hospital (JGH), the Centre Hospitalier Universitaire (CHU) Sainte-Justine (pediatric centre), the Centre Hospitalier de l'Université de Montréal - Hôpital Notre-Dame (CHUM-HND), Hôpital Maisonneuve-Rosemont (HMR), Hôpital de la Cité-de-la-Santé, and Centre universitaire du Québec (CHUQ) and as described in detail in the documents attached as Schedule A attached hereto (the "**Request**"); and

WHEREAS the directors of the Foundation wish to cause the Foundation to grant the St. Mary's Research Centre an amount \$100,000 per year for four (4) years for a total of \$400,000.

NOW, THEREFORE, BE IT RESOLVED THAT upon motion proposed by Curtis Millen, and seconded by Neil Hindle, it was resolved unanimously:

THAT the Foundation earmark \$400,000 for said purposes with disbursement being in the amount of \$100,000 per year over four (4) years with funding subject to the disposable cash flow of the Foundation and upon presentation of the necessary supporting documents.

Resol 2017-18-16

**EXCERPTS FROM THE MINUTES OF THE ST. MARY'S HOSPITAL FOUNDATION BOARD OF DIRECTORS' MEETING HELD ON
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Resolution (No. 2017-18-16): Request from the CIUSSS ODIM for funding of vascular equipment
(Dr. Carl Emond) at St. Mary's Hospital Center (SMHC)

WHEREAS St. Mary's Hospital Center ("**SMHC**") wishes to procure new equipment for vascular surgery;

WHEREAS the Centre intégré universitaire de santé et de services sociaux de l'Ouest-de-l'Île-de-Montréal (the "**CIUSSS ODIM**") advised SMHC that CIUSSS ODIM does not have sufficiently available funds to fully fund the new vascular equipment as requested by the Chief of Surgery and Dr. Carl Emond at SMHC;

WHEREAS the directors of the Foundation wish to cause the Foundation to grant the SMHC an amount of \$73,945.00 For the purchase of a plethysmography system as described in further detail in the documents attached as Schedule A attached hereto (the "**Request**"); and

NOW, THEREFORE, BE IT RESOLVED THAT upon motion proposed by Doug Buchanan, and seconded by John Mancini, it was resolved unanimously:

THAT the Foundation fund the amount of \$73,945.00 for the purchase of the requested vascular equipment at St. Mary's with funding subject to the disposable cash flow of the Foundation and upon presentation of the necessary supporting documents.

President of Board of Governors' update by Terry Didus – Three subjects to report on:

Insight in the role of the Chair of the CIUSSS ODIM in the search for the new Director General

Terry shared that he has met and/or spoken with Richard Legault on a number of occasions and regarding a number of different issues. Richard's view, understandably as the Chair of our CIUSSS, is very CIUSSS ODIM centric. And, while we have appealed vehemently over the 3 years regarding important issues such as our internal morale, the overall physicians' vacuum feeling regarding protocols etc as well as logo/badges/stationary, he really was not aware of the spectrum of these and other St. Mary's site challenges. However, one area that Richard Legault is very aware of is the absence of having someone permanently at St. Mary's "in the corner office" who is able to make decisions and he is fully committed to push for that. Our most recent ongoing discussion has been largely around the selection process for the Director General & CEO position. While membership of the selection committee has not been made public, I have heard that there are at least 10 people of which several are from Ministry.

Possible engagement between SMHC & Grace Dart (GD)

GD is an institute that is part of our CIUSSS ODIM and shares a kin mission to ensure geriatric patients in the Montreal Community are well looked after. Given that the original land on which the 2 GD buildings were constructed, Andrew & Helene Molson will be helpful to spearhead our collective interest in ensuring that the GD community fulfills its mission through the possibility of working with us on some kind of joint venture project (benefitting both SMHC & MUHC).

Given that currently GD is no longer directly caring for the aging Montreal community (their patients have been largely moved to the vet hospital/St. Anne) aligning with us would ensure they are compliant with their mission. The GD Foundation is significant, and we, both the Board of the Foundation and Board of Governors, will find it in our best interest to continue to pursue this with the sensitivity it calls for. To date we have talked about the possibility of their Montreal city legacy be a Chair in Geriatrics held at St. Mary's or a naming opportunity with soon to be launched 2 top floor initiative. It is important to note that the CIUSSS ODIM senior management – Marie-Claire to name one – has also been in contact with them to negotiate possibilities that are CIUSSS ODIM direct.

Creation of a not-for-profit by the SMHC doctors – Physicians of St. Mary's - APDP/CPR

As the President of the Board of Governors, I am very grateful to the original group of physicians – Dr Nilay Ozen, Dr. Vivian Petropoulos and Dr. Stuart – who together responded to the St. Mary's physician population's feelings that there were significant things affecting the physician/patient care experience as well as the Hospital-wide internal malaise / poor morale. After a long onerous exercise, it is my pleasure to share that this group – officially called the Association of Physicians, Dentists & Pharmacists of St. Mary's – are now officially incorporated!

The general St. Mary's Community will benefit from this very committed group – currently 50% of our physician pool are fee members – as they continue to make very tangible contributions and all for the benefit of those patients and families who look to our fine institution for their care – healthcare on a human scale.

Special Presentation: Continuity & Communication

Guests: Richard Legault, Chair of the CIUSSS ODIM Board of Directors
Lynne McVey, Interim Director General & CEO, CIUSSS ODIM
Nelea Lungu, Directrice du bureau exécutif et amélioration continue et directrice accès, qualité, Performance et bureau de projets

(please see attached ppt which was presented by Lynne McVey)

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| adjourned meeting at 6:25 p.m. – Spring Cocktail followed |
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