

	Policy/Procedure Name:	Board Meetings
Manual: Governance	Number:	
Section: Board Effectiveness	Effective Date: 01 SEPT 2011	
Pages: 1 of 11	Revision Date: 12 SEPT 2024	

Purpose

To ensure effective Board and Board Committee meetings.

Scope

The policy pertains to Muskoka Algonquin Healthcare (MAHC) Board of Directors and any attendees at Board of Director meetings.

Agendas and Board Meeting Packages

The Chair, in consultation with the President and Chief Executive Officer, is responsible for developing and approving an agenda for each Board meeting that is aligned with the Board's roles and responsibilities, the Board's work plan, and the annual goals and objectives. A sample Agenda is attached as Appendix A (as amended from time to time).

Agendas shall be divided into two sections: the Main Agenda and the Consent Agenda. Agendas shall be structured to clearly differentiate the role of the Board regarding the item (i.e. policy formulation, decision-making, monitoring, etc.) and to indicate the applicable strategic direction the agenda item relates to. The Board shall use the consent agenda for the passage of non-controversial and/or routine matters. Consent agenda items may include, without limitation:

- approval of previous minutes;
- routine Committee and/or other informational reports;
- correspondence requiring no action; and
- actions that do not require a Director to disclose a potential conflict or otherwise abstain from voting.

The Chair, in consultation with the President and Chief Executive Officer, shall also develop and approve standards for Board meeting packages that include timelines for distribution and formats for reporting to the Board. Requests for additional information shall be assessed by the President and Chief Executive Officer and reviewed regularly by the Chair to ensure the optimal functioning of the Board. The Board meeting package shall normally be sent to Directors five business days' in advance of the meeting to allow for review and preparation, unless extenuating circumstances arise.

Reports and recommendations to the Board from the President and Chief Executive Officer, Chief of Staff, and Board Committees shall be in writing and shall use consistent templates, as appropriate, to support the respective Board roles concerning the agenda items (see Appendix B, which includes a sample Briefing Note).

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Open Board Meetings

The public and staff are welcome to attend the open portion of Board meetings in order to:

- facilitate the conduct of the Board’s business in an open and transparent manner;
- ensure that the Corporation maintains a close relationship with the public, media, and stakeholder groups
- receive the meeting package; and
- generate trust, openness, and accountability.

Reasonable notice of the times and dates of such meetings shall be given to the public in a manner determined by the President and Chief Executive Officer. Individuals wishing to attend Board meetings must give at least 24 hours’ notice to the office of the Secretary. Attendees shall have observer status and may not provide comments or ask questions during the meeting. Attendees may be asked to leave at the discretion of the Chair.

Meetings may be recorded by the Corporation or the media for broadcast on radio, television, or the internet. Private photographs or recordings of proceedings are prohibited.

In the event that the attending public or media have questions arising from a Board meeting, the Chair and/or President and Chief Executive Officer shall be available upon adjournment to address queries.

In-Camera Board Meetings

The Board has the right to close to the public any meeting or part of a meeting if the Board deems an in-camera session to be in the best interests of the Corporation. Matters that may generally be dealt with in an in-camera session include, without limitation:

- matters relating to a Director or a prospective Director;
- matters involving property;
- matters involving litigation;
- matters involving material contracts;
- any matters where personal information about an individual will or may be revealed;
- human resource and labour relations issues;
- receipt of advice that is subject to solicitor-client privilege including communications necessary for that purpose;

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- patient issues;
- Board and Committee evaluations; and
- any matters that the Board determines should be the subject of an in-camera session.

Guests or counsel may remain during an in-camera session with the consent of the Board.

All matters brought before an in-camera session shall remain confidential until they are moved by the Board to an open session. A separate agenda shall be prepared for in-camera sessions indicating the items to be considered during the session. The agenda and any supporting material shall be marked confidential and will be handled and secured in a manner that respects the confidential nature of the material.

Board Committee Meetings

Board Committee meetings are generally not open to the public unless a motion is made to open the meeting to the public. Board Committee Briefing Notes with recommendations to the Board, along with verbal highlights from the meeting, shall be made in the open portion of Board meetings, with the exception of those matters which are determined to be appropriate for the “in-camera” portion of a meeting. Board Committee Chairs will ensure the preparation of the briefing notes to the Board on recommendations for approval.

Board Committee minutes will be provided in the consent agenda of the “in-camera” portion of the Board meeting.

Informal In-Camera Sessions of Elected Directors

At the conclusion of each Board meeting and at the call of the Chair, an informal session of the Elected Directors may be conducted without the presence of the *ex-officio* Directors. The President and Chief Executive Officer and the Chief of Staff may be invited to participate in a part of the meeting upon the invitation of the Chair before being excused.

The purpose of the informal session is to enable the Elected Directors to assess the effectiveness of the meeting; the quality of information to support informed policy formulation, decision-making, and monitoring by the Board and the performance of the President and Chief Executive Officer and the senior leadership team in contributing to the effectiveness of the meeting.

Any matters pertaining to specific meeting agenda items or all other aspects of the Board’s roles and responsibilities must not be discussed in such a meeting. No decisions will be made and no minutes will be prepared. The Chair is permitted to keep notes of the discussion. Following the informal session, the Chair and Vice-Chair shall discuss matters arising, as appropriate, with the President and Chief Executive Officer and Chief of Staff.

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Delegations and Presentations

Members of the public may not address the Board or ask questions of the Board without the permission of the Chair. Individuals who wish to address or raise questions with the Board must submit a Delegation Application, in the form attached as Appendix D (as amended from time to time) to the office of the Secretary at least 15 business days in advance of the Board meeting.

The Chair and President and Chief Executive Officer will assess and prioritize the requests. Written confirmation of attendance, if approved, will be provided to the individual or group making the request. The Chair has the right to determine the appropriateness of any presentation. Any one delegation or presentation will be limited to a maximum of fifteen minutes unless otherwise agreed by the Chair and the President and Chief Executive Officer.

Notes

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Appendices

Appendix A – Sample Agenda

Appendix B – Sample Briefing Note

Appendix C – Delegation Application

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Appendix A – Sample Agenda



**BOARD OF DIRECTORS
OPEN SESSION AGENDA**



Day, Month Date, Year at Time
Location

(R) denotes regrets received

Elected Directors: _____

Ex-Officio Directors: _____

Executive Support: _____

Staff Resources: _____

Guests: _____

Observers: _____

PAGE #	ITEM # / LEAD	TOPIC - WHAT IS TO BE ACCOMPLISHED/MOTION <small>♦ denotes attachment ✕ denotes attachment to follow</small>	LINK TO STRATEGIC DIRECTION	LINK TO GOVERNANCE ROLE	TIME (Min.)
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1.0 CALL TO ORDER

	1.1 F. Last Name	Land Acknowledgment			
	1.2 F. Last Name	Approval of Agenda MOTION: That the meeting agenda be approved as circulated.	<i>Not applicable</i>	Decision Making	4:00 – 4:05 (5)
	1.3 F. Last Name	Declaration of Conflict of Interest <i>To remind members that conflicts are to be declared for any agenda items and the Director shall not attend any part of a meeting during which the matter in which they have a conflict is discussed.</i>	<i>Not applicable</i>	<i>Not Applicable</i>	



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2.0 REPORTS

	2.1 F. Last Name	Chair's Remarks <i>To receive the report of the Chair.</i>	Strengthens all Strategic Directions	Information/ Education	4:05 – 4:10 (5)
	2.2 F. Last Name	Report of the President and Chief Executive Officer♦ <i>To receive the report.</i>	Strengthens all Strategic Directions	Information/ Education	4:10 – 4:15 (5)

3.0 PROGRAM QUALITY & EFFECTIVENESS

	3.1 F. Last Name	Report of the Chief of Staff & Medical Advisory Committee♦ <i>To receive the report.</i>	Quality & Safety	Oversight	4:15 – 4:20 (5)
	3.2 F. Last Name	XXX♦ MOTION: XXXX.	Strengthens all Strategic Directions	Decision Making	4:20 – 4:30 (10)

4.0 STRATEGIC DIRECTION

	4.1 F. Last Name	XXX♦ <i>To receive an update.</i>	Partnerships & Collaboration	Oversight	4:30 – 4:35 (5)
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5.0 FINANCIAL AND ORGANIZATIONAL VIABILITY

	5.1 F. Last Name	XXX♦ MOTION: XXXX.	Sustainable Future	Decision Making	4:40 – 4:50 (10)
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6.0 BOARD EFFECTIVENESS

	6.1 F. Last Name	XXX♦ <i>To</i>	Strengthens all Strategic Directions	Oversight	4:50 – 4:55 (5)
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7.0 LEADERSHIP

	7.1 F. Last Name	XXXX♦ MOTION: XXXX	Strengthens all Strategic Directions	Decision Making	4:50 – 4:55 (5)
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8.0 RELATIONSHIPS

	8.1 F. Last Name	XXXX♦ MOTION: XXXX	Strengthens all Strategic Directions	Decision Making	4:50 – 4:55 (5)
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9.0 POLICY & PROCEDURE

	9.1 F. Last Name	XXXX♦ MOTION: XXXX	Strengthens all Strategic Directions	Decision Making	4:50 – 4:55 (5)
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10.0 CONSENT AGENDA - To approve/receive the items listed below without further debate.

MOTION: That the following items be approved or received as indicated:					
	10.1	Approval of the Board of Director Meeting Minutes from Month Day, Year♦	Strengthens all Strategic Directions	Decision Making	4:50 – 4:55 (5)
	10.2	Receipt of the XXXX Committee Report of Month Day, Year♦	Strengthens all Strategic Directions	Oversight	

11.0 ADJOURNMENT

	11.1 F. Last Name	MOTION: That the open session be adjourned and the Board of Directors proceed into the in-camera session following a short recess.	Not applicable	Not Applicable	5:15
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Dinner Break: 5:15 – 5:40

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PATIENT- AND FAMILY-CENTERED CARE at Muskoka Algonquin Healthcare (MAHC) is a philosophy of care that ardently promotes the partnership between patients, families, and health care providers at all points of the patient's journey including key transition points such as transfer to another facility, another unit in the hospital, or discharge home.

MAHC DEFINITION OF QUALITY

Quality at MAHC results in shared decision-making between the patient/family and health care team to achieve a patient identified desired health outcome. MAHC will deliver safe, effective, patient-centered services, efficiently, and in a timely fashion, resulting in optimal health status for our patients.

Defining Elements of Quality Care		
Element	Patient Meaning	Provider Meaning
Safe	I will not be harmed by the health system.	The care my patient receives does not cause the patient to be harmed.
Effective	I receive the right treatment for my condition, and it contributes to improving my health.	The care I provide is based on best evidence and produces the desired outcome.
Patient Centered	My goals and preferences are respected. My family and I are treated with respect and dignity.	Decisions about my patient's care reflect the goals and preferences of the patient and his or her family or caregivers.
Efficient	The care I receive from all practitioners is well coordinated and efforts are not duplicated.	I deliver care to my patients using available human, physical, and financial resources efficiently, with no waste to the system.
Timely	I know how long I have to wait to see a doctor or for tests or treatments I need and why. I am confident this wait time is safe and appropriate.	My patient can receive care within an acceptable time after the need is identified.
Equitable	No matter who I am or where I live, I can access services that benefit me. I am fairly treated by the health care system.	Every individual has access to the services they need, regardless of his/her location, age, gender, or socio-economic status.

ISSUE FOCUSED ETHICAL DECISION MAKING FRAMEWORK

The intent of this framework is to enable decision makers to address complex and challenging issues in a comprehensive and logical manner. It is a reflective process intended to stimulate discussion to identify explicit reasons for or against a proposed course of action, and to do that in the context of the Mission, Vision and Values.



S SITUATION Understand the Problem	B BACKGROUND Set the Context
Tell the Story What exactly is the problem we have to solve? Who needs to be involved in the decision-making? Who has the authority to make the decision?	What values or principles are either engaged or are in conflict? How do MAHC's Mission, Vision and Values fit? Is there relevant law? Is there relevant MAHC policy/procedure? Is there relevant professional ethical policy? What is my personal context and/or bias? Was the ethicists' assistance required?
A ASSESSMENT Consider the Options	R RECOMMENDATION Develop an Action Plan
Ask first – is doing nothing an option? What are the Benefits or Strengths? What are the Harms / Limitations / Consequences? How does this align with values? How does this align with relevant MAHC Values/Principles/Policies and Legislation/Laws?	What is the decision? Does the decision pass the TV test? What is the implementation plan? Who has to take action? What is the communication plan? How do we evaluate/revise the action plan if required?

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Appendix "B" – Proposed Sample Briefing Note

Briefing Note

Date:

Title:

Submitted To:

Author(s):

Consulted:

Action:

Recommendation:

Strategic Theme:

Issue:

Background:

Current Situation:

Questions for consideration:

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Appendix C – Delegation Application



DELEGATION APPLICATION:

Open Board of Directors Meeting

Huntsville District Memorial Hospital Site
 100 Frank Miller Drive,
 Huntsville, Ontario
 P1H 1H7
 Tel: 705-789-2311 Fax: 705-789-0557

South Muskoka Memorial Hospital Site
 75 Ann Street,
 Bracebridge, Ontario
 P1L 2E4
 Tel: 705-645-4400 Fax: 705-645-4594

This application form must be completed and submitted to the Secretary of the Board not less than 15 business days prior to the date on which the presentation will be made, and must be accompanied by any additional documents or presentations.
 Each delegation request is allowed a maximum of 15 minutes to make a presentation and to answer questions.

A. DELEGATION CONTACT INFORMATION:

Delegation Spokesperson: _____

Organization (if applicable): _____

Address: _____

Email Address: _____ Telephone #: _____

Name of 2nd Member of Delegation (if applicable): _____

Name of 3rd Member of Delegation (if applicable): _____

B. SUBJECT OF DELEGATION

1) Requested Date for Delegation: _____

2) Provide a specific statement outlining the issue to be presented: _____

3) Provide a summary of the key presentation points: _____

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4) If applicable, provide your key recommendations/suggestions to address the problem/issue identified:



D. MATERIAL FOR DISTRIBUTION (All materials must be submitted at least 15 business days prior to the Board meeting)

- Additional materials attached Additional materials to follow

I acknowledge that I have read and will comply with the rules applying to delegations as outlined in this policy.

Signature of Delegation Spokesperson

Date

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