



**BOARD OF DIRECTORS MEETING MINUTES**

Friday, December 11, 2015 at 9:00 a.m.  
Winnipeg Convention Centre, Winnipeg, MB

**Attendance:**

J. Cox	S. Gauthier	L. Manning	G. McLennan
M. Montanti	P. Van Caeselee	R. Van Denakker	A. Wilgosh
B. Wright			

**Regrets:**

H. Azzam	P. Baker	H. Unruh	
----------	----------	----------	--

**Staff:**

P. Brennan	C. Conway	A. Kabani	D. Labelle
T. Mangano	J. Slater	G. Whitehill	A. Wilcox

**APPROVAL**

**1) Call to Order**

**2) Approval of Agenda**

MOVED: R. Van Denakker  
SECONDED: B. Wright

***CARRIED.***

**3) Approval of Board Minutes and Conflict of Interest**

Minutes of the November 13, 2015 meeting were approved. No conflicts were declared.

MOVED: J. Cox  
SECONDED: M. Montanti

***CARRIED.***

**4) Strategic Discussion: Risk Management Matrix (from Annual Strategic Session)**

The Risk Management Report from the November session was sent to all Board of Directors for their review. The document accurately reflected the nine proposed risks identified at the annual planning session. A recommendation was made to change the terminology from Rating to Importance. The title of the document should be changed to DSM Enterprise Risk Management and the document will require ongoing development and revision.

The Board proposed quarterly reporting through appropriate board sub-committees and the full board.

**Action:**

**P. Brennan will update the DSM Enterprise Risk Management chart in the document and also add in a column labeled Executive Lead.**

## 5) Standing Reports (Oversight)

### Board Chair Report

Board appointment letters for R. Van Denakker and Dr. Baker have been received from the Minister of Health. Board Orientation for R. Van Denakker and A. Wilgosh will occur in January. As part of her orientation process, A. Wilgosh will attend subcommittee meetings to further understand the nature and function of these committees.

### CEO Report

DSM has experienced a high turnover of its leadership team over the last four years due mainly to retirements. It is anticipated that more retirements will occur in the 2016/2017 fiscal year. DSM is working on a mitigation and succession plan to prepare for these vacancies. J. Slater updated the Board that the recruitment for the Chief Operating Officer position is currently underway and interviews have been scheduled. The Board asked if DSM had a backup plan in place in the event the CEO is no longer able to fulfill his role due to unforeseen circumstances. The Board will draft a plan to address this item.

J. Slater informed the Board that the organization has been actively pursuing non-government grant-funding sources for its genomics research strategy to support development and validation of new genomics technologies (e.g. Next Generation Sequencing) to better facilitate translation and transition into the clinical laboratory.

### Quality and Patient Safety Committee Report (QPSC)

The Committee met prior to the Board meeting and will continue to meet every two months. Disciplines will be invited to present reports on their quality and patient safety initiatives. The first disciplines to be invited will be pathology, diagnostic imaging and transfusion medicine.

A HIROC document outlining various insurance risks pertaining to diagnostics was circulated to the Board. A further examination of laboratory risks identified in the document is required.

The Committee's Terms of Reference were sent to the Board for their review and requires approval. Further discussion is needed to determine a process, if applicable, for staff to alert the Board in the event of significant patient safety or quality concerns.

The Board asked if DSM has a whistleblowing policy in effect as per new legislation. P. Brennan confirmed there is a policy in effect and will review to determine if any changes are required.

### **Action:**

**P. Brennan will bring any changes back to the Board in January, if necessary.**

**Motion:**

**To approve the QPSC Terms of Reference as distributed.**

MOVED: P. Van Caesele

SECONDED: J. Cox

***CARRIED.***

J. Slater suggested that a patient's 'right to ask' about the care they receive during diagnostic testing occur as a **future item for discussion**. Staff should feel empowered to explain policies and patient care test procedures when questions arise.

Finance Committee Report

The committee met prior to the Board meeting. Ernst & Young has been reappointed as DSM auditors. The Committee advised that DSM received one-time funding from Manitoba Health which will be used to help reduce forecasted operating deficits in 2015/16 and 2016/17. The 2015/16 forecasted deficit is less than budget due to a combination of lower than expected test volume in urban areas as well as timing in recognition of CAP funding and related costs (note: test volumes from rural sites are pending.)

**Motion:**

**To accept the financial report as presented.**

MOVED: G. McLennan

SECONDED: R. Van Denakker

***CARRIED.***

**6) Governance (Foundational Factors)**

One board position is still vacant. A. Wilgosh and J. Slater will bring forth this item as a discussion item to the Minister of Health. Appointment renewals for terms ending March 2017 are J. Cox, H. Azzam, M. Montanti, H. Unruh, P. Van Caesele and B. Wright. The Committee will contact these members to determine their desire for reappointment and will report back to the Board.

It was recommended, through an audit assessment, that each sub-committee implement a three-year term of its membership and those appointments to sub-committees be approved by the Board. The Committee has agreed to implement the recommendation and amend the By-law.

**Action:**

**The Committee will draft the changes for A. Wilgosh's' review and approval.**

The board self-assessment had a response rate of 75%. Overall the results were good or excellent with minor room for improvements in board orientation process, board development and communications. Board members are asked to submit any questions or feedback to B. Wright.

**7) Board Q & A Session**

**8) In-Camera Session**

**9) Adjournment**

***Next Meetings: January 8, 2016 – at Winnipeg Convention Centre***