



**BOARD OF DIRECTORS MEETING MINUTES**

Friday, October 13, 2017 at 9:00 a.m.  
RBC Convention Centre, Winnipeg, MB

**Attendance:**

S. Gauthier	L. Manning	G. McLennan	M. Montanti
H. Unruh	P. Van Caeseele	A. Wilgosh	B. Wright

**Special Guest:**

M Essig			
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**Regrets:**

R. Van Denakker			
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**Staff:**

C. Burns	C. Conway	D. Humphrey	P. Kresta
A. Kabani	T. Mangano	J. Slater	

**APPROVAL**

**Call to Order**

**Approval of Agenda**

Agenda accepted as distributed. No conflicts were declared.

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

Move to approve the minutes of September 8, 2017.

MOVED: M. Montanti  
SECONDED: L. Manning

***CARRIED.***

**Strategic Discussion – DSM Transition to SHSM**

SHSM continues to work to becoming a legal entity for April 1. In the meantime, DSM will continue to provide diagnostic services to patients across the province, and continue to support its staff.

Dr. Essig reiterated the importance and everyone’s commitment to providing the best service and images possible.

**Standing Reports (Oversight)**

**Board Chair Report**

The Board will continue to meet to provide governance to DSM. Committee meetings will be held as required. The Governance Committee will become a “Committee of the Whole”. The Q&PS committee will review and report back to Board at next meeting with a recommendation to continue or become a committee of the whole.

**Action: P. Van Caeseele**

The Finance Committee recommended continuing as a committee of the Board, see report below.

At the appropriate time, there will be hand-off between the DSM and SHSM Boards.

DSM's last AGM was September 22. The AGM was well attended by DSM Staff, the Board, and the SHSM Executive Team. The Minister was in attendance and addressed the attendees.

Senior Management Team (SMT) Report

Included in pre-distributed Board package, Accepted as circulated.

Quality and Patient Safety (QPS) Committee Report

Move to approve the Quality and Patient Safety Committee Report as presented.

MOVED: P. Van Caesele

SECONDED: S. Gauthier

**CARRIED.**

Finance Committee Report

Lois Bailey, Director Finance, CCMB is going to join the Committee.

Move to approve the Lois Bailey as an external Finance Committee member.

MOVED: G. McLennan

SECONDED: M. Montanti

**CARRIED.**

A. Wilgosh commented that there's clearly been a lot of hard work done.

The Signing Authority Policy was updated. Changes are reflected in Paragraph 3.1., which now states:

*"Any financial commitment greater than \$2.0 million and which has not been previously approved by the Board shall require approval of the Board of Directors. This includes new financial commitments with a cumulative value in excess of \$2.0 million as well as amendments to contracts previously approved by the Board, where the incremental financial value of the amendment is in excess of \$2.0 million. Note that where a contract is amended, and the original contract value was less than \$2.0 million, (did not require Board approval), but the amendment triggers a cumulative value in excess of \$2.0 million, this amendment will require Board approval. Alternatively, should the Board be unavailable or unable to approve a commitment in a timely manner, the Executive Committee of the Board may approve a financial commitment greater than \$2.0 million. In those instances, the Executive Committee shall report such approval to the Board of Directors at the next scheduled meeting of the Board. Subject to the approval of the Executive Committee, the CEO is hereby authorized to make payment of any of the above exceptions regardless of amount."*

Move to approve the amended policy

MOVED: G. McLennan

SECONDED: M. Montanti

**CARRIED.**

**Governance (Foundational Factors)**

Governance Committee Report

No report.

KRI and KPI Dashboards

Deferred pending 2018-19 AHP and revised 5 year Strategic Plan (in the context of SHSM).

**Board Q and A Session**

**In-Camera Session**

**Adjournment**

***Next Meeting: November 10, 2017 – RBC Convention Centre***