MINUTES OF A
BOARD OF DIRECTORS MEETING
March 9, 2005
4:00 p.m. to 6:00 p.m.
Via telephone and video-conference

Present:
Anawati, Jean
Augustine, John
Beauchamp, Liliane
Carrier-Fraser, Mariette
Chrysler, Ron
Cromarty, Helen
Genier, Donald
Gilbert, Fred (Chair)
Gordon, Jim
Govender, Geraldine
Hardy, Sheila
Hutten-Czapski, Peter
Lacroix, Maureen
Lougheed, Gerry
McLeod, Neil
McLoughlin, Dermot
MclLoughlin, Bill
Nahwegahbow, Leona
Paivalainen, Seppo
Peterson, Lynn
Spencer, Adam
Strasser, Roger
Whitfield, John
Woodsworth, Judith
Young, Ian

And by invitation:
Wright, Dorothy
Needham, Kathryn

Absent with Regrets:
Adams, Richard
Dougall, Elizabeth
Falter, Hermann
Kakegamic, Goyce
Lipscombe, Debbie
Miyata, Kenji
Nelson, Ron
Walmark, Brian
White, Carl
Williams, Sarah

Recording Secretary: Diane Moncion, Secretary to the Board of Directors

Chair and Secretary: Fred Gilbert took the Chair.
Roger Strasser was Secretary of the meeting.

Present/Apologies
Fred Gilbert welcomed everyone to the Meeting.
Dan Hunt introduced Dr. Joel Lanphear, Assoc Dean Undergraduate Medical Education.

1.0 Call to Order
1.1 Adoption of Agenda
The Agenda was adopted, as presented.

MOTION
2005-01
MOVED BY: Maureen Lacroix
SECONDED BY: John Augustine
Be it resolved that the Agenda be adopted as presented.
CARRIED

1.2 Declaration of Conflict
No conflicts were declared.

2.0 Approval of Minutes

2.1 Minutes of December 22, 2004
Minutes were approved

MOTION
2005-02
MOVED BY: Maureen Lacroix
SECONDED BY: John Whitfield
Be it resolved that the Minutes be approved as a true record.
CARRIED

2.2 Business Arising from Minutes

2.2.1 Update on Bylaw
Section 45.1 re: voting for committee members
Section 44.1 re: chair/Vice chair counted as 1 vote

MOTION
2005-03
MOVED BY: Seppo Paivalainen
SECONDED BY: Ron Chrysler
Be it resolved that the Board of Directors confirm that By-Law No.3 in the form annexed hereto, be enacted as a bylaw of the Corporation, subject to ratification by the Members.
CARRIED

3.0 Strategic Directions

3.1 Vision, Mission & Values
An amended version of the Vision, Mission and Guiding Principles was included with the report, along with the Executive Summary explaining the process used in arriving at this amended document.

A discussion ensued in regards to adding the word “rural communities” to the listings under the title Our Communities. There were also a few editorial revisions.

MOTION
2005-04
MOVED BY: Jean Anawati
SECONDED BY: Peter Hutten-Czapski
Be it resolved to add, under Our Communities “within the northern communities, the rural communities, the Aboriginal and Francophone communities”.
CARRIED
MOTION
2005-05

MOVED BY: Seppo Paivalainen
SECONDED BY: Maureen Lacroix

Be it resolved that the Vision, Mission and Guiding Principles in the form presented by the Governance Committee, be approved as amended, as recommended by the Governance Committee.

CARRIED

3.1 Retreat
Judith Woodsworth, Chair of the Executive Committee, reported that the Board of Directors’ Retreat is scheduled to occur on Friday May 6 and Saturday May 7, 2005, in Sioux Lookout. Traveling will take place on the afternoon of Thursday, May 5th returning the afternoon of Saturday, May 7th. Charters are presently being confirmed. Details on times of departure and location of departure will follow. A draft itinerary/agenda was reviewed. A few changes were noted: i) on May 6th at 9:00am Group 1 change to 5th Ave Site and remove tour of Hospital; ii) Group 2 change to 7th Ave Site and add tour of Hospital.

4.0 Financial Viability

4.1 Report from Finance and Audit Committee
Ron Chrysler, Chair of the Finance and Audit Committee, reported that they met on January 5th, 2005 for the purpose of reviewing the details of a proposed motion to adopt the NOSM Pension Plan, and to recommend to the Executive Committee that the Resolution referred to and attached to the Executive Committee’s report be signed and submitted to the Canada Customs and Revenue Agency. NOSM expenditures continue to be under budget.

5.0 Quality and Effectiveness of Organization

5.1 Report from Quality Assurance Committee
Liliane Beauchamp, Chair of the Quality Assurance Committee, welcomed Ian Young and Maureen Lacroix as members to the Quality Assurance Committee. The next meeting is scheduled for April 15, 2005. No other items to report at this time.

6.0 Board Effectiveness

6.1 Building & Acquisitions Committee Report
Roger Strasser reported that funding for the third floor construction has now been secured by FedNor and will be announced next week. John Whitfield reported that at the committee’s last meeting there was a lengthy discussion of the pros and cons of having the third floor completed by the current contractor with a change order versus having the third floor completed by tendering out the project. The Committee agreed that by March 31, the functional design drawings are to be completed, in consultation with firms who specialize in lab designs, so that the call for tenders can go out. It is expected that the heavy construction will be completed by the time the charter class arrives.
MOTION 2005-06
MOVED BY: John Whitfield
SECONDED BY: Ron Chrysler
Be it resolved that the Building and Acquisitions committee recommends to the Board of Directors that when funding for completion of the third floor research space in the West is confirmed, this project will be tendered out immediately, after receiving input from Research faculty as to requirements.
CARRIED

MOTION 2005-07
MOVED BY: John Whitfield
SECONDED BY: Seppo Paivalainen
Be it resolved that the report of the Building and Acquisitions committee be accepted.
CARRIED

6.2 Executive Committee Report
Judith Woodsworth reported on a few items:
i) The Pension Plan Resolution - no motion was required.
ii) Investing in Aboriginal Health - currently pursuing funding for Aboriginal Health issues.
iii) Funding for NOSM – Roger Strasser reported that a formal funding request has been made to the Provincial Government, specifically MTCU and MOHLTC. The Ministry of Training, Colleges and Universities have not confirmed the level of operating grants for the years to come, but we have received a letter that confirmed the next 3 years. The Ministry of Health has indicated that they intend to flow funds to the School of Medicine.
iv) Chair and Vice-Chair of the Board – Corporation’s By-Laws requires that the positions of Chair and Vice-Chair rotate every 3 years. Legal counsel recommends rotation on November 14, 2005. Committee membership and Chair positions need to be reviewed. Board Governance Committee will be asked to consider all of the issues surrounding this item and provide its recommendations to the Executive Committee.
v) Accreditation Update – Site visit to occur on March 13-16, 2005. Hard copies of the Briefing Book and Appendices can be obtained by contacting the Board Secretary at (705) 662-7220 or 888-792-9164.

There were questions as to examples of Aboriginal Health initiatives at the School. Roger Strasser reported that Yr 1 Students would spend 4 weeks in Aboriginal communities; recruitment of Aboriginal students is ongoing. We are also looking at developing a pipeline that will encourage young Aboriginal students to work their way through the school system and to the Medical School. Seeking support at the Federal Government level in Funding. Efforts are also being made to support the Francophone students ie: CNFS funding.

MOTION 2005-08
MOVED BY: Donald Genier
SECONDED BY: Maureen Lacroix
Be it resolved that the report of the Executive Committee be accepted.
CARRIED

6.3 Fundraising Committee Report
Roger Strasser reported that the public launch of the NOSM Fundraising
Campaign that occurred on February 28th was very successful. Gerry Lougheed Jr. has accepted the position as Co-Chair in the East and Greg Pilot, as Co-chair in the West. Campaign Goal is $5,000,000 (not include matching funds) we currently stand at $1.5 million.

**MOTION 2005-09**

**MOVED BY:** Roger Strasser  
**SECONDED BY:** Peter Hutten-Czapski

Be it resolved that the minimum naming value for a non-endowed award is fixed at $500 with a four-year commitment and a request for a twelve-month notice of cancellation; any interest earned on non-endowed awards will be allocated in consultation with the donor.

CARRIED

**MOTION 2005-10**

**MOVED BY:** Roger Strasser  
**SECONDED BY:** Peter Hutten-Czapski

Be it resolved that a one-year public fundraising goal of $5,000,000 be set, inclusive of both campuses, as recommended by the Fundraising Committee.

CARRIED

**MOTION 2005-11**

**MOVED BY:** Gerry Lougheed Jr.  
**SECONDED BY:** Neil McLeod

Be it resolved that the Fundraising Committee explore options for mementos or tokens for campaign donors, including a limited edition painting by Goyce Kakegamic, a Board member.

CARRIED

**MOTION 2005-12**

**MOVED BY:** Roger Strasser  
**SECONDED BY:** Jean Anawati

Be it resolved that report of the Fundraising Committee be accepted

CARRIED

**6.4 Governance Committee Report**

Seppo Paivalainen reported that the corporate counsel for NOSM, John Paterson of McMillan, Binch LLP, suggested that according to the Corporation’s By-Laws, the positions of Chair and Vice-Chair are to rotate every 3 years and their opinion was that Drs. Gilbert and Woodsworth are to rotate these positions on November 14, 2005. One other item that was discussed was the terms of office for the Board Committee members and chairs. ByLaw No.2 of the Corporation’s Bylaws provides that there shall be annual appointments for Board Committees. These appointments should be dealt with at the Board’s annual meeting.

**MOTION 2005-13**

**MOVED BY:** Seppo Paivalainen  
**SECONDED BY:** John Augustine

Be it resolved that the first changeover of the Chair and Vice-Chair positions shall occur at the annual meeting of the NOSM Board of Directors in the fall of 2005, and thereafter, the positions shall rotate every three years, as recommended by the Governance Committee.

CARRIED
MOTION 2005-14
MOVED BY: Seppo Paivalainen
SECONDED BY: Liliane Beauchamp
Be it resolved that the process set out in the Governance Committee report to the Board, for annual appointments of Committee and Chair memberships, be approved, as recommended by the Governance Committee.
CARRIED

MOTION 2005-15
MOVED BY: Seppo Paivalainen
SECONDED BY: John Whitfield
Be it resolved that report of the Governance Committee be accepted
CARRIED

6.5 Health Research & Innovation Committee
Jim Gordon reported that the second round of seeking proposals to the RFP closed on Friday, February 18th, 2005. Two valid bids were received. The SHI bid complied more fully with the deliverable requested in the RFP, and proposed to complete their work plan within budget and within the suggested timeline (4 months). SHI Consulting will also be utilizing the services of a Northern consulting firm in Thunder Bay. This project is being funded through Provincial and Federal Government funding.

MOTION 2005-16
MOVED BY: Jim Gordon
SECONDED BY: Maureen Lacroix
Be it resolved that the proposal by SHI Consulting dated February 17, 2005 to provide the consulting services to conduct a "Study for Creating a Sustainable Health Research Industry in Northern Ontario" be accepted,
And be it further resolved that Dr. Greg Ross is authorized to enter into an agreement with SHI Consulting to provide the services outlined in their proposal to conduct this study at the stipulated price and timeline.
CARRIED

MOTION 2005-17
MOVED BY: Jean Anawati
SECONDED BY: Dermot McLoughlin
Be it resolved that report of the Health Research & Innovation Committee be accepted
CARRIED

6.6 Nominating Committee Report
Roger Strasser reported that this committee has not met since the last Board meeting. The Nominating Committee put the call out for two additional Board members to participate in the Quality Assurance Committee.

MOTION 2005-18
MOVED BY: Roger Strasser
SECONDED BY: Jean Anawati
Be it resolved that Ian Young and Maureen Lacroix be confirmed as members of the Quality Assurance Committee.
CARRIED
MOTION 2005-19
MOVED BY: Roger Strasser
SECONDED BY: Jean Anawati
Be it resolved that report of the Nominating Committee be accepted
CARRIED

7.0 Build Relationships

7.1 Affiliation Agreement
Judith Woodsworth reported that the Affiliation Agreement is now in standard form. The Executive Committee approved the signing of this Agreement, and all other standard form Affiliation Agreements.

MOTION 2005-20
MOVED BY: Judith Woodsworth
SECONDED BY: Mariette Carrier-Fraser
Be it resolved that the St. Joseph’s Care Group Affiliation Agreement be signed, and that all future Affiliation Agreements, in standard form, be signed by the appropriate signing officers of NOSM, provided that the Executive Committee receive notification when future Agreements are signed, as recommended by the Board’s Executive Committee.
CARRIED

7.2 Correspondence with Councillor Stephen Butland
Roger Strasser reported on the correspondence with Councillor Stephen Butland. It was suggested that the c.c. on this correspondence should include David Orazietti, Liberal MPP in Sault Ste Marie.

8.0 Items for Information Purposes

8.1 Interim Academic Council Report
Roger Strasser reported that they are now proceeding with the transition to the Academic Council and have now initiated the process to elect faculty and staff to the Academic Council.

8.2 Northern Passages
The quarterly newsletter “Northern Passages” was included for information.

8.3 Reference Groups and Working Groups

8.3.1 Aboriginal Reference Group
A report on this Group was included for information.

8.3.2 Archives Working Group
A report on this Committee was included for information.

8.3.3 Francophone Reference Group
A report on this Group was included for information.

8.3.4 Inaugural Year Special Events Working Group
A report on this Group was included for information. The student welcome, evening event, is on August 29th in Thunder Bay and not on
the 28th. Any suggestions on invitees to the opening event should be emailed to Diane.moncion@normed.ca.

9.0 Other Business

9.1 Media Release
Tracie Smith reviewed the media release and, after modifications by the Board, it was approved for release.

**MOTION 2005-21**

**MOVED BY:** Roger Strasser  
**SECONDED BY:** Maureen Lacroix

Be it resolved that the media release be approved.

**CARRIED**

9.2 Meeting Evaluation Forms
Board Members were encouraged to complete the evaluation form included in the package and return them to Diane Moncion.

Next Meeting
The Board Retreat is scheduled for May 6-7th, 2005 in Sioux Lookout.

Adjournment
There being no further business, the meeting was adjourned at 6:10 PM.

**MOTION 2005-22**

**MOVED BY:** Lynn Peterson  
**SECONDED BY:** Helen Cromarty

Be it resolved that the meeting be adjourned.

**CARRIED**