Present/Apologies
Dr. Frederick Gilbert welcomed the members to the Board meeting.

1.0 Call to Order at 9:30 a.m.
The meeting was called to order.

1.1 Adoption of Agenda
The agenda was reviewed.

**MOTION**

**2008-40**

1.1 Adoption of Agenda

The agenda was reviewed.

**MOVED BY:** Neil McLeod
**SECONDED BY:** Lou Turco

Be it resolved that the Agenda be adopted as amended.

**CARRIED**

Noted additions to agenda:
- Move item 8.4.1 NOSM Foundation forward before Item 5.0 (new number 4.4)
- Add Business arising 4.0

1.2 Declaration of Conflict
None.

2.0 Nominations to the Board
Jean Anawati presented the following recommendations from the Committee:

**MOTION**

**2008-41**

MOVED BY: Jean Anawati
SECONDED BY: Tracey Ross

Be it resolved that upon the recommendation of the Nominating Committee the Board herein recommends that **David Harris** be appointed to the Board of Directors as a nominee from the NOSM Student Society with a term that will expire September 2010.

Further that in accordance with Section 18.2-3, the above person who has been elected a director of the Corporation will be confirmed by the Members at the next annual meeting of the Members.

**CARRIED**

**MOTION**

**2008-42**

MOVED BY: Jean Anawati
SECONDED BY: Jim Gordon

Be it resolved that upon the recommendation of the Nominating Committee the Board herein recommends that **Dr Tyler Christie** be appointed to the Board of Directors as a nominee from the NOSM Postgraduate Residents with a term that will expire September 2010.

Further that in accordance with Section 18.2 -3, the above person who has been elected a director of the Corporation will be confirmed by the Members at the next annual meeting of the Members.

**CARRIED**

The Chair welcomed the two new members to the Board.

3.0 Minutes of Previous meeting
The Chair referred members to the draft minutes of the tri meeting of September 17, 2008 circulated in the meeting package.

**MOTION**

**2008-43**

MOVED BY: Peter Hutten-Czapski
SECONDED BY: Liliane Beauchamp

Be it resolved that the draft minutes of September 17, 2008 – Part A of the Board of Directors be accepted as a true record.

**CARRIED**
MOTION
Be it resolved that the draft minutes of September 17, 2008 – Part C of the Board of Directors be accepted as a true record.
CARRIED

4.0 Business Arising
The Chair noted no items in business arising.

4.1 Strategic Directions
Strategic Planning
Ken Adams provided a detailed presentation to the Board in a session (December 5) prior to the formal Board meeting. He confirmed that future items will be brought through the Quality Monitoring Committee.

4.2 2008-2009 Operational Plans
Liliane Beauchamp confirmed that the Operational Plans and Strategic Plans are within the Quality Monitoring Committee’s annual Work plan; updates on the progress will be in the reports submitted to the Board at the regular meetings.

4.3 MOHLTC
Roger Strasser informed the members of the following items:
1- Dialogue continues with regards to transitional funding for Physicians
2- 2008 OMA/MOHLTC agreement
   - An agreement has been struck and there is a Northern Academic Alternative Funding Plan.
   - Approved funding (7m) is not sufficient to provide for physicians to have protected academic time.
3- TBRHSC and HRSRH Infrastructure Update
   - Construction of the Thunder Bay Regional Health Science Center academic space is well underway
   - There are no concrete plans or funding for construction of space of the Sudbury Regional Hospital. Still in the planning stage.

4.4 Advancement Committee
John Whitfield directed members to the Advancement Committee report and the supporting document “Organizational Alignment Initiative – Advancement Unit Consultations – Recommendations with Additional Rationale – November 2008” circulated in the meeting package. He presented the motion that was circulated at the meeting.

MOVED BY: John Whitfield
SECONDED BY: Jim Gordon
Be it resolved that upon the recommendation of the NOSM Advancement Committee the Board herein approves the continuation of preparations to establish a ‘NOSM Foundation’.

The Chair opened the item for discussion. An amendment to the motion was offered.
MOVED BY: Jackie Dojack  
SECONDED BY: None  
Be it resolved that upon the recommendation of the NOSM Advancement Committee the Board herein approves the continuation of the consideration of the establishment of a ‘NOSM Foundation”.  

NOT CARRIED

A lengthy discussion ensured. John Whitfield stated that the motion is not a commitment to the foundation but a consideration for the Advancement Committee to explore more details of the Foundation. Without further investigation for the NOSM Foundation concept the fact finding and additional information required to go forward would be hindered.

During the discussion, a second call for an amendment to the motion was requested.

MOVED BY: Gratien Allaire  
SECONDED BY: Jean Anawati  
Be it resolved that upon the recommendation of the NOSM Advancement Committee the Board herein approves the continuation of the review of models to include the visibility and the entrust revenue for NOSM including the ‘NOSM Foundation”.  

DEFEATED

Members asked that the preparations and findings consider the following elements:
• a donor sensitive approach  
• more details regarding financial implications  
• clarity on the structure and relationships with the Universities  
• more transparency on the Foundation Board structure and relationships with the NOSM Board and Universities while ensuring that the Foundation would be acting in the best interest of NOSM  
• comparison of this model with other models i.e. NOSM with a charitable registration, not a separate foundation  
• establishing a connection for all of Northern Ontario to NOSM and bring the North together  
• bring together the Advancement teams of both Universities to work together to collaborate on the concerns raised by the Universities.

In the absence of further discussion, the Chair asked if the Board was prepared to vote on the main motion. No further amendments being proposed, the main motion was restated.

MOTION 2008-45  
MOVED BY: John Whitfield  
SECONDED BY: Jim Gordon  
Be it resolved that upon the recommendation of the NOSM Advancement Committee the Board herein approves the continuation of preparations to establish a ‘NOSM Foundation”.  

CARRIED

5.0 Financial Viability  
5.1 Report from Finance & Audit Committee  
Ron Chrysler spoke to the Finance & Audit Committee report and provided background information on all items. He highlighted that the Finance and Audit Committee is reviewing the Endowment Funds and the lack of investment income due to the current market. He identified that the Committee is looking into alternatives and will report back to the Board at a future date.
5.1.1 Review of the Financial Statements
Ron Chrysler referred members to the financial statements circulated in the meeting package.

MOTION
2008-46
MOVED BY: Ron Chrysler
SECONDED BY: Neil McLeod
Be it resolved that upon the recommendation of the Finance and Audit Committee the Financial Statements for the six month period ended October 31, 2008 be approved as presented.
CARRIED

Ron Chrysler answered questions accordingly.

5.1.2 Financial Delegated Authorities Policy
Ron Chrysler referred members to the policy circulated in the meeting package. He noted that the policy was reviewed and approved at the Finance and Audit Committee meeting of September 2, 2008. The policy previously approved by the Board of Directors has been updated to reflect the changes from the OAI.

MOTION
2008-47
MOVED BY: Ron Chrysler
SECONDED BY: Peter Hutten-Czapski
Be it resolved that upon recommendation of the Finance and Audit Committee the Board herein approves the Financial Delegated Authorities Policy (approved version September 17, 2008 amended) as presented.
CARRIED

5.1.3 Signing Authorizations - Amended
Ron Chrysler referred members to the policy circulated in the meeting package. He noted that the policy was reviewed and approved by the Finance and Audit Committee.

MOTION
2008-48
MOVED BY: Ron Chrysler
SECONDED BY: Austin Hunt
Be it resolved that upon the recommendation of the Finance and Audit Committee the amended Signing Authorizations Policy (Approved September 17, 2008 version) be approved as presented.
CARRIED

6.0 Quality and Effectiveness of Organization

6.1 Report from Quality Monitoring Committee
Liliane Beauchamp referred members to the report circulated in the meeting package.

7.0 Provide for Excellent Management
Closed Session item.

8.0 Board Effectiveness

8.1 Report from the Executive Committee
Robert Bourgeois spoke to the report distributed in the meeting package. He highlighted that the Executive Committee’s deliberation on the Aircraft Issue is ongoing and noted that the Committee has requested Dr. Ross and Ken Adams to provide more information for the next meeting of the Board Executive.
8.2 **Report from the Governance Committee**

8.2.1 **Report**

Jackie Dojack spoke to the report distributed in the meeting package.

8.3 **Report from the Nominating Committee**

8.3.1 **Report**

Jean Anawati spoke to the report distributed in the meeting package, highlighting that the committee is working to fill the two vacancies on the Board.

8.4 **Report from the Advancement Committee**

8.4.1 **Report**

John Whitfield spoke to the report circulated in the meeting package.

9.0 **Build Relationships**

9.1 **Affiliation Agreements**

The report was included for information.

10.0 **Other Business**

10.1 **First Graduation Special Events Working Group**

Maureen Lacroix, Chair of the FGSEWG provided an update on the planning for the Graduation events. She noted that the group is meeting frequently. Key items detailed are:

- bus tour (2 buses) across the north
- hooding ceremony, convocation and public reception
- students are arranging a formal

It was also noted that the Honorary Degree recipients for the ceremonies which the NOSM graduates will attend have been named. The recipients are:

- Dr. John Evans – Lakehead University
- Dr. James Orbinski - Laurentian University

Maureen Lacroix informed the members that there have been recent discussions concerning what degrees will be conferred on the Charter Class. The issue of the NOSM Students graduating with a Joint MD Degree from Lakehead and Laurentian Universities will be presented to the Academic Council.

A discussion ensued. According to Tracey Ross, inaugural President of the Northern Ontario School of Medicine Student Society (NOSM SS) and NOSM Board member, NOSM students see themselves, first and foremost, as students of the Northern Ontario School of Medicine and feel connected to both Universities through NOSM. Tracey said: "I am Lakehead student; I am a Laurentian student; I am a NOSM student; it is who I am". Stating that it would be wrong to separate at this stage.

Roger Strasser agreed that this is consistent with information provided by the School to the students and is reflected in NOSM documents, including the Relationship Agreement. Also, it is consistent with the fact that all medical graduates tend to refer to the medical school as their alma mater with the university in the background. The complicating factor is that the students are not registered at both Universities and protocol issues will need to be addressed.

At 11:31 Fred Gilbert requested that Robert Bourgeois (Vice Chair) take the Chair in order to comment on the discussion.

Fred Gilbert stated that the Relationship Agreement being referred to has many elements in it that are in question, including today’s discussion on the NOSM Foundation. He confirmed
that the specific issue of granting degrees for the Faculty of Medicine is solely under the discretion of the Senates of the host Universities and that route is the appropriate course of action. This issue will be deliberated and acted upon under that authority.

At 11:35 Fred Gilbert resumed Chair.

The members agreed with the statements provided and encouraged Roger Strasser and the Students follow up with this matter and provide an update to the Board at the next meeting.

With the assistance of Legal Counsel, a briefing document has been drafted. The process that will be followed is the initial presentation at the December 11, 2009 Academic Council meeting, then submission to the Joint Senate Committee for NOSM and the final step in the approval process is the submission to the Senates of both Universities.

10.3 Media Release
The media release will be reviewed and distributed accordingly.

11.0 Items for Information
The following reports were included in the meeting package for information.
11.1 Academic Council Report
11.2 Aboriginal Reference Group
11.3 Archives Reference Group
11.4 Francophone Reference Group
11.5 Northern Passages
11.6 November 2008 – Deans Desk (Monthly Activity Report)

12.0 Adjournment of Regular Meeting

MOTION
2008-49
MOVED BY: Neil McLeod
SECONDED BY: Jean Anawati
The meeting was adjourned at 11:36 am.
CARRIED

CLOSED SESSION

All board members remained for the Closed Session immediately following the regular meeting. All non Board members, guests and Dr. Strasser were excused from the meeting room.

1.0 Provide for Excellent Management
Dean’s Review

Adjournment
There being no further business. The closed session was adjourned.

Dr. Frederick Gilbert, Chair                     Dr. Roger Strasser, Secretary

Approved: March 18, 2009