

PUBLIC BOARD MEETING

Minutes of the meeting of the Board (the “**Board**”) of Alberta Health Services (“**AHS**”) held at Boardroom A, Main Floor, Seventh Street Plaza, 10030-107 Street NW, Edmonton, on December 1, 2015.

Present:

Board Members: Ms. Linda Hughes (Chair)
Dr. Brenda Hemmelgarn
Mr. David Carpenter
Mr. Richard Dicerni
Mr. Hugh Sommerville
Ms. Marliss Taylor
Ms. Glenda Yeates

Management: Ms. Vickie Kaminski, President & Chief Executive Officer
Ms. Catherine MacNeill, Acting Corporate Secretary

Ms. Hughes acted as Chair of the meeting and Ms. MacNeill acted as Corporate Secretary.

Ms. Hughes called the meeting to order at approximately 1:00 p.m. Notice of the meeting had been properly given and quorum was met.

1. Review of Agenda

UPON MOTION duly moved, seconded and unanimously carried, the Board approved the agenda for the meeting of the Board held on December 1, 2015, which was provided to the Board in advance of the meeting.

2. Declaration of Conflicts of Interest

Ms. Hughes requested that any conflicts of interest relevant to the meeting or items noted on the agenda be declared. None were declared.

3. Comments to the Board

a. Comments from the Chair

The following is an abstract of Ms. Linda Hughes’, Board Chair, remarks at the meeting. It is not an official transcript:

Ms. Hughes introduced her fellow Board members and the President & CEO:

- David Carpenter, Lethbridge
- Richard Dicerni, Edmonton
- Dr. Brenda Hemmelgarn, Calgary
- Hugh Sommerville, Drumheller
- Marliss Taylor, Edmonton
- Glenda Yeates, Ottawa
- Vickie Kaminski, President & CEO

Ms. Hughes said she and all the Board members greatly regretted that Ms. Vickie Kaminski, President & CEO, was resigning from AHS; however, she looked forward to working with Ms. Kaminski over the next few weeks to ensure there is a smooth transition.

Ms. Hughes further commented that all the Board members were assured that there is a strong executive leadership who work to deliver health services in Alberta every day.

Ms. Hughes advised that the Board participated in an orientation session November 23 and 24, 2015 which provided an overview of the health care system and some of the tremendous work being done within the organization.

She commented that the executive reminded the Board that AHS is only seven years old and that the amalgamation of the regional health authorities into one single system was an enormous and complex task and one of the largest corporate consolidations in Canadian history. She stated that the Board members acknowledge the challenges that staff have faced over the past several years and understand that many more challenges remain. She said the Board will do its best to support the leadership, the employees and the physicians in the AHS system as they work to meet those challenges. Ms. Hughes advised that the number one goal of everyone on the new Board is to endeavour to bring stability and good governance to Alberta's health system. She commented that Ms. Kaminski's departure will make that a little bit tougher in the short term but Board members remain committed to bringing strong and stable governance.

Ms. Hughes commented that, although today's meeting will be a short meeting, the Board is starting with the building blocks it needs and that means striking a governance committee that includes all members of the Board. She advised that the new committee will work at defining the Board's mandate and responsibilities in governing AHS and defining their structure. She stated that in the interim the Board is also mandating the continuing work of the four existing committees: Audit & Risk; Finance; Human Resources; and Quality & Safety. She advised that the Board's goal is to develop an effective structure that will give the health care system and the people who work in that system, the stability that they need to continue to deliver the highest quality health care in Alberta.

b. Comments from the President & Chief Executive Officer

The following is an abstract of Ms. Vickie Kaminski's, President and Chief Executive Officer, remarks at the meeting. It is not an official transcript:

Ms. Kaminski thanked the Board members in agreeing to take on what is probably one of the biggest, but one of the most exciting challenges for a Board in the country. She commented that in her experience having a governance board is one of the key success factors for any organization. She stated that the Board is a welcome relief to AHS and she was pleased to have such a Board.

Ms. Kaminski advised that in the past months she had the pleasure of working with one of the best teams and that included 110,000 employees providing care and the consistency and stability that is required. She commented that it was with mixed feelings that she put before the Board her resignation as President & CEO. Ms. Kaminski stated that she honoured her contract and gave three months notice and advised it was solely for personal reasons that she was tendering her notice.

Ms. Kaminski wished the Board success and the physicians and staff the best in the future.

4. [AHSB15-01] Continuation of Current OA Advisory Committees as Board Committees

Mr. David Carpenter introduced the item and commented that AHS is the largest health organization in Canada. He stated that providing governance and oversight to an organization of this size requires a tremendous amount of time and focus in many areas and that it would be difficult and probably impossible for the Board members to meet at such required frequent intervals as to deal with all the areas. He advised that when he acted as the Official Administrator of AHS he relied heavily on the committees that focused on audit, human resources, quality and safety, and finance to ensure it was understood that issues continued to move forward during this transitional period.

Mr. Carpenter stated that while the Governance Committee will oversee what will be the most appropriate governance structure the Board is entering into, that at this point in time it would be wise for the Board to continue with the existing committee structure so the Board can review materials and make recommendations for the future.

UPON MOTION duly moved, seconded and unanimously carried, the Board of Alberta Health Services (“AHS”) (i) approved the continuation of the advisory committees of the AHS Official Administrator, namely the Audit & Risk Committee, the Finance Committee, the Quality & Safety Advisory Committee and the Human Resources Advisory Committee (the “Committees”), as Board committees, (ii) approved the terms of reference of the Committees in the form approved by the Official Administrator and directed the Acting Corporate Secretary to make such non-substantive changes to the terms of reference to reflect that the Committees are as of November 27, 2015 committees of the Board.

5. [AHSB15-02] Establishment of Governance Committee

Mr. Hugh Sommerville stated that AHS is statutorily obligated under the Alberta Public Government Agencies Act to prepare a mandate and roles document. He commented that good governance requires the Board prepare detailed outlines of the roles and responsibilities of the Board and administration. He stated that once that is done the Board can look at other committees that would be useful as part of the structure, but at this time it is essential that the Board set up the Governance Committee.

UPON MOTION duly moved, seconded and unanimously carried, the Board of Alberta Health Services (“AHS”) approved the establishment of the Governance Committee as a committee of the Board.

6. [AHSB15-03] Approval of Committee Membership

Mr. Carpenter commented that when he acted as the Official Administrator, he relied extensively on the people who populated those Advisory Committees to understand the issues and to advise him as things proceeded. He stated that it is important to establish a sense of continuity as the Board moves from an Official Administrator structure to a Board structure and to continue to have, during the transition, the views and expertise of those committee members who have contributed in the past. Mr. Carpenter wished to thank the members publicly for their tremendous contributions to AHS and Alberta.

Mr. Carpenter further commented that this was a transitional resolution and once the Governance Committee has the opportunity to consider such committees, membership, and structure, the Board will come forward with any necessary amendments, but for now, this keeps the organization stable and moving forward.

UPON MOTION duly moved, seconded and unanimously carried, the Board of Alberta Health Services appointed all Board members to all five advisory committees of the Board and re-appointed the following individuals as external members to the noted advisory committees of the Board:

Audit & Risk Committee:

Don Sieben, Chair, External Member
Doug Tupper, External Member

Finance Committee:

Don Sieben, Chair, External Member
Doug Tupper, External Member

Quality & Safety Committee:

Doug Tupper, Chair, External Member
Don Sieben, External Member
Barb Burton, External Member
Dr. Tom Feasby, External Member
Gord Winkel, External Member

Human Resources Committee:

Barb Burton, Chair, External Member
Don Sieben, External Member
Doug Tupper, External Member
Martin Harvey, External Member

7. Adjournment of Meeting

There being no further business, the meeting was adjourned at 1:20 p.m.

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Linda Hughes
Chair

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Catherine MacNeill
Acting Corporate Secretary