

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, March 24, 2016**

Mississauga Hospital, Clinical and Administrative Building, 4th Floor, Large Boardroom
15 Bronte College Court, Mississauga, Ontario

In Attendance:

Elected Directors

Mr. Edward Sellers (Chair); Mr. Wayne Bossert; Ms. Michele Darling; Ms. Sally Daub*; Mr. Chitwant Kohli; Dr. Mohamed Lachemi*; Mr. Alan MacGibbon; Ms. Christine Magee*; Mr. Perry Miele; Ms. Stacey Mowbray*; Ms. Karen Wensley; and Mr. Nicholas Zelenczuk

Ex-Officio Directors

Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Jerome Levesque; Dr. Dante Morra; Dr. Joseph Noora; Dr. Colin Saldanha; and Dr. Trevor Young*

Senior Management
(following the Facilitated session only)

Ms. Patti Cochrane; Ms. Karli Farrow; Ms. Krista Finlay; Dr. Alison Freeland; Mr. Steve Hall; Dr. Norman Hill; Mr. Steve Hoscheit; Ms. Marilyn Knox; Mr. Dean Martin; and Dr. McFadyen

Resource

Ms. Kate Anderson

Guests

Ms. Nicole Vaz, General Counsel; John Ronson, Facilitator; Jodi Shanoff, Vice-President, Public Affairs, Environics; Ms. Angela McNeill, Director, Internal Auditor; Dr. Amir Ginzburg, Chief of Quality, Medical Director of Medical Administration; and Dianne Godkin, Senior Ethicist

Regrets:

Ms. Tara McCarville

* By teleconference

1.0 Board Education and Director Development: Part 1

Board Effectiveness: Facilitated Session and Discussion

The Chair invited Ms. Mowbray, as Chair of the Governance and Human Resources Committee (“G&HRC”), to provide an overview of the meeting’s facilitated session. He congratulated Ms. Mowbray on her recent promotion as President of Weightwatchers for the Americas. The Chair also welcomed Mr. Ronson to the meeting as the facilitator of the Board Effectiveness discussion, following his facilitation of the Board Retreat held in November 2015.

Ms. Mowbray reported that the G&HRC had discussed an alternative approach to the annual Survey to determine how best to evaluate and enhance Board effectiveness. She reported that, following Anne Corbett’s presentation relating to fiduciary and governance matters in January, the G&HRC had proposed that separate facilitated sessions be held with the Board and the senior leadership team to identify potential opportunities for improvement.

Mr. Ronson commenced the facilitated session by inviting the Board to provide examples of what was

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currently working well in the Board and Committee meetings. The Board discussed various topics at length, including: (i) Committee structure; (ii) the reports provided by the Committee Chairs to the Board; (iii) the concise, clear and relevant meeting materials; (iv) the success of the Consent Agenda format which freed up time for discussion of material matters; (iv) the strategic focus at the Board meetings, while allowing the senior leadership team to manage the operations of the hospital; (v) the trust established between the Board and management; and (vi) open discussion by Board members within and outside the meetings.

Mr. Ronson then requested that the Board members provide their ideas for possible opportunities for improvement. The Board discussed several suggestions, including: (i) the use of two brief in-camera sessions (before and after all meetings) to provide assurance that the objective or focus of the meeting was clear and ultimately achieved; (ii) the need to be supportive of new ideas presented by management; (iii) the need to understand the patients' and community's needs, as well as processes, such as government funding allocation; (iv) collaboration with the Foundation; and (v) assuming that Board or Committee attendees have read the meeting material, so that the Board can spend more time discussing it.

Concluding the discussion, Ms. Mowbray thanked the Board members for the ideas they had brought forward, and she indicated that they would now be reviewed by the G&HRC to identify next steps.

Mr. Ronson advised the Board that this was his last time working with Trillium Health Partners before he started in a new role at Telus, as the National Director for Health Strategy and Government Relations. He thanked the Board members for the opportunity to work with them.

Mr. Ronson left the meeting.

Management then joined the meeting.

2.0 Call to Order

The Chair called the Board of Directors ("Board") meeting to order at 5:15 p.m.

The Chair confirmed quorum.

2.1 Approval of Agenda

The Board members reviewed the agenda. No revisions were made.

MOVED by Ms. Darling and seconded by Mr. Kohli, that the Agenda for the March 24, 2016 Board of Directors meeting, be approved.

CARRIED

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2.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises.

Ms. Jodi Shanoff, Vice-President, Environics, joined the meeting.

3. Board Education and Director Development: Part 2

Environmental Scan/Community Survey

The Chair welcomed Ms. Shanoff to the meeting. Ms. Shanoff presented the results of an Environmental Scan/Community Survey carried out by telephone in the spring of 2015 in Trillium Health Partners' ("THP") catchment area.

Ms. Shanoff reviewed the survey methodology, sample profile, the residents' awareness of Trillium Health Partners, the main reasons for their choice of hospital, and willingness to travel for non-emergency care. She responded to questions relating to the impact of a community member's family doctor on their choice of hospital and the methods used to define the catchment area.

Continuing her report, Ms. Shanoff discussed the evaluation of THP's performance and the community's perception of THP. She highlighted the perceived high quality of its cardiac and cancer care and the improvement that most residents would like to see of shorter wait times (generally and in the Emergency Department). Ms. Shanoff then reviewed volunteering at THP and residents' willingness to volunteer for THP.

The Board discussed the trend for wait times for tests such as CT scans; comparative data available from the previous survey; THP's reputation, which had scored well compared to the peer group; and donors' preferences relating to donations made to THP.

Ms. Shanoff concluded her report with a review of Communications and attendance by the community at meetings or events. She noted that there was a community appetite for online engagement which could be leveraged by THP to further develop the hospital's connection with the community.

The Board and management discussed donor profile; the ranking of larger organizations in terms of donations; the main departments within THP which attracted donations; THP's improved communication with the community via telephone Town Halls; volunteering; and the planned usage of the Survey results.

The Chair thanked Ms. Shanoff for her report.

Ms. Shanoff left the meeting.

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4. Consent Agenda

The Chair then reviewed the Consent agenda. Dr. Dante Morra clarified that Board approval was not required regarding the Minutes of Settlement relating to the Medical Advisory Committee included in the materials.

MOVED by Mr. Zelenczuk and seconded by Mr. Miele, that the Consent Agenda for the March 24, 2016 Board of Directors meeting, be approved.

CARRIED

5. Strategy

5.1 Retreat Update

Ms. DiEmanuele provided the Board with an update on what progress had been made with respect to the Strategic Plan discussed at the Board Retreat in November 2015. She reviewed the potential options available for the development of the Long Term Care (“LTC”) and Urgent Care Centre Hubs, including the search for an operator to further develop the LTC Hub and a palliative care facility within the Seniors Hub.

5.2 Hospital Information System Update

Mr. Hall reviewed the status of the Hospital Information System project. He provided an overview of the guidance provided by the Ministry of Health regarding the expectation that hospitals will form clusters and will not be required to issue a Request for Proposal for major upgrades/consolidation of the existing platform or migration to an existing cluster.

A discussion followed regarding the formation of a cluster, funding implications, the challenges associated with the design of the clinical process and the procurement of a system.

6.0 Reporting

6.1 Chair’s Report

The Chair referred the Board to the Briefing Note which had been provided as a Blotter Item. He reported that the HIS Project Advisor selection panel had identified Mr. Dan Fortin as the top candidate chosen for the position of HIS Project Advisor.

In response to questions related to the new role, the Chair indicated that status reports would be provided at both the Priorities and Planning Committee and the Board of Directors meetings on further guidance which the Ministry of Health was expected to provide in the Fall, at which point the hospital anticipated engaging Mr. Fortin.

The Chair requested the Board’s approval of the offer and remuneration which would be made

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available to Mr. Fortin.

MOVED by Mr. Bossert and seconded by Mr. MacGibbon, that the Board of Directors, upon the recommendation of the HIS Project Advisor selection panel and the Priorities and Planning Committee, approve the offer of the HIS Project Advisor role, remunerated at a rate up to a maximum of \$2,000.00 per diem, with an estimated workload of 40 days per annum, for a period of 3 years, be provided to Dan Fortin.

CARRIED

Dr. Saldanha and Dr. Young left the meeting.

Ms. Angela McNeill joined the meeting.

6.2 President & CEO Report

Ms. DiEmanuele reviewed the President & CEO Report with the Board. She introduced Ms. McNeill to the Board. She then discussed the recent audit by the Auditor General and the draft Audit Objective and Criteria provided as a Blotter Item. She acknowledged the hard work of the staff involved in the provision of documents for the initial audit and reported that the audit team would return to complete the audit at the end of May.

Ms. DiEmanuele reported that the areas of focus of the audit had been Pay for Performance; overtime and use of agencies; and medical device reprocessing. Ms. DiEmanuele concluded her report by advising the Board that the Auditor General had requested an invitation to meet with the Board members.

Ms. McNeill provided a brief overview of the audit approach. She noted that findings resulting from the Audit General's audit of several hospitals would be summarized in the final Audit Report, which would be made available later in the year.

The Board discussed the expectations of the visit by the Auditor General on May 26, the potential impact of any findings included in the Audit Report on the hospitals included in the audit, and the trend towards open Board meetings.

Ms. DiEmanuele then expressed her appreciation to first Dr. Craig McFadyen and then Ms. Krista Finlay for their leadership and service with the hospital over the past few years.

Ms. DiEmanuele reported that the Priorities and Planning Committee was overseeing a potential risk related to the proposed sale of Booth, the hospital's laundry service provider, a matter which may require the Board to hold an unscheduled meeting.

6.3 Chief of Staff Report

Dr. Morra provided highlights of the Chief of Staff Report. The report included the 2016/2017 Reappointment Cycle for Hospital privileges for Professional Staff members and the new medical

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leaders' skills session. Dr. Morra thanked the members of the leadership team for their support on various initiatives.

6.4 Chief Nursing Executive Report

Ms. Hayward-Murray reviewed the Chief Nursing Executive Report. She reported that workplace violence was a topic in the media and an area of focus for management. Ms. Hayward-Murray also advised the Board of the Better Together Gala to be held on May 18, and to which the Board would be invited.

In concluding her report, Ms. Hayward-Murray thanked both Ms. Finlay and Dr. McFadyen for their support and work over the past few years.

6.5 Professional Staff Association Report

Dr. Noora reviewed the Professional Staff Association ("PSA") Report. He provided an update on various topics, including the PSA Gala held in April; the education session which Dr. Morra had organized; and physician remuneration.

6.6 Trillium Health Partners Foundation Report

Mr. Hoscheit reviewed the Trillium Health Partners Foundation Report. He discussed donations and expense management. Mr. Hoscheit also thanked the Board for their support in the community and at the successful *Laugh Out Loud* event held on February 27, 2016.

7.0 Committees

7.1 Governance and Human Resources

CEO and COS 2016/2017 Goals and Objectives

Ms. Mowbray presented the CEO and COS 2016/2017 Goals and Objectives for review and approval by the Board. She noted that the Goals and Objectives had been aligned to the 2016/2017 Quality Improvement Plan ("QIP") and had been reviewed by the senior leadership team and the G&HRC. In concluding her report, Ms. Mowbray advised that the G&HRC had proposed that, in future, it review the Goals and Objectives on a semi-annual basis in order to determine whether any re-calibration of targets was required for events beyond management's control.

Continuing the report, the Chair confirmed that the G&HRC had reviewed the various components of the Goals and Objectives during several In-Camera meetings which had been held over the past few months and which had included both the CEO and COS. He thanked everyone who had been involved in their development.

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Ms. DiEmanuele reminded the Board that the Goals and Objectives reflected the third year of what was a three-year plan.

7.2 Quality and Program Effectiveness

2016/2017 Quality Improvement Plan

The Chair asked Ms. Wensley to review the 2016/2017 Quality Improvement Plan, which Management was recommending the Board approve. He indicated that the QIP had been incorporated in the CEO and COS 2016/2017 Goals and Objectives already discussed.

Ms. Wensley presented the QIP for approval by the Board. She advised the Board that a new three year QIP would be developed for next year.

The Chair then requested the Board's approval of both the CEO and COS 2016/2017 Goals and Objectives and 2016/2017 QIP.

MOVED by Ms. Wensley and seconded by Mr. Miele, that the Governance & Human Resources Committee recommend approval by the Board of Directors of the 2016/2017 Goals & Objectives for the President & CEO and Chief of Staff, as presented.

CARRIED

MOVED by Ms. Mowbray and seconded by Ms. Darling, that the Quality and Program Effectiveness Committee recommend approval by the Board of Directors of the 2016/2017 Quality Improvement Plan Narrative and Work Plan, for the hospital and the McCall Centre Interim LTC Unit, as presented.

CARRIED

Continuing the report on items recently discussed by the Governance and Human Resources Committee, the Chair invited Ms. Darling and Ms. Farrow to provide a status update on the Nominations Sub-Committee's ("NSC") work related to Board Renewal. The Board was advised that the NSC was commencing the discussions with a new Board candidate with a legal and business background.

The Chair expressed his appreciation of the Board members who had indicated their intention to continue to serve on the Board in 2016/2017.

7.3 Finance and Audit

Financial Statements as at January 31, 2016

Mr. Kohli provided an overview of the Financial Statements as at January 31, 2016. Referring the Board members to the material provided, he highlighted the balanced budget and the status of the Phase III project, and provided an update on recent audit activity.

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MOVED by Mr. Kohli and seconded by Mr. Bossert, that the Board approve the January 31, 2016 Financial Statements.

CARRIED

Dr. Ginzburg, Chief of Quality, Medical Director of Medical Administration, and Ms. Godkin, Senior Ethicist, joined the meeting.

7.4 Priorities and Planning

Assistance in Dying

Ms. Hayward-Murray introduced Dr. Ginzburg and Ms. Godkin to the Board. She then provided an update on the status of the hospital's preparations relating to assistance in dying. Ms. Hayward-Murray reported that she and Dr. Morra had been working with a new working group, with support provided by Ms. Vaz, General Counsel, which had been established to prepare for patient requests for assistance in dying, in advance of the earlier of June 6, 2016, when any criminal prohibition is lifted, or related legislation being enacted. Ms. Hayward-Murray concluded her report by providing highlights of the hospital's considerations and obligations on this topic.

The Board and management discussed the position of the College of Physicians and Surgeons of Ontario on this subject; the protection currently provided by the court; the hospital's revision of policies and procedures to align with new legislation as they relate to physicians, nurses, the pharmacy and patients; oversight of this matter by management and the Priorities and Planning Committee; and the anticipated timing of the legislation to be passed.

The Chair thanked Dr. Ginzburg and Ms. Godkin for their presentation.

8. Other Business

There was no further business to discuss.

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9. Adjournment

MOVED by Ms. Magee and seconded by Dr. Noora, that the meeting be adjourned at 7:25 p.m.

CARRIED

10. In-Camera Session

An in-camera session was held following adjournment of the Board meeting.

BOARD APPROVED: May 26, 2016