

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, May 26, 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; 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

Ms. Patti Cochrane; Ms. Karli Farrow; Dr. Alison Freeland; Mr. Steve Hall; Mr. Steve Hoscheit; Ms. Marilyn Knox; Mr. Dean Martin; and Dr. Rob Reid

Resource

Ms. Carly Ellis

Guests

Ms. Nicole Vaz, General Counsel; and Dr. Mira Backo-Shannon

Regrets:

Mr. Perry Miele

* By teleconference

1.0 Call to Order

The Chair called the Board of Directors ("Board") meeting to order at 4:00 p.m. The Chair confirmed quorum.

1.1 Approval of Agenda

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

MOVED by Ms. Wensley and seconded by Dr. Lachemi, that the Agenda for the May 26, 2016 Board of Directors meeting, be approved.

CARRIED

1.2 Declaration of Conflict of Interest

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

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2. Consent Agenda

The Chair then reviewed the Consent agenda.

MOVED by Mr. Kohli and seconded by Mr. Bossert, that the Consent Agenda for the May 26, 2016 Board of Directors meeting, be approved.

CARRIED

Dr. Mira Backo-Shannon, Program Chief & Medical Director for the Primary Care, Rehab, Complex Continuing Care, Palliative Care, and Senior's Services, joined the meeting.

3. Board Education and Director Development

Primary Care

Ms. DiEmanuele welcomed Dr. Backo-Shannon to the meeting and introduced her to the Board. Dr. Backo-Shannon presented the report on Primary Care.

Dr. Backo-Shannon reviewed the broad spectrum of services provided in a Primary Care setting as the province focuses on community access and chronic disease management. She highlighted the increase in patient complexities and the strain this has on primary care providers. This also results in an increased need for strong relationships in the system and the requirement of primary care providers to also act as system navigators. She also discussed the transition of the models of care since Primary Care reform in 2003, including an increase in inter-disciplinary teams and the change in funding models. Dr. Backo-Shannon advised the Board of the improvement made in access to services in the MHLHIN, but remarked that this improvement is the result of walk-in clinics which do not address the need for continuity of care.

Continuing her report, Dr. Backo-Shannon indicated that a cultural shift was required by physician leaders to manage the next phase of change, which will include high levels of patient engagement and patient choice.

Dr. Backo-Shannon then responded to a variety of questions from the Board relating to potential approaches and solutions, such as community and stakeholder engagement; patient and primary care provider access to medical records and diagnostics results; the importance of THP's leadership role in the community; the need for partnership and inter-disciplinary teams; the optimization of provider scope; the need for changes to information technology infrastructure; and challenges facing the younger generation of physicians.

The Chair thanked Dr. Backo-Shannon for her presentation. Dr. Backo-Shannon then left the meeting.

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4. Strategy Update

The CEO provided a Strategy Update. Her report commenced with a video reflecting team work at THP, Better Together, which had been the focus of the recent related Gala. The Chair thanked management, and Ms. Hayward-Murray in particular, on the planning of this important annual event.

Mr. Zelenczuk joined the meeting.

The CEO then reported on the process to determine a partner in the development of a seniors' health hub, including long-term care beds, as the organization was currently in a process to select a partner for development of the hub. The CEO highlighted the increase in demand and the challenges with respect to capacity, as well as the timing and use of funding available, and specifically the disadvantages to THP of the new Health System Funding Reform (HSFR) formula. Ms. DiEmanuele also commented on the necessary capital funding for the Master Plan and the potential purchase of land for the Urgent Critical Care initiative.

5.0 Reporting

5.1 Chair's Report

The Chair provided his Report. He advised the Board that THP's CEO, COS, Mr. Bossert and he had recently met with the respective CEOs and Board Chairs from the MHLHIN, MHCCAC and Halton Health Centre. He indicated that one of the topics discussed was the expectation that THP's capital spending for a long-term care home was expected to be within the funding made available for Long-Term Care redevelopment in Ontario.

5.2 President & CEO Report

Ms. DiEmanuele reviewed the President & CEO Report with the Board. She discussed matters related to media coverage on medical device reprocessing services; the proposed sale of Booth Centennial; and her meeting with government officials to discuss health care and topics such as change management and potential leadership changes in the local system.

5.3 Chief of Staff Report

Dr. Morra provided highlights of the Chief of Staff Report. He discussed the re-application process; the physician HR Plan; unplanned care and the management of associated funding, resources and challenges associated with change management.

Dr. Morra responded to questions related to the vacancy within the Oncology Program; the funding of the Hospital's On-Call Coverage Program; and the pending legislation on Assistance In Dying.

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5.4 Chief Nursing Executive Report

Ms. Hayward-Murray reviewed the Chief Nursing Executive Report. She reported on the Registered Nurses' Association of Ontario's proposal to the MOHLTC, which proposes an all-RN nursing model.

A discussion followed relating to unplanned care and inter-professional teams.

5.5 Professional Staff Association Report

Dr. Noora reviewed the Professional Staff Association ("PSA") Report. He reported on the recent and very successful Better Together Gala; the challenges of changes being made and impact on the retention of physicians; and unplanned care.

The Board and management discussed relations between physicians and the hospital in the context of the changes being implemented.

The Chair and the CEO thanked Dr. Noora for his service and support as President of the Professional Staff Association. Dr. Noora thanked the Board for allowing him to provide the Board with the PSA's perspective.

5.6 Trillium Health Partners Foundation Report

Mr. Hoscheit reviewed the Trillium Health Partners Foundation Report. He discussed the year's record funding-raising of \$52 million and acknowledged the Board's contributions to the Foundation and Foundation events.

6.0 Committees

6.1 Finance and Audit

2015/2016 Audited Financial Statements and Auditor's Report

Mr. Kohli provided the Board with highlights of the Auditor's Report and noted the achievement of balanced budget.

MOVED by Mr. Kohli and seconded by Ms. Magee that the Board approve the Audited Financial Statements for Trillium Health Partners for the year ended March 31, 2016 and that the Board authorize the Board Chair and the Treasurer to sign the Audited Financial Statements on behalf of the Board.

CARRIED

Recommendation to Members of the External Auditor for 2016/2017

Mr. Kohli presented management's recommendation for the appointment of Pricewaterhouse Coopers LLP ("PwC") as the External Auditor for fiscal 2016/2017. He noted that following the services provided

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in 2015/2016, he and the Finance and Audit Committee were recommending to the Board that the Members approve the re-appointment of PwC as the external auditor for 2016/2017 at the Annual General Meeting of members on June 2, 2016.

MOVED by Mr. Kohli and seconded by Mr. Zelenczuk that the Board recommend the appointment of PricewaterhouseCoopers LLP as the External Auditor at the Annual General Meeting of Members to be held on June 2, 2016, to perform the year end audit for Trillium Health Partners, for the year commencing April 1, 2016, at a remuneration to be approved by the Board of Directors.

CARRIED

A discussion followed regarding the Ontario Auditor General's pending visit at the Board's meeting in September and the Report, which would be provided following the recent visit by the OAG's audit team, and was expected to reflect the need for changes in what was a complex organization.

Mr. Kohli also provided a brief summary of the most recent Finance and Audit Committee meeting.

6.2 Governance and Human Resources

The Chair then presented nominations for approval by the Board. Ms. Mowbray confirmed that the nominations were recommended by the Governance and Human Resources Committee.

The Chair requested that Directors with a conflict of interest with the proposed nominations refrain from moving or seconding the related motion.

Nomination of individuals for Election or re-Election of Current Directors to the Board

MOVED by Mr. Bossert and seconded by Ms. Wensley, that the Board of Directors, as recommended by the Governance and Human Resources Committee, nominate the following candidates to the Board of Directors for election or re-election at the Annual Members' Meeting on June 2, 2016 for a three year term to June 2019:

- David Allgood (New appointment); and
- Chitwant Kohli (Renewal)
- Perry Miele (Renewal)
- Stacey Mowbray (Renewal)
- Nick Zelenczuk (Renewal)

Appointment of Chair, Vice Chair, Treasurer and Board Committee Leadership

MOVED by Mr. Sellers and seconded by Ms. Magee, as recommended by the Governance and Human Resources Committee that the Board of Directors approve the appointment of Wayne Bossert as Chair of the Board of Directors, for a two year term, effective June 2, 2016 and ending at the first meeting of the Board of Directors following the Annual Members' Meeting in June 2018, or until his successor is appointed;

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MOVED by Mr. Sellers and seconded by Ms. Magee, that the Board of Directors approve the appointment of Alan MacGibbon as Vice-Chair of the Board of Directors, for a one year term (renewable), effective June 2, 2016, and ending at the first meeting of the Board of Directors following the Annual Members’ Meeting in June 2017;

MOVED by Mr. Sellers and seconded by Ms. Magee, that the Board of Directors approve the appointment of Chitwant Kohli as Treasurer of the Board, for a one year term, effective June 2, 2016;

MOVED by Mr. Sellers and seconded by Ms. Magee, that the Board of Directors approve the appointment of the following Board Committee Chairs and Vice Chairs, for a one year term, effective June 2, 2016:

Finance & Audit Committee (“FAC”): Chitwant Kohli (Chair) and Karen Wensley (Vice Chair);

Governance & Human Resources Committee (“G&HRC”): Michele Darling (Chair) and Stacey Mowbray (Vice Chair);

Quality & Program Effectiveness Committee (“QPEC”): Nick Zelenczuk (Chair) and Mohamed Lachemi (Vice Chair); and

Priorities & Planning Committee (“P&PC”): Alan MacGibbon (Chair) and Wayne Bossert (Vice Chair).

Appointment of Individuals to Board Committees

MOVED by Mr. Sellers and seconded by Mr. Bossert that the Board of Directors approve the following 2016/2017 Board Committee Membership for a one year term, effective June 2, 2016:

Finance and Audit Committee

Chair	Vice-Chair	
Chitwant Kohli	Karen Wensley	
<i>Board Members</i>	<i>Ex-Officio Members</i>	<i>Other Members</i>
Mohamed Lachemi	Michelle DiEmanuele	Community Representative -
Christine Magee	Dr. Jerry Levesque	Vacant
New Member - Vacant	(Professional Staff Representative)	
	David Regan (Foundation Representative)	

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Governance and Human Resources Committee

Chair

Michele Darling

Board Members

Alan MacGibbon

David Allgood

Wayne Bossert

(as required)

Vice-Chair

Stacey Mowbray

Ex-Officio Members

Michelle DiEmanuele

Kathryn Hayward-Murray

Dr. Dante Morra

Priorities and Planning Committee

Chair

Alan MacGibbon

Board Members

Perry Miele

Michele Darling

Nick Zelenczuk

Chitwant Kohli

Karen Wensley

Vice-Chair

Wayne Bossert

Ex-Officio Members

Michelle DiEmanuele

Dr. Dante Morra

Dr. Trevor Young (*education items*)

Quality and Program Effectiveness Committee

Chair

Nick Zelenczuk

Board Members

David Allgood

Christine Magee

New Member - Vacant

Vice-Chair

Dr. Mohamed Lachemi

Ex-Officio Members

Michelle DiEmanuele

Kathryn Hayward-Murray

Dr. Dante Morra

Other Members

Patient Representative -

Vacant

Volunteer Representative -

Vacant

Angela Jackson-Lee – Allied Representative

Other Matters

Ms. Mowbray concluded the report by noting that, in September, the Committee would provide the Board with a summary of recommendations for enhancements relating to Board Effectiveness.

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6.3 Quality & Program Effectiveness

Advancing Patient Safety Report

Ms. Wensley provided the Report on Advancing Patient Safety to the Committee for information. She noted that the increased trend in the reporting of safety incidents provides as an incentive to people to report Near Misses.

A suggestion was made to consider a Board Education component regarding Safety.

7. Other Business

The CEO noted that extensive work by the Healthy Cities Stewardship Centre had resulted in a \$800,000 grant.

Concluding the meeting, the CEO then thanked Ms. Knox for her recent leadership of the Institute for Better Health.

8. Adjournment

MOVED by Mr. Sellers and seconded by Mr. Zelenczuk, that the meeting be adjourned at 7:30 p.m.

CARRIED

9. In-Camera Session

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

BOARD APPROVED: August 22, 2016