

**Trillium Health Partners
Board of Director Meeting Minutes
Monday, August 22, 2016**

Via Teleconference

In Attendance:

Elected Directors

Mr. Wayne Bossert (Chair); Mr. David Allgood; Ms. Michele Darling; Mr. Chitwant Kohli; Dr. Mohamed Lachemi; Mr. Alan MacGibbon; Ms. Christine Magee; and Mr. Nicholas Zelenczuk

Ex-Officio Directors

Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Dante Morra; Dr. Melanie Binnington; Dr. Jerry Levesque; and Dr. Trevor Young

Senior Management

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

Guests

Mr. Shawn Kerr; Ms. Leslie Starr; and Ms. Nicole Vaz, General Counsel

Resource

Ms. Kate Anderson

Regrets:

Mr. Perry Miele; Ms. Stacey Mowbray; Dr. Colin Saldanha; Ms. Karen Wensley; and Mr. Steve Hoscheit

1.0 Call to Order

The Chair called the 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 Mr. Zelenczuk and seconded by Mr. Kohli, that the Agenda for the August 22, 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.

s17(1)(a)

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2.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

He invited Dr. Morra to review the renewal of three Program Chief Appointments recommended by the Medical Advisory Committee. Dr. Morra then discussed the recommended appointments. In response to a question from the Board, he confirmed that all the appointments were renewals.

MOVED by Mr. MacGibbon and seconded by Ms. Darling, that the Consent Agenda for the August 22, 2016, Board of Directors meeting, be approved.

CARRIED

3.0 Chair's Report

The Chair provided his report.

He reported on: (i) the senior leadership team's on-going communication with him relating to medical assistance in dying matters; (ii) his meetings with several Directors over the summer regarding governance practices and the Board's role; (iii) his recent note to the Board on the leadership's vision of what future success would look like for the organization and his plan to discuss this further with the Board; (iv) his recent discussions with the CEO, COS and CNE; (v) the submission of the 10 Year Plan to the Ministry of Health and Long-Term Care ("MoH"); and (vi) s18 (1)(f).

4.0 Items for Discussion

Ms. DiEmanuele welcomed Dr. Binnington in her new role on the Board and thanked both her and Mr. Kerr for joining the teleconference.

In Year Financial Update

Ms. DiEmanuele presented an In Year Financial Update.

Ms. DiEmanuele commenced the report by reviewing 2015/2016 Capacity Challenges and their Financial Impact, which included one-time costs and the organization's subsidy of costs. s18 (1)(f).

Ms. DiEmanuele reviewed the assumptions made to develop the budget for 2016/2017, which indicated an \$8.8 million structural deficit at the beginning of the fiscal year, excluding one-time revenues, and included forecast scenarios and related costs of up to \$19.6 million to fund up to 104 surge beds in the next year. She referred the Board to the mitigation strategies that management discussed with the MoH on August 3, 2016, and the presentation which had been included in the material.

Ms. DiEmanuele highlighted the key components of the discussion with the MoH.

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s 18(1)(f).

She noted that the funding challenge had been compounded by the organization's self-funding of merger costs of \$47 million. Ms. DiEmanuele then reviewed the presentation made to the MoH.

Ms. DiEmanuele cautioned the Board members that this Plan had not yet been finalized and advised that management would provide the Board with further updates on this topic. Mr. Kohli indicated that the Finance and Audit Committee had concluded, too, that additional funding would be required to supplement cost-saving measures. In response to questions from the Board, Ms. DiEmanuele noted that the MoH and its CFO were engaged and mindful of the current funding challenges faced by a number of hospitals.

The Chair thanked management for the presentation.

Ms. Starr left the meeting.

Health Hubs Update

Mr. Kerr provided an update on the Long-Term Care and Seniors Health Hub.

Mr. Kerr reviewed the status of the process to date, which included the short-listing of four sites to house the facility, modelled on a successful U.S. model; the initiative's goal and vision to unlock capacity and provides expanded access and quality of service; the proposed flow of Board engagement and approval for the remainder of 2016/2017; and the formation of an advisory sub-Committee to provide support on the project.

Mr. Kerr indicated that management would provide the Board with further updates on the due diligence carried out on the short list of sites which had been identified, and management's discussions with the MoH regarding approval.

Ms. DiEmanuele and Ms. Cochrane acknowledged the opportunity to leverage an innovative virtual hub and care component within the Request For Proposal process.

Management responded to several questions from the Board. s 18(1)(c),(e),(f) and s22(b).

Ms. DiEmanuele acknowledged the support received from a former Board member and McKinsey in drafting the initial proposal.

The Chair thanked Mr. Kerr for the presentation.

5.0 Other Business

There was no other business to discuss.

The Chair indicated that a brief In-Camera meeting would now take place.

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Management then left the meeting, with the exception of Ms. Farrow, Mr. Martin and Ms. Vaz.

6.0 Adjournment

MOVED by Mr. Bossert and seconded by Mr. MacGibbon, that the meeting be adjourned at 4:50 p.m.

CARRIED

BOARD APPROVED: NOVEMBER 24, 2016