

**Trillium Health Partners
Board of Directors Meeting
Minutes**

Thursday, May 28, 2015

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, Mr. Sacha Ghai, Mr. Chitwant Kohli, Mr. Alan MacGibbon, Mr. Tim McGuire, Ms. Stacey Mowbray, Mr. Lee Stem, Mr. Alan Torrie, Ms. Karen Wensley, Mr. Nicholas Zelenczuk

Ex-Officio Directors

Ms. Michele Darling, Ms. Michelle DiEmanuele, Ms. Kathryn Hayward-Murray, Dr. Dante Morra, Dr. Joseph Noora, Dr. Trevor Young

Senior Management

Ms. Patti Cochrane, Ms. Karli Farrow, Ms. Krista Finlay, Dr. Alison Freeland, Dr. Norman Hill, Mr. Steve Hoscheit, Mr. Dean Martin, Dr. Craig McFadyen, Ms. Tara McCarville, Mr. Ron Noble

Resource

Ms. Gina DeVeaux

Guests

Ms. Aderemi Ejiwunmi, Ms. Nicole Vaz

Regrets:

Mr. Perry Miele, Dr. Bill Wong

1. Call to Order

The Chair confirmed that a quorum of Directors was present and declared the Board of Directors ("Board") meeting duly constituted for the transaction of business at 4:00 p.m.

The Chair welcomed Dr. Freeland to the meeting.

2. Approval of Agenda

The Chair reviewed the agenda with the Board.

MOVED by Mr. Stem and seconded by Mr. Kohli, that the Agenda for the May 28, 2015 Board meeting be approved.

CARRIED

3. Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. Messrs. MacGibbon and Mr. Sellers indicated that they would recuse themselves from the meeting, as

required.

4. Reprocessing Update

Ms. DiEmanuele provided a verbal update with respect to the status of ongoing discussions regarding the Trillium Health Partners (“THP”) and the Reprocessing service provider. She indicated that THP’s Legal Department is addressing issues raised following a recent meeting held with the service provider and Messrs. Torrie and Miele.

5. Approval of Consent Agenda

The Chair presented the Consent Agenda for review and approval by the Board.

It was noted that the Finance & Audit Committee had discussed at length, and was therefore recommending the Board’s approval of, a Services Agreement with Extendicare (Canada) Inc. relating to the McCall Centre for \$120 million.

Mr. Stem also noted that the Governance & Human Resources Committee was recommending the Board’s approval of the appointment of Dr. Joan Murphy as Chief of Women’s and Children’s Health Program.

MOVED by Ms. Wensley and seconded by Dr. Noora, that the Consent Agenda for the May 28, 2015 Board of Directors Meeting be approved.

MOVED by Mr. Sellers and seconded by Mr. Stem, that Dr. Joan Murphy be appointed as Program Chief of Women’s and Children’s.

CARRIED

REPORTING

6. Chair’s Report

Mr. Sellers provided an update on his activities since the last Board meeting, including: (i) the recent Code Grey Stage 3 and the commendable work by management to restore services at the Mississauga Hospital site; (ii) the 2015 Board Renewal activities of the Nominations Sub-Committee; and (iii) an invitation to Board members to discuss the results of their respective assessments with the Board Chair.

7. President & Chief Executive Officer (“CEO”) Report

Ms. DiEmanuele provided the Board with a status report on various matters which included: (i) Service Plan roll outs; (ii) Staff re-deployment, which she indicated was progressing well; (iii) matters relating to capacity, parking and Phase 3 of the Credit Valley Hospital renovation project; (iv) matters related to the Ontario Nurses’ Association; (v) the graduation on June 1, 2015 of the inaugural class of 53 medical students through THP and The Mississauga Academy of Medicine; (vi) verbal commitment of a \$5 million Master Plan Ministry grant which would allow further development of program-specific plans; and (vii) management’s engagement with some members of the leadership team to provide feedback on the workplace.

Ms. DiEmanuele concluded her report by expressing her appreciation for the contribution and service

of the Directors (Messrs. Ghai, McGuire, Stem and Torrie) who would be retiring from the Board following the Annual General Meeting on June 4, 2015.

The Board and management then discussed the status of progress of the THP's Information System integration project.

8. Reports by the Chief of Staff (“COS”) and Chief Nursing Executive (“CNE”)

Dr. Morra provided the COS Report. He noted the highlights of his report which included: (i) the roll-out of policies; (ii) Patient-Centred Design; and (iii) the challenges associated with a discrepancy in the allocation of resources.

The Board and management discussed actions taken to date or planned to address the challenges associated with resource allocation.

Ms. Hayward-Murray then presented the CNE Report. She commented on the activities related to the principle topics of the report which included: (i) Operational Effectiveness and a Spiritual Care initiative to be offered by trained volunteers which would provide support to patients who expressed an interest in the program; (ii) Patient Centred Design (and specifically the Silver Spoons Program, which is an innovative prevention strategy being rolled out to address poor nutrition and the Better Together celebrations which had taken place the week of May 19 within the Practice Pillar); and (iii) Transformation.

Mr. Sellers remarked that he had personally witnessed the staff's motivation and enthusiasm at the Better Together annual Gala held.

9. Professional Staff Association (“PSA”) Report

Dr. Noora, Vice-President, PSA, provided an update on the activities of the PSA since the Board meeting held on March 26, 2015. He advised that there would be a change in the PSA leadership and on June 11, 2015 there would be an election and then an annual celebration on June 18, 2015. He congratulated management on securing funding for capital development. He concluded by thanking the out-going PSA President, Dr. Bill Wong, for his services.

COMMITTEES

10. Quality and Effectiveness Committee: Patient Story

Ms. Ejiwunmi presented a patient's story with the Board.

A discussion followed relating to the continued support which would be provided to the family and the quality and breadth of care.

11. Finance and Audit Committee

Approval of Audited Financial Statements

Mr. Zelenczuk presented the recommendations of the Finance and Audit Committee (“FAC”) for approval by the Board with respect to the audited Financial Statements (“Financial Statements”).

A discussion followed between the Board and management which included: (i) the goal to deliver a balanced budget through the year and with excess revenue of \$31.4 million; (ii) the plan which had been exceeded for both Inpatient and Day Surgery, although costs and expenses had been well-controlled; (iii) excess revenue of \$14.2 million which would be applied to specific initiatives which satisfied certain criteria.

Mr. Zelenczuk thanked management for the quality of work provided during the past year. He noted that Deloitte LLP had indicated that there were no significant issues raised in the course of the audit and he recommended that the Board approve the Financial Statements.

MOVED by Mr. Zelenczuk and seconded by Mr. Kohli, that the Board approves the Financial Statements for THP for the year ended March 31, 2015, including an Internal Restriction of Equity of \$14.2 million for Major Initiatives, and authorizes the Board Chair and the Treasurer to sign the Financial Statements on behalf of the Board.

CARRIED

External Auditor Recommendation

Mr. Zelenczuk presented management’s recommendation for the appointment of Pricewaterhouse Coopers (“PwC”) as the External Auditor for fiscal 2015/2016. The Board and management discussed the procurement, evaluation and selection process which had concluded in management’s recommendation to the Board for onward recommendation to the Members at the Annual General Meeting on June 4, 2015 to appoint PwC as External Auditor for the fiscal Year 2015/2016.

The Chair then thanked Mr. Zelenczuk for his work as the FAC Chair and Treasurer.

MOVED by Mr. Zelenczuk and seconded by Mr. Kohli, that the Board recommend the appointment of PwC as the External Auditor at the Annual General Meeting of members on June 4, 2015.

CARRIED

Mr. Torrie left the meeting.

12. Governance and Human Resources

Nominations of Individuals for Election to the Board

Mr. Stem invited Ms. Farrow to present the Nomination Sub-Committee’s recommendation with respect to Board renewal candidates for election to the Board for approval at the Annual General Meeting on June 4, 2015.

Ms. Farrow gave an overview of the process to identify candidates, and to develop and conclude on the Committee leadership and membership. Mr. Bossert added that Ms. Morag McLean had assisted in the process and that management and the Nominations Sub-Committee had been satisfied with the breadth and depth of knowledge and skills of the candidates.

Ms. Mowbray indicated her continued interest in working with the organization. Mr. Sellers concluded the discussion by reporting that Ms. Darling would be stepping down as Chair of the Trillium Health Partners Foundation and would be nominated as a new THP Board member. He added that work was already underway to develop a new slate of potential candidates.

MOVED by Mr. Stem and seconded by Ms. Mowbray, that the Board nominates the following candidates for election to the Board at the Annual General Meeting of Members on June 4, 2015 for three year terms from 2015-2018:

- Michele Darling; Sally Daub; Mohamed Lachemi; Christine Magee; and
- Karen Wensley (Renewal)

CARRIED

Appointment of Treasurer, Committee Chairs, Vice-Chairs and Membership

The Board approved the appointment of the Board Treasurer, the respective Chairs, Vice-Chairs and membership of the Committees.

MOVED by Mr. Stem and seconded by Mr. Torrie, that the Board hereby appoint Mr. Chitwant Kohli as Treasurer of the Board for a one year term, effective June 4, 2015.

CARRIED

MOVED by Mr. Stem and seconded by Mr. Torrie, that the Board hereby appoint the following Committee Chairs, Vice-Chairs and membership for a one year term, effective June 4, 2015:

Finance and Audit Committee

Chair

Chitwant Kohli

Vice-Chair

Alan MacGibbon

Members

Wayne Bossert

Stacey Mowbray

David Regan
(Foundation
Representative)

Dr. J. Noora

Christine Magee

Michelle DiEmanuele

Victor Santos
(Community
Representative)

Governance and Human Resources Committee

Chair

Stacey Mowbray

Vice-Chair

Michele Darling

Members

Chitwant Kohli

Michelle DiEmanuele

Dr. Dante Morra

Karen Wensley

Kathryn Hayward-
Murray

Priorities and Planning Committee

Chair

Wayne Bossert

Vice-Chair

Edward Sellers

Members

Michele Darling

Alan MacGibbon

Michelle DiEmanuele

Dr. Trevor Young

Sally Daub

Perry Miele

Dr. Dante Morra

Mohamed Lachemi

Nick Zelenczuk

Quality and Program Effectiveness Committee

Chair

Karen Wensley

Vice-Chair

Mohamed Lachemi

Members

Sally Daub

Nicholas Zelenczuk

Kathryn Hayward-
Murray

Dr. Dante Morra

Christine Magee

Michelle DiEmanuele

Sharon Hamilton
(Patient
Representative)

Volunteer Rep
(Vacant)

CARRIED

13. Other Business

The President & CEO, Ms. DiEmanuele, acknowledged the significant contribution and mentorship by Mr. Noble, Vice President, Capital Redevelopment & LHN Lead Community Capacity Redevelopment, to the development of THP. She added that his successor would be announced shortly

Mr. Hoscheit, THP Foundation President & CEO, also provided an update on new pledge commitments, including \$1 million from a member. He noted that a collective gift from the leadership team to the THP Foundation would be announced at the Annual General Meeting on June 4, 2015. Mr. Hoscheit concluded by advising the Board that various fund-raising events would be taking place in the coming weeks.

14. Adjournment

MOVED by Dr. Young and seconded by Dr. Noora, that the meeting be adjourned. The Board meeting was adjourned at 6:30 p.m.

CARRIED

15. In-Camera Session

An In-Camera session was held following the adjournment of the Board meeting.

BOARD APPROVED: June 4, 2015