

**Trillium Health Partners
Board of Director Meeting Minutes
Thursday, June 2, 2016**

Queensway Health Centre
Streetsville Boardroom, Main Floor
150 Sherway Drive
Toronto, Ontario

In Attendance:

Elected Directors	Mr. Wayne Bossert (Chair); Mr. David Allgood; Ms. Michele Darling; Mr. Chitwant Kohli; Dr. Mohamed Lachemi; Ms. Karen Wensley; and Mr. Nicholas Zelenczuk
Ex-Officio Directors	Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Jerry Levesque; Dr. Dante Morra; and Dr. Joseph Noora
Senior Management	Ms. Karli Farrow; and Mr. Dean Martin
Resource	Ms. Kate Anderson
Guests	Ms. Nicole Vaz, General Counsel; Ms. Debra Carson; and Ms. Shay Savoy-Bird
Regrets:	Mr. Alan MacGibbon; Ms. Christine Magee; Mr. Perry Miele; Ms. Stacey Mowbray; Dr. Colin Saldanha; and Dr. Trevor Young

1.0 Call to Order

The Chair called the meeting to order at 12:05 p.m.

The Chair confirmed quorum.

1.1 Approval of Agenda

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

MOVED by Mr. Kohli and seconded by Ms. Darling, that the Agenda for the June 2, 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.

2.0 Confirmation of Officers and Board Committee Membership

The Chair presented the appointment of Board Officers and Board Committee Membership and Leadership for ratification by the Board effective immediately following the Annual Community Event

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scheduled to be held on June 2, 2016 at 12:30 p.m. in the Atrium at Queensway Healthcare.

No Director moved or seconded a motion with which there was a conflict of interest.

WHEREAS, the following individuals are duly elected Members of the Board:

David Allgood	Mohamed Lachemi	Stacey Mowbray
Wayne Bossert	Alan MacGibbon	Karen Wensley
Michele Darling	Christine Magee	Nicholas Zelenczuk
Chitwant Kohli	Perry Miele	

AND WHEREAS, the following individuals are duly appointed as Ex-Officio Members of the Board by virtue of office:

Michelle DiEmanuele	Dr. Melanie Binnington	Dr. Trevor Young
Kathryn Hayward-Murray	Dr. Jerome Levesque	
Dr. Dante Morra	Dr. Colin Saldanha	

MOVED by Mr. Zelenczuk and seconded by Dr. Lachemi, that the Board hereby ratify and affirm the appointment of the following Officers of the Board:

Chair	Vice Chair	Treasurer	Secretary
Wayne Bossert	Alan MacGibbon	Chitwant Kohli	Michelle DiEmanuele

CARRIED

MOVED by Ms. Darling and seconded by Mr. Zelenczuk, that the Board hereby ratify and affirm the appointment of the following Chair, Vice Chair and members of the:

1. Finance and Audit Committee

Chair	Vice Chair	Elected Members	Ex-Officio Members
Chitwant Kohli	Karen Wensley	Mohamed Lachemi Christine Magee New Member (TBD)	Michelle DiEmanuele Dr. Jerry Levesque (PSA Representative) David Regan (Foundation Representative)
			Other Members Community Representative (TBD)

CARRIED

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MOVED by Mr. Zelenczuk and seconded by Dr. Lachemi, that the Board hereby ratify and affirm the appointment of the following Chair, Vice Chair and members of the:

2. Governance and Human Resources Committee

Chair	Vice Chair	Elected Members	Ex-Officio Members
Michele Darling	Stacey Mowbray	David Allgood Wayne Bossert (standing/as required) Alan MacGibbon	Michelle DiEmanuele Kathryn Hayward-Murray Dr. Dante Morra

CARRIED

MOVED by Dr. Lachemi and seconded by Mr. Allgood, that the Board hereby ratify and affirm the appointment of the following Chair, Vice Chair and members of the:

3. Priorities and Planning Committee

Chair	Vice Chair	Elected Members	Ex-Officio Members
Alan MacGibbon	Wayne Bossert	Michele Darling Chitwant Kohli Perry Miele Karen Wensley Nicholas Zelenczuk	Michelle DiEmanuele Dr. Dante Morra Dr. Trevor Young (Education Items)

CARRIED

MOVED by Mr. Bossert and seconded by Ms. Darling, that the Board hereby ratify and affirm the appointment of the following Chair, Vice Chair and members of the:

4. Quality and Program Effectiveness Committee

Chair	Vice Chair	Elected Members	Ex-Officio Members
Nicholas Zelenczuk	Mohamed Lachemi	David Allgood Christine Magee New Member (TBD)	Michelle DiEmanuele Kathryn Hayward-Murray Dr. Dante Morra
			Other Members Angela Jackson-Lee (Allied Representative) Patient Representative (TBD) Volunteer Representative (TBD)

CARRIED

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3.0 Other Business

3.1 Broader Public Sector Accountability Act 2010: 2015/2016 Year End Attestation

Mr. Martin presented the Broader Public Sector Accountability Act 2010: 2015/2016 Year End Attestation for approval by the Board.

Mr. Martin explained that the requirement for the annual attestation to the LHIN related to: (i) reporting on the use of Consultants; (ii) the prohibition on engaging Lobbyists; (iii) reporting on senior management expenses; (iv) compliance with the perquisites directive; and (v) compliance with Procurement Directives. He added that material exceptions related to these items are to be disclosed.

Ms. DiEmanuele indicated that the Attestation would be posted on the external website.

A discussion followed related to governance of these matters and policies which would be implemented to address any gaps.

MOVED by Dr. Lachemi and seconded by Ms. Wensley, that the Board approve the Broader Public Sector Accountability Fiscal 2015/2016 Year End Attestation which is to be submitted to the LHIN by June 30, 2016 and subsequently posted externally on THP's internet site by August 31, 2016 as required.

CARRIED

Ms. Carson, Vice President, Patient Care Services, MH Site Lead, and Ms. Savoy-Bird, Director Surgery and Peri-Op, joined the meeting.

3.2 Capital Expenditure in Excess of \$5 Million: Board Delegation of Authority to Chair and CEO

Ms. DiEmanuele presented a proposal for a Robot-Assisted Surgery Program which had been endorsed by the Senior Leadership Committee to purchase a re-certified or new surgical system. She explained that the option to buy the more economical, re-certified model for up to \$7 million, in excess of the CEO's authority for \$5 million, would require the Board's approval before June 30, 2016, when the manufacturer would be permanently withdrawing the re-certified model as an alternative to a new model. Ms. DiEmanuele noted that the Foundation had committed to fund raise \$6.3 million and that both the Foundation and the leadership would carry out due diligence before working with both herself and the Chair to complete the purchase.

Management then responded to a variety of questions including those related to total costs, the special training which would be provided to the surgeons who would use the robot, and the importance of this purchase to the surgical oncology platform.

WHEREAS section 11.2 of the Corporate By-Law, Execution of Documents, indicates that the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed.

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MOVED by Ms. Darling and seconded by Mr. Kohli, that the Board of Directors delegate to the Board Chair the authority to approve the purchase of a recertified robotic model on or before June 30, 2016 following the completion of a competitive process and for an amount not to exceed \$7.0 million on terms satisfactory to the Board Chair and based on recommendation of the CEO.

CARRIED

3.3 Meeting Schedule for 2016/2017

The Chair presented the Meeting Schedule for 2016/2017 to the Board.

4.0 Adjournment

MOVED by Mr. Bossert and seconded by Ms. Wensley, that the meeting be adjourned at 12:20 p.m.

CARRIED

BOARD APPROVED: August 22, 2016