

**Meeting of the Board of Directors (the “Board”)
Trillium Health Partners (the “Corporation”)
Wednesday, May 28, 2014**

PARTICIPANTS

Elected Directors	Mr. Edward Sellers (Vice-Chair), Mr. Wayne Bossert, Mr. Chitwant Kohli, Mr. Tim McGuire, Mr. Perry Miele, Ms. Stacey Mowbray (via Teleconference), Ms. Joanne Rogers, Ms. Karen Wensley, and Mr. Nicholas Zelenczuk
Ex-Officio Directors	Ms. Michele Darling, Ms. Michelle DiEmanuele, Ms. Kathryn Hayward-Murray, Dr. Dante Morra, and Dr. Bill Wong
Senior Management	Ms. Krista Finlay, Mr. Stephen Hall, Dr. Norman Hill, Mr. Steve Hoscheit, Mr. Dean Martin, Ms. Tara McCarville, Dr. Craig McFadyen, Ms. Morag McLean, Mr. Ron Noble
Resource	Ms. Odelia Andrea, Mr. Chris Carson, Ms. Rebecca Cooper, Ms. Sandy Dayes, Ms. Gina DeVeaux, Mr. John Vail, and Ms. Nicole Vaz
Guest(s)	Ms. Kelly Hewitt
Regrets	Mr. Lee Stem, Mr. Allan Torrie, Mr. Sacha Ghai, Dr. David Perkins, and Dr. Serita Verma

INFORMATION SESSION

Introduction	Ms. DiEmanuele provided the Board with an update with respect to streamlining the Board volume of material provided; welcomed Kelly Hewitt; noted Morag McLean’s term of service; and congratulated Tara McCarville on her recent promotion.
Director Development	Dr. McFadyen delivered the presentation <i>Regional Cancer Program</i> . Ms. Hayward-Murray and Dr. Morra delivered the presentation <i>Inter-Professional Practice at Trillium Health Partners</i> .

MINUTES

- 1. Call to Order**

The Vice-Chair confirmed that a quorum was present and declared the Board meeting duly constituted for the transaction of business at 5:20 p.m.

Mr. Sellers, Vice-Chair delivered regrets on behalf of Alan Torrie, Chair.
- 2. Approval of Agenda**

Mr. Sellers reviewed the Agenda with the Board noting the following amendments:

 - Item 6.1.3, 2014/2015 CEO and Chief of Staff Goals & Objectives, was removed from the Agenda as published and placed on the *In-camera* Agenda.

- ii. An update with respect to the Trillium Health Partners Foundation was added to the Board Agenda as Item 5.5.

MOVED by Mr. Bossert, and seconded by Ms. Rogers, that the agenda for the May 28, 2014 Board meeting, be approved as amended.

CARRIED

- 3. **Declaration of Conflicts** Mr. Sellers reminded the Board that conflicts are to be declared as the agenda item arises. There were no declarations.

- 4. **Consent Agenda** **MOVED** by Mr. Bossert, and seconded by Ms. Rogers, that the Consent Agenda for the May 28, 2014 Board meeting, be approved.

CARRIED

- 5. **Approval of Minutes** **MOVED** by Ms. Rogers, and seconded by Mr. Bossert, that the Minutes of the Board meetings held on March 20, 2014 and on April 17, 2014 be verified, adopted and approved.

CARRIED

STRATEGY

- 6. **Diagnostic Imaging Review Evaluation** Ms. Wensley reported on the evaluation results of the Diagnostic Imaging Review (the “**Review**”) as presented to the Quality and Program Effectiveness Committee of the Board (the “**QPEC**”).

Ms. Wensley commended the Corporation’s management team (“**Management**”) on the methodology used to conduct the Review and the protocols developed based on the findings reviewed by the QPEC.

The Board received the report as information.

- 7. **Sustainable Health Care** Mr. Sellers reported on the item Sustainable Health Care (“**SHC**”) as presented to the Priorities and Planning Committee of the Board (the “**PPC**”).

The Board agreed that SHC be the key subject for the 2014 Board Retreat as recommended by the PPC.

MOVED by Mr. McGuire, and seconded by Ms. Wensley, the Board:

- i. Approve the strategic approach to developing a Sustainable Health Care model.
- ii. Authorize Management to engage the resources necessary to facilitate the review of the SHC model at the 2014 Board Retreat.

CARRIED

- 8. **Government Relations Strategy** Mr. Carson provided an update on government relations activities.

Ms. Darling invited Management to engage the Trillium Health Partners Foundation (the “**Foundation**”) Board in achieving government relations objectives.

QUALITY

- 9. **Quality and Program Effectiveness Committee: Patient Story** Dr. McFadyen presented a patient’s story to the Board.

The principle topics of discussion between the Board and Management included the integration of physical and psychological assessment to provide holistic care to cancer patients.

REPORTING

- 10. Board Chair Report** Mr. Sellers had nothing to report on his activities, nor on the activities of Mr. Torrie since the last Board meeting.
- 11. President and CEO Report** Ms. DiEmanuele, President and Chief Executive Officer (the “**CEO**”) provided an update on her activities since the last Board meeting.
- The principle topics of the CEO Report included:
- Operational effectiveness;
 - Patient centered design;
 - Transformation; and
 - Beginning a new fiscal year.
- Ms. DiEmanuele also reported to the Board that Management is looking forward to working with Denise Hardenne, the newly appointed President and Chief Executive Officer of Halton Healthcare, and wishes to congratulate Ms. Hardenne on her appointment.
- 12. Chief of Staff Report** Dr. Morra, Chief of Staff (the “**COS**”) provided an update on his activities since the last Board meeting.
- The principle topics of the COS Report included:
- Operational effectiveness;
 - Patient centered design;
 - Transformation; and
 - Professional Staff resources.
- 13. Chief Nursing Executive Report** Ms. Hayward-Murray, Chief Nursing Executive (the “**CNE**”) provided an update on her activities since the last Board meeting.
- The principle topics of the CNE Report included activities related to three pillars – practice, education and research.
- 14. Professional Staff Association** Dr. Wong, President, Professional Staff Association (the “**PSA**”) provided an update on the activities of the PSA, including leadership elections scheduled to be held in June, 2014.
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- 15. Trillium Health Partners Foundation** Ms. Michele Darling provided an update on the Foundation’s activities since the last meeting of the Board.

COMMITTEES

- 16. Governance and Human Resources Committee** Mr. Bossert presented the recommendations of the Governance and Human Resources Committee (the “**GHRC**”) to the Board with respect to Board renewals and the appointment of Officers of the Board.
- Mr. McGuire recused himself from the meeting because of a conflict of interest in Item “I”. Mr. Bossert recused himself from the meeting because of a conflict of interest in Items “I” and “II”.
- I. **MOVED** by Ms. Rogers, and seconded by Ms. Wensley, that the Board approve the following slate of candidates for nomination and election to the Board at the Annual

General Meeting of Members (the “**AGM**”) on June 5, 2014 for three-year terms, from 2014-2017, subject to verification of personal and criminal references:

1. Sacha Ghai
2. Tim McGuire
3. Alan MacGibbon

CARRIED

Mr. McGuire joined the meeting.

- II. **MOVED** by Ms. Rogers, and seconded by Ms. Darling, that the Board appoint Wayne Bossert as Vice-Chair of the Board for a two-year term, ending at the first meeting of the Board following the AGM in 2016.

CARRIED

Mr. Bossert joined the meeting. Mr. Sellers recused himself from the meeting because of a conflict of interest in Item “III”. The Board consented to Ms. Rogers acting as meeting chair during Mr. Sellers’ absence.

- III. **MOVED** by Mr. Bossert, and seconded by Mr. McGuire, that the Board appoints Edward Sellers as Chair of the Board to serve a two-year term ending at the first Board meeting following the AGM in 2016, or until his successor is appointed.

CARRIED

Mr. Sellers joined the meeting and resumed the role as chair of the meeting.

- IV. **MOVED** by Ms. Rogers, and seconded by Ms. Darling, that the Board appoint Nicholas Zelenczuk as Treasurer of the Board for a one year term, effective June 5, 2014.

CARRIED

- V. **MOVED** by Ms. Rogers, and seconded by Ms. Darling, that the Board appoint the following Committee Chairs for a one year term, effective June 5, 2014:
 1. Nicholas Zelenczuk, Finance and Audit Committee
 2. Lee Stem, Governance and Human Resources Committee
 3. Karen Wensley, Quality and Program Effectiveness Committee
 4. Wayne Bossert, Priorities and Planning Committee

CARRIED

- VI. **MOVED** by Ms. Rogers, and seconded by Ms. Darling, that the Board appoint the following Committee Vice Chairs for a one year term, effective June 5, 2014:
 1. Chitwant Kohli, Finance and Audit Committee
 2. Stacey Mowbray, Governance and Human Resources Committee
 3. Sacha Ghai, Quality and Program Effectiveness Committee
 4. Edward Sellers, Priorities and Planning Committee

CARRIED

- VII. **MOVED** by Ms. Rogers, and seconded by Ms. Darling, that the Board approve the membership of the standing Committees of the Board for 2014/2015 as follows:
 1. **Finance & Audit (the “FAC”)**: Wayne Bossert, Sacha Ghai, Chitwant Kohli, Alan MacGibbon, Lee Stem, Nicholas Zelenczuk, Victor Santos (Community Representative), David Regan (Foundation Rep), PSA Representative (TBD), Michelle DiEmanuele;
 2. **GHRC**: Tim McGuire, Alan Torrie, Lee Stem, Karen Wensley, Stacey Mowbray, Michelle DiEmanuele, Dr. Dante Morra, Kathryn Hayward-Murray;
 3. **PPC**: Wayne Bossert, Michele Darling, Chitwant Kohli, Tim McGuire, Perry Miele, Edward Sellers, Alan Torrie, Michelle DiEmanuele, Dr. Dante Morra, Dr. Sarita Verma (Ex-Officio); and
 4. **QPEC**: Sacha Ghai, Alan MacGibbon, Stacey Mowbray, Karen Wensley, Nicholas Zelenczuk, Sharon Hamilton (Patient Representative), Volunteer

Representative (Vacant), Michelle DiEmanuele, Kathryn Hayward-Murray, Dr. Dante Morra, Allan Mills (Hospital employee), Michelle West (Hospital employee).

CARRIED

VIII. **MOVED** by Ms. Rogers, and seconded by Ms. Darling, that the Board appoints the Chair of Governance and Human Resources Committee, and the Vice Chair of the Quality and Program Effectiveness Committee, as the two Board members to meet with the Chief of Staff and the Vice-President of Patient Services, General Counsel and the Director of Medical Administration, bi-annually or as required, to keep the Board informed on Professional Staff issues.

CARRIED

IX. **MOVED** by Mr. Torrie, and seconded by Ms. Rogers, that the Board appoint Dr. Dante Morra, Chief of Staff to the role of Board Delegate, to manage the Board's accountabilities concerning the Research Ethics Board for the term June 1, 2014 until May 31, 2015, and pursuant to Board Policy III-10

CARRIED

**17. Finance and
Audit Committee**

Mr. Zelenczuk presented the recommendations of the FAC to the Board with respect to the audited annual financial statements and the recommendation of the Auditors for appointment at the 2014 AGM.

- I. **MOVED** by Mr. Zelenczuk, and seconded by Mr. Kohli, that the Board:
 - i. approve the Audited Financial Statements for Trillium Health Partners (the "**Statements**") for the year ended March 31, 2014 including an Internal Restriction of Equity in the amount of \$81.2 Million for major initiatives;
 - ii. Authorize the Board Chair and the Treasurer to sign the Statements on behalf of the Board.

CARRIED

- II. **MOVED** by Mr. Zelenczuk, and seconded by Mr. Kohli, that the Board nominate Deloitte LLP for appointment as external auditors of Trillium Health Partners for the fiscal year 2014/2015 at the 2014 AGM.

CARRIED

OTHER BUSINESS

**18. Information
Items**

The Board received the April, 2014 Monthly Media Scan as information;

19. Adjournment

MOVED by Mr. Bossert, and seconded by Ms. Wensley, that the meeting be adjourned at 7:35 p.m.

CARRIED

**20. In-camera
Session**

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

BOARD APPROVED: JULY 17, 2014