

Board of Directors Meeting

Minutes

Tuesday, March 27, 2012

The Trillium Health Centre
Clinical Admin Building, 4th floor, Large Boardroom
12 Bronte College Court, Mississauga, ON

Elected Directors	Mr. Alan Torrie (Chair), Mr. William Rogers, Mr. Neil Skelding, Mr. J. Fred Kuntz, Mr. Edward Sellers, Mr. Nicholas Zelenczuk, Mr. Wayne Bossert, Mr. Tim McGuire, Ms. Joanne Rogers, Mr. Lee Stem, Ms. Pam Turner, Ms. Karen Wensley
Ex-Officio Directors	Ms. Michelle DiEmanuele, Dr. Mathias Gysler, Ms. Patti Cochrane, Dr. Jamie Newman, Dr. John Langlois
Senior Management Team/Guests	Dr. Gopal Bhatnagar, Dr. Bill Wong, Dr. Naveen Dayal, Ms. Krista Finlay, Ms. May Chang, Mr. Stephen Hall, Dr. Norman Hill, Ms. Morag McLean, Mr. Ron Noble, Ms. Kathryn Hayward-Murray, Ms. Karli Farrow, Ms. Katherine Hay, Mr. Steve Hoscheit, Odelia Andrea
Resource	Shalu Bains, Nicole Gaertner
Regrets	Dr. Sarita Verma, Mr. Sacha Ghai

1.0 Call to Order

The chair called the Board of Directors meeting to order at 4:06 p.m.

The chair confirmed the quorum.

1.1 Approval of Agenda

The members reviewed the agenda. It was noted an update on the Provincial budget will be provided at the dinner break.

MOVED by Ms. Joanne Rogers and seconded by Mr. Nicholas Zelenczuk that the agenda for the March 27, 2012 Board of Directors, be approved as amended.

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 Consent Agenda

MOVED by Mr. Wayne Bossert and seconded by Mr. Fred Kuntz that the Consent Agenda for the March 27, 2012 Board of Directors meeting, be approved.

CARRIED

3.0 President and CEO Report

The CEO announced that effective Monday, April 2, 2012, Ms. Odelia Andrea will be assuming the role of Governance and Board Relations Lead. Ms. DiEmanuele, President and CEO, thanked Ms. Shalu Bains for her support as Interim Board Liaison during the past eight months.

Dr. John Langlois joined the meeting at 4:17 p.m.

The CEO referenced her report to the Board, as pre-circulated. There were no questions.

The CEO provide a presentation to the Board entitled, "Setting the Stage to Realize Our Vision, The First 100 Days and Beyond ", as pre-circulated. She highlighted the following:

- The strengths, risks and challenges of the Organization
- The proposed draft CEO goals and objectives which were shared as a blotter item
- The first 100 days plan
- The launch of an internal and external engagement plan
- Proposed performance measures for the CEO
- The need for a comprehensive benefits realization plan for integration
- The development of the strategic plan will build on the Partnering for Patients work

The Chair noted, that the final President and CEO Goals and Objectives will be coming forward for Board Approval at the April Board meeting.

The Board noted that the realization of benefits is to focus on patient care and quality.

4.0 Quality and Patient Safety

Dr. Jamie Newman left at 5:10 p.m.

4.1 Quality and Performance Monitoring Committee

Mr. Tim McGuire, Chair of the Quality and Performance Monitoring Committee, reviewed the briefing materials and presentation, as pre-circulated, for the Quality and Performance Monitoring Committee motions below:

Quality Improvement Plan – Progress to Date for Year One”, which will be submitted to Health Quality Ontario

A discussion took place in regards to differences in data collection, performance and targets from the legacy hospitals and opportunities to harmonize data collection processes in the future.

MOVED by Mr. Tim McGuire and seconded by Mr. Wayne Bossert that the “Quality Improvement Plan – Progress to Date for Year One” report containing results for each of the two former hospitals, which will be submitted to Health Quality Ontario and be made available on the hospital’s public

website by April 1, 2012, be approved.

CARRIED

2012-13 Quality Improvement Plan

A discussion took place on the rationale for selecting C-difficile as a patient safety indicator versus pressure ulcer rates.

It was noted that only corporate information, and not site specific data, will be submitted, and posted.

Ms. Kathryn Hayward-Murray, Ms. Patti Cochrane and their team were thanked for their efforts in providing the information that contributed to the development of the 2012-13 Quality Improvement Plan

MOVED by Mr. Tim McGuire and seconded by Mr. Fred Kuntz that the 2012-13 Quality Improvement Plan, for submission to Health Quality Ontario (HQO) on April 1, 2012 as required by the Excellent Care For All Act and be made available on the hospital's public website, be approved.

CARRIED

5.0 Strategic Direction

There was no business to address under this item.

6.0 Excellent Management

6.1 Human Resources Committee

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CARRIED

7.0 Program Quality and Effectiveness

7.1 Medical Advisory Committee

Dr. Mathias Gysler, Chief of Staff-CVH Site and Chair of the MAC provided a report highlighting the following:

- A plan is in place to harmonize the Medical Advisory Committee with no site specific meetings.

- The first bundle of amended policies and procedures pertaining to Professional Staff will be forwarded to the Governance Committee for review and recommendation for Board approval.

8.0 Financial and Organizational Viability

8.1 Finance and Audit Committee

Mr. Nicholas Zelenczuk, reviewed the briefing materials, as pre-circulated, for the Finance and Audit Committee motions below.

Consolidated Audit Service Plan and Audit Fee from Deloitte & Touche LLP for the Credit Valley Hospital and Trillium Health Centre

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Neil Skelding that the Consolidated Audit Service Plan and Audit Fee from Deloitte & Touche LLP for the Credit Valley Hospital and Trillium Health Centre, be approved.

CARRIED

Financial Statements for January 2012

Ms. May Chang, VP Finance and Risk and CFO, and Mr. Nick Zelenczuk referenced and discussed the pre-circulated briefing note. The Organization is projected to end the fiscal year in a surplus.

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Neil Skelding that the Financial Statement for January 2012, as circulated, be approved.

CARRIED

Dr. Gopal Bhatnagar joined the meeting at 6:26 p.m.

2012-13 Credit Valley Hospital and Trillium Health Centre Operating Budget

Ms. May Chang presented the pre-circulated presentation. It was noted that the presented compensation plan and costs associated with the merger, including IT costs, are reflected in the 2012-13 budget.

A discussion ensued regarding opportunities to sustain the current financial position; the new patient based funding formula; and the working capital plan.

It was noted that there will be no reduction to services as a result of the 2012-13 budget. The Board acknowledged the organization's achievement of identifying efficiencies with no impact to services.

Planning for the 2013/14 budget will commence early in the new fiscal year.

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Tim McGuire that the 2012-13 Credit Valley Hospital and Trillium Health Centre operating budget, balancing to the GAAP line, and that the current ratio be at least 0.90, be approved.

CARRIED

9.0 Ensure Board Effectiveness

9.1 Governance Committee

Mr. Edward Sellers, Chair of the Governance Committee, reviewed the briefing materials, as pre-circulated, for each of the Governance Committee motions below.

Vice Chair of Board Quality Committee

Mr. Fred Kuntz exercised the Conflict of Interest Policy

MOVED by Mr. Edward Sellers and seconded by Mr. Neil Skelding that the nomination of Mr. Fred Kuntz as the Vice-Chair of the Board Quality and Performance Monitoring Committee, be approved.

CARRIED

Nominations Committee

Ms. Karli Farrow, Executive Director Integration, presented the pre-circulated presentation.

It was noted that the current term for Board members ends in June 2013.

The community members on the Finance and Audit and Quality and Performance Monitoring Board Standing Committees will be recruited by and appointed at the June AGM under the direction of the Governance Committee. Public notices for these positions will be posted shortly.

MOVED by Edward Sellers and seconded by Lee Stem that the proposed process for Board nominations in 2012 as recommended by the Governance Committee, be approved.

CARRIED

Governance Board Policies for Review

The following policies were discussed:

- V-A-1 Principles of Governance and Board Accountability
- V-A-2 Roles and Responsibilities of the Board of Directors
- V-A-3 Responsibilities as an Elected and Ex-Officio Director
- V-A-4 Director's Declaration
- V-A-5 Guidelines for the Selection of Directors
- V-A-8 Position Description for the Chair
- V-A-9 Position Description for the Vice-Chair
- V-A-10 Position Description for the Treasurer
- V-A-11 Position Description for the Secretary
- V-A-12 Position Description for a Board Committee

- V-B-9 Receipts of Gifts by Individual Directors
- V-B-10 Board Member (Director) Recognition
- V-B-11 Reimbursement of Director Expenses
- V-B-12 Resignation and/or Removal of a Director
- V-B-13 Review of Board Policies

- VI-1 Relationships with the Ministry and LHIN
- VI-2 Board Commitment to Integration with Other Health Service Providers
- VI-3 Relationships with the Regional and Area Municipal Councils
- VI-5 Communications
- VI-6 Contributions

MOVED by Edward Sellers and seconded Ms. Pam Turner that the Governance Board Policies circulated, be approved.

CARRIED

Strategy and Brand Planning

Ms. Michelle DiEmanuele, President and CEO, presented the pre-circulated presentation.

A Strategic Plan, brand and name for the Organization are scheduled to be launched in the fall, upon Board approval in September 2012, as per the timelines presented.

Internal and external stakeholder engagement will commence immediately to form an options paper for the Board's review at the June Board Retreat.

Limited external support for the strategic planning and branding process will be secured through an RFP.

The Chair will be establishing a strategic planning sub-committee of the Board to support the development of the strategic plan, brand and name for the organization. The Chair requested Directors whom are interested in participating on this committee to contact the Board Liaison.

It was noted that the Foundation will be involved in the branding and naming of the Organization.

Chief of Staff Board Policies for Review

Dr. Gopal Bhatnagar and Dr. Matt Gysler exercised the Conflict of Interest Policy

Mr. Edward Sellers presented policies II-8 Chief of Staff Selection and Succession Planning, and II-10 Chief of Staff Position Description, which were circulated as a blotter item.

MOVED by Edward Sellers and seconded Lee Stem that board policies II-8 and II-10, circulated to the Board of Directors at the March 27th meeting, be approved.

CARRIED

10.0 Chair's Report

Dr. Gopal Bhatnagar and Dr. Matt Gysler exercised the Conflict of Interest Policy

Chief of Staff Recruitment Approach and Selection Committee

The Chair brought forward a recommendation regarding the recruitment approach and membership of the Chief of Staff Selection Committee. A briefing note was circulated as a blotter item.

The Chair recommended that the Chief of Staff recruitment and selection process will commence immediately and the Committee will report directly to the Board of Directors.

MOVED by Mr. Alan Torrie and seconded by Mr. Edward Sellers the Chief of Staff Selection Committee Membership as presented, be approved.

CARRIED

11.0 External Relationships

There was no business to address under this item.

12.0 Professional Staff Association

Dr. John Langlois, Vice- President of the Professional Staff Association (PSA), provided the following

updates:

- A Professional Staff Association Dinner was held on February 23, 2012. 110 Professional Staff members were in attendance
- The next PSA meeting will be on April 17th 2012

Mr. Edward Sellers expressed his appreciation to the PSA for inviting him to the February 23rd meeting and for their engagement thus far.

It was noted that the professional staff are appreciative of the sentiments expressed by the Board at the meeting specifically the assurance that they will be consulted and involved in clinical integration planning.

13.0 Adjournment

MOVED by Alan, and seconded by Neil that the meeting be adjourned.

The Board of Directors meeting was adjourned at 7:30 p.m.

13.0 In Camera Meeting

An in camera meeting was held following the formal portion of the meeting.

Board approved: April 19, 2012