



Board of Directors Meeting

Minutes

Thursday, May 31, 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. J. Fred Kuntz, Mr. Edward Sellers, Mr. Nicholas Zelenczuk, Mr. Wayne Bossert, Mr. Lee Stem, Ms. Pam Turner, Mr. Sacha Ghai, Mr. Tim McGuire, Ms. Karen Wensley, Mr. Neil Skelding*
Ex-Officio Directors	Ms. Michelle DiEmanuele, Dr. Mathias Gysler, Dr. Gopal Bhatnagar, Ms. Patti Cochrane, Ms. Kathryn Hayward-Murray, Dr. Jamie Newman, Dr. John Langlois, Dr. Bill Wong, Dr. Naveen Dayal*, Dr. Sarita Verma*
Senior Management Team/Guests	Ms. Krista Finlay, Ms. May Chang, Mr. Stephen Hall, Dr. Norman Hill, Ms. Morag McLean, Mr. Ron Noble, Ms. Karli Farrow, Ms. Katherine Hay, Mr. Steve Hoscheit
Resource	Odelia Andrea, Narinder Mundi
Regrets	Ms. Joanne Rogers * Joined via teleconference

1.0 Call to Order

The Chair called the Board of Directors meeting to order at 4:09 p.m.

The Chair confirmed the quorum.

1.1 Approval of Agenda

The members reviewed the agenda.

MOVED by Mr. Edward Sellers and seconded by Mr. Wayne Bossert that the agenda for the May 31, 2012 Board of Directors, 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 Consent Agenda

MOVED by Mr. Fred Kuntz and seconded by Mr. Wayne Bossert that the Consent Agenda for the May 31, 2012 Board of Directors meeting, be approved.

CARRIED

3.0 Reports

3.1 Chairs Report

The Chair provided an update from the Chief of Staff Selection Committee. The highlights were:

- Job ad and position profile was shared with the Board on May 14 and subsequently sent to all CVH/THC physicians. On May 16, the job ad was posted on CVH/THC websites, Canadian Medical Association website and sent by email blast to all Canadian Society of Physician Executives members to attract both internal and external candidates for consideration.
- Outreach to healthcare networks continues to attract candidates to develop a comprehensive selection pool.
- The closing date for the job ad is June 8th.
- Selection Committee will meet mid-June to review applications.

Dr. Matt Gysler joined the meeting at 4:20 p.m.

3.2 President and CEO Report

The CEO presented her report, as pre-circulated, and highlighted five additional points:

- The hospital continues to see large volumes and growth in urgent and emergent care areas at all sites which impacts all other areas of the hospital.
- Quality Improvement Plan: In spite of increased volumes, there has been positive movement on our key quality indicators.
- Finance:
 - The budget is very tight and reports demonstrate that it is generally on course. Some areas are over budget which will be reviewed over the summer months.
 - HBAM: There is small additional funding available as there will be no claw back on funding based on a letter received in early May. However, the organization has planned for a zero increase in the base budget.
- Unionization: The arbitrators report is expected for June 19 and will work over summer months to determine next steps.

Physicians present at the Board meeting provided feedback regarding the OMA and Government negotiations currently underway.

3.2.1 President and CEO's Goals & Objectives

The Board Chair highlighted the following with respect to the CEO goals and objectives:

- As a brand new organization, short-term tactics need to be balanced with a long-term vision.
- The organization's vision is currently under review which will shape the CEO objectives for the organization.

The CEO presented her goals, objectives and measures for 2012/13, as pre-circulated.

- Overview of goals:
 - Initial 14 months: Will comprise of mainly tactical work on integration in a number of areas to create a foundation for the delivery of services over the long term
 - Year 2: There will be a focus on leveraging synergies across the sites
 - Year 3: The organization will continue to leverage and build by driving quality through clinical integration, adding the area of research to the agenda
 - Years 3 – 5: Will focus on realizing the foundation that emerges for the next three to five years.
- The goals outlined are broad enough to encompass a variety of goals which will evolve from the strategic planning process including quality/access, strategy/merger and sustainability/organizational effectiveness.

The following comments were raised by the Board members:

- Building a well-functioning senior team should be considered for inclusion in the CEO goals as a core enabler for success. The HR committee will work with the CEO.
- Integration Plan: An integration plan document should be developed to track areas that need to be integrated and whether the benefits are realized. In turn this should be tied to CEO objectives. CEO highlighted that the metric “benefits of the merger” will capture this information and will include high-level measures. The strategy will eventually encapsulate the integration benefits.
- Consideration for an additional financial metric.

Conditions for approval of the CEO Goals and Objectives include:

- A report card on integration activities to be brought forward to the September Board meeting including quarterly reports managed by the Risk Committee.
- HR committee to continue to work with the CEO on clarifying the financial metric and measures for both financial and integration goals.

MOVED by Mr. Neil Skelding and seconded by Mr. Bill Rogers that the President and CEO's Goals, Objectives and Measures, as pre-circulated, and with the above amendments, be approved.

CARRIED

4.0 Strategic Direction

4.1 Strategic Planning Committee

Mr. Sacha Ghai provided the following update from the Strategic Planning Subcommittee:

- The subcommittee is pursuing three main lines of inquiry to provide the board with the information it needs to inform discussions regarding strategic matters. These include:
 1. Environmental scan and the implications of the tremendous change seen;
 2. Current state of the organization's footprint and capabilities as a merged entity; and
 3. Possible strategic advantages that can be leveraged around people, performance and clout.
- The above will form the basis for an engagement session with the board to discuss:
 1. Innovative health care and improving population health;
 2. Research and education; and
 3. Delivering exceptional care through new means.

The CEO presented the agenda for the July 8th Strategic Retreat and informed the board that the strategic plan should be finalized by September 20th to the end of October, 2012. The Board should expect to receive a plan for approval in October, 2012.

4.2 **Progress on Merger**

The CEO provided an update on the merger and highlighted three integration work streams to which team leads have been assigned:

1. People and Leadership
2. Strategy and Values
3. Processes and Organization Design
 - Clinical Design: Clinical leaders have been engaged in designing the clinical structural platform. A small group of advisors is working with the CEO to provide feedback on the design. Will be in a position to socialize a potential model next month and are planning to announce a new clinical structure by the end of summer.
 - Organizational Development:
 - i. Quality Committee is working on the terms of reference (TOR) and on the Quality Improvement Plan (QIP). Both Chief Nursing Executives have brought forward an implementation strategy for the QIP.
 - ii. Finance Committee continues to work on the capital planning process and have landed the first initial capital plan with prioritized items as funding becomes available.
 - iii. Risk Committee is focusing on building and implementing a new Enterprise Risk Management (ERM) framework.
 - iv. IM/IT Strategy: The organization has requested the ability to dialogue more openly with the marketplace for potential partnerships as this is being driven currently by the LHIN. Will bring forward a plan at the September Board meeting which will hope to see an RFP formulated for September.
 - v. Physical Space: The organization is formulating a plan that will collate like parts of the organization.

The Board members would like to see a status report to track the above items in September or October, 2012.

5.0 **Quality and Patient Safety**

There was no business to address under this item.

6.0 **Excellent Management**

There was no business to address under this item.

7.0 **Program Quality and Effectiveness**

7.1 **Medical Advisory Committee**

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Dr. Gopal Bhatnagar, Chief of Staff-THC Site added that at the last MAC meeting, it was discussed that over the summer months, the MAC will determine how it can lead and align with the quality framework.

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.

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Wayne Bossert that the Financial Statement for March 2012, as circulated, be approved.

CARRIED

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Wayne Bossert that the Financial Statements for the *Credit Valley Hospital Site* for the year ended March 31, 2012 and the authorization for the Chair and the Treasurer to sign on behalf of the Board.

CARRIED

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Tim McGuire that the Financial Statements for the *Trillium Health Centre Site* for the year ended March 31, 2012 and the authorization for the Chair and the Treasurer to sign on behalf of the Board.

CARRIED

MOVED by Mr. Nick Zelenczuk and seconded by Ms. Pam Turner that the Financial Statements for the *Credit Valley Hospital and Trillium Health Centre* for the years ended March 31, 2011 and March 31, 2012 and the authorization for the Chair and the Treasurer to sign on behalf of the Board.

CARRIED

MOVED by Mr. Nick Zelenczuk and seconded by Mr. Sacha Ghai that Deloitte and Touche be appointed at the Annual General Meeting as the auditors to perform the year end audit for the Credit Valley Hospital and Trillium Health Centre for the fiscal year 2012/13.

CARRIED

With respect to the selection of the auditors to perform the year end audit for Credit Valley Hospital and Trillium Health Centre, the Board was informed that PWC was not evaluated because their submission was late and as such SSW eliminated their proposal.

9.0 Ensure Board Effectiveness

9.1 Governance Committee

Mr. Edward Sellers, Chair of the Governance Committee, reviewed the briefing materials and Board policies, as pre-circulated. He provided the following summary:

The policies brought forward to the Board for review and approval fall under four main buckets and were first reviewed by each functional area and then by the Governance Committee:

1. Human Resources: the policies brought forward were related to matters of CEO selection and succession planning, evaluation, compensation and so forth. The compensation policy set the basis and is aligned to legislative policy in the health sector.
2. Quality and Performance Monitoring Committee: Of the policies brought forward, only one required material amendment to ensure the policies applied equally to the various roles occupied.

3. Finance & Audit Committee: Three policies were brought forward. Policy IV-2, *Financial Planning and Performance*, required amendments to align the hospital with SAW, HAPS guidelines and to meet public sector requirements.

The Chair of the Governance Committee highlighted that the following policies have yet to be finalized and will likely come forward in the fall:

1. Whistleblowing policy – each site has a respective policy in place until finalized;
2. Access to Information policy;
3. CEO and Chief of Staff selection process: in progress as some of the policy performance objectives are currently being discussed.

Karen Wensley, Chair of the Human Resources Committee recommended the following amendment be made to policy II-4, CEO Performance Management and Evaluation.

Under *Process* section, change bullet number 4:

From current: All Directors will be requested to provide written feedback annually in a standard format on the performance of the CEO.

To revised: Feedback will be gathered from all Directors annually on the performance of the CEO and such feedback will be documented in writing.

MOVED by Mr. Edward Sellers and seconded by Mr. Fred Kuntz that the Board Policies, with amendments, as circulated, be approved.

CARRIED

MOVED by Mr. Edward Sellers and seconded by Mr. Lee Stem that the Professional Staff Policies and Procedures as amended by Medical Advisory Committee and Governance Committee, as circulated, be approved.

CARRIED

MOVED by Mr. Edward Sellers and seconded by Mr. Fred Kuntz that the Professional Staff By-Lay with amendments, as circulated, be approved.

CARRIED

MOVED by Mr. Edward Sellers and seconded by Ms. Karen Wensley that the Corporate By-Lay with amendments, as circulated, be approved.

CARRIED

The CEO presented the final agenda for the AGM to be held on June 7, 2012 and informed the Board that the Minister of Health and Long Term Care and the Mayor of Mississauga would be in attendance. She also informed the Board that the Annual Report was ready for distribution which continues with the *Partnering for Patients* theme, an important milestone over this past year.

The Chair of the Governance Committee notified the Board that the draft motions are in order to go forward at the AGM under the current complement of directors.

10.0 Risk Management

There was no business to address under this item.

11.0 Professional Staff Association

Dr. Jamie Newman , President of the Professional Staff Association (PSA), provided the following

updates:

- The AGM for the PSA will take place on Monday, June 4, 2012. Alan Torrie, Chair of the Credit Valley Hospital and Trillium Health Centre Board of Directors will speak alongside Doug Weir, president of the Ontario Medical Association.
- Dr. John Langlois and Dr. Jamie Newman will resign as Vice-President and President of the PSA as of Monday, June 4, 2012 as their terms have come to an end. Dr. Naveen Dayal will assume the role of President and Dr. Bill Wong will assume the role of Vice President of the PSA effective Monday, June 4, 2012. Two new members will join the PSA.

12.0 External Relationships

There was no business to address under this item.

13.0 Adjournment

MOVED by Mr. Edward Sellers and seconded by Mr. Nicholas Zelenczuk that the meeting be adjourned.

The Board of Directors meeting was adjourned at 7:10 p.m.

13.0 In Camera Meeting

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

Board approved: September 20, 2012