

Board of Directors Meeting Minutes

Thursday, February 21, 2013

Elected Directors	Mr. Alan Torrie (Chair), Mr. Wayne Bossert*, Mr. J. Fred Kuntz, Mr. Tim McGuire, Ms. Joanne Rogers, Mr. William Rogers, Mr. Edward Sellers, Mr. Lee Stem, Ms. Pam Turner
Ex-Officio Directors	Dr. Naveen Dayal, Ms. Michelle DiEmanuele, Ms. Kathryn Hayward-Murray, Dr. Dante Morra, Dr. Sarita Verma, Dr. Bill Wong
Senior Management Team/Guests	Ms. May Chang, Ms. Patti Cochrane, Ms. Karli Farrow, Ms. Krista Finlay, Ms. Katherine Hay, Dr. Norman Hill, Mr. Steve Hoscheit, Dr. Craig McFadyen, Ms. Morag McLean, Ron Noble Ms. Michele Darling, Board Chair, The Credit Valley Hospital Foundation Mr. Peter Willson, Board Chair, Trillium Health Centre Foundation
Resource	Ms. Sarah Patterson-Snell
Regrets	Mr. Sacha Ghai, Mr. Neil Skelding, Ms. Karen Wensley, Mr. Nicholas Zelenczuk, Mr. Stephen Hall

* Join by teleconference

An education session was held prior to the Board meeting. Dr. Glen Bandiera, Associate Dean, Postgraduate Medical Education, University of Toronto, Dr. Joshua Tepper, Vice President, Education, Sunnybrook Health Sciences Centre and Dr. Sarita Verma, Professor of Family Medicine, Deputy Dean, Faculty of Medicine, Associate Vice Provost, Health Professions Education, University of Toronto participated in a panel on the topic of *The value add of the academic mission to Trillium Health Partners - interprofessional training and workforce impact.*

1.0 Call to Order

The Chair called the Board of Directors meeting to order at 5:45 p.m. and confirmed quorum. He welcomed Dr. Dante Morra to his first official Board meeting as the new Chief of Staff (COS).

1.1 Approval of Agenda

The members reviewed the agenda. No revisions were made.

1.2 **Declaration of Conflict of Interest**

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. There were no conflicts declared by the membership.

2.0 **Consent Agenda**

MOVED by Mr. Lee Stem and seconded by Ms. Pam Turner that the Consent Agenda for the February 21, 2013 Board of Directors meeting, be approved.

CARRIED

3.0 **Quality & Patient Safety**

3.1 **Quality and Performance Monitoring Committee**

Mr. Tim McGuire led a discussion on the draft 2013/2014 Quality Improvement Plan. The discussion focused on the proposed Priority 1 Goals and Targets to be included in the plan. It was noted that the Quality and Performance Monitoring Committee will review the final draft plan in detail at its next meeting in preparation for bringing the plan to the Board for approval at the March meeting.

Management will provide the overall provincial average with respect to the indicator for Goal 1 "Would you recommend this hospital to your friends and family?"

4.0 **Reports**

4.1 **Report of Chair**

The Chair reported that the first meeting of the Nominations Sub-Committee will take place on February 25, 2013. Each Director will meet with a member of the sub-committee between mid-March and early April to review the results of their individual Board member assessment survey as well as intention to serve canvas. The reports are expected from the survey administrator shortly.

4.2 **Report of President and CEO**

The CEO provided updates in the following areas in addition to her written report:

- Medical education strategy;
- Change in the Chief Financial Officer; and
- Meetings between the CEO and COS and the Foundations.

She provided an update on the service planning exercise and indicated that a Board retreat on this topic will be planned in the fall. She reminded Directors that they will be presented with a budget for approval at the March Board meeting, pending approvals from the Ministry of Health and Long-Term Care and the Mississauga Halton Local Health Integration Network. She requested that Directors review the new Strategic Plan in advance of the meeting.

The CEO also provided an update on the post construction operating plan (PCOP) discussions.

4.3 **Report of Chief of Staff**

The COS acknowledged the warm welcome he has received since starting the role full time in February. He also reviewed highlights from his written report.

5.0 Update from The Credit Valley Hospital Foundation and Trillium Health Centre Foundation

s.65 (8) (5.4)

6.0 Strategic Direction

There was no business to address under this item.

7.0 Integration

There was no business to address under this item.

8.0 Excellent Management

8.1 Human Resources Committee

s.65 (6)

9.0 Program Quality and Effectiveness

9.1 Medical Advisory Committee

Dr. Dante Morra reported that there have been no critical incidents reported since the last meeting.

9.2 Program Chief Appointments

s.65 (6)

CARRIED

10.0 Financial and Organizational Viability

10.1 Finance and Audit Committee

Ms. Joanne Rogers, Vice Chair of the Finance and Audit Committee, reviewed the briefing materials, as pre-circulated, for the Finance and Audit Committee motion below. s.21

MOVED by Ms. Joanne Rogers and seconded by Mr. Wayne Bossert that the Board approves the Financial Statements as presented for the period ended December 31, 2012.

CARRIED

11.0 Ensure Board Effectiveness

11.1 Governance Committee

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

s.65 (8.1) (c)

CARRIED

MOVED by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board of Directors approves the draft Intellectual Property Policy in principle, subject to engagement across the organization and final review by the Board of Directors.

CARRIED

MOVED by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board of Directors approves the establishment of a Research, Innovation and Education Committee and its draft Terms of Reference in principle, subject to further review by the Research, Innovation and Education Committee and the Governance Committee, and final review by the Board of Directors.

CARRIED

Management responded to inquiries from the Board with respect to the affiliation agreement and the policies referenced within.

MOVED by Mr. Edward Sellers and seconded by Mr. Lee Stem that the Board approves the Toronto Academic Health Science Network Associate Member Hospital Affiliation Agreement with the University of Toronto, as drafted.

CARRIED

The Board was presented with a naming proposal for the Neo Natal Intensive Care unit at the Mississauga Hospital. Upon discussion of this matter, it was agreed that the CEO would have further dialogue with Mr. Steve Hoscheit, President and CEO, Trillium Health Centre Foundation before the proposal would be voted on by the Board.

Dr. Dante Morra declared a conflict of interest for the following matter and excused himself from the meeting.

MOVED by Mr. Edward Sellers and seconded by Mr. Fred Kuntz that the Board approves the appointment of Dr. Dante Morra, as Chief of Staff, to the role of Board Delegate, accountable for managing the Board's accountabilities concerning the Research Ethics Board, as outlined in Board Policy III-10 Research, for the term effective February 1, 2013 until the first Board meeting following the Annual General Meeting in June 2014.

CARRIED

Dr. Dante Morra re-joined the meeting.

MOVED by Mr. Edward Sellers and seconded by Ms. Pam Turner by that the Board approves the revised Board Policy V-A-5 Guidelines for the Selection of Directors.

CARRIED

12.0 Risk Management

There was no business to address under this item.

13.0 Professional Staff Association

Dr. Naveen Dayal, President of the Professional Staff Association (PSA) reported that the association's next business meeting will take place on March 28, 2013. He also reported that the PSA has provided financial support for the Chief's Celebration on March 7, 2013.

14.0 External Relationships

There was no business to address under this item.

14.1 Government Relations Plan

This item was deferred to the next meeting.

15.0 Adjournment

The Chair concluded the meeting by outlining three significant transformation items that the Board has recently progressed: establishing the research institute, ^{s.18 (1) (f)} approving the affiliation agreement with the University of Toronto in order to advance the research and teaching strategies.

MOVED by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the meeting be adjourned.

CARRIED

The Board of Directors meeting was adjourned at 8:15 p.m.

15.0 In Camera Meeting

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

Board Approved: March 26, 2013