

Board of Directors Meeting Minutes

Thursday, January 16, 2014

Elected Directors	Mr. Alan Torrie (Chair), Mr. Wayne Bossert, Mr. Chitwant Kohli, Mr. Tim McGuire, Mr. Perry Miele, Ms. Stacey Mowbray, Ms. Joanne Rogers, Mr. Edward Sellers, Mr. Lee Stem, Ms. Karen Wensley
Ex-Officio Directors	Ms. Michelle DiEmanuele, Ms. Kathryn Hayward-Murray, Dr. Dante Morra, Dr. David Perkins, Dr. Sarita Verma, Dr. Bill Wong
Senior Management Team	Ms. Patti Cochrane, Ms. Krista Finlay, Mr. Stephen Hall, Dr. Norman Hill, Mr. Steve Hoscheit, Ms. Tara McCarville, Dr. Craig McFadyen, Ms. Morag McLean, Mr. Ron Noble
Resource	Ms. Sarah Patterson-Snell
Guest(s)	Ms. Leslie Ashley, Director, Research and Innovation Office Mr. David Longley, Director, Construction, Capital Planning and Redevelopment Mr. Dean Martin, Chief Financial Officer Ms. Lalitha Raman-Wilms, University of Toronto Mr. Laurie Rivet, Executive Lead, Business Development, Research and Innovation Office Ms. Christine Stead, Executive Strategist, Blue Cottage Consulting Ms. Nicole Vaz, General Counsel Mr. Gavin Wardle, Director Preyra Solutions
Regrets	Mr. Sacha Ghai, Mr. Nicholas Zelenczuk, Ms. Michele Darling

* Join by teleconference

Prior to the Board meeting, Mr. Gavin Wardle provided an education session on Quality Based Procedures / Health-Based Allocation Model Funding. The Board discussed specific recommendations for Trillium Health Partners to ensure maximum financial performance under these models. The Board requested trending data with respect to the difference between growth and the increase in funding received between 2011/12 and 2013/14.

1.0 Call to Order

The Chair called the Board of Directors meeting to order at 4:50 p.m. and confirmed quorum. He welcomed Mr. Dean Martin, the hospital's new Chief Financial Officer as well as Ms. Lalitha Raman-Wilms, Associate Dean, Professional Programs at the University of Toronto who attended the meeting as a guest of Dr. Sarita Verma.

1.1 **Approval of Agenda**

MOVED by Mr. Wayne Bossert and seconded by Ms. Karen Wensley that the agenda for the January 16, 2014 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. There were no conflicts declared by the membership.

2.0 **Consent Agenda**

The Chair drew the Board's attention to the following blotter items within the Consent Agenda:

- Item 2.2.4 Human Resources Committee Minutes of the October and December 2013 meetings
- Item 2.2.6 Research, Innovation and Education Committee Minutes of the October 2013 meeting
- Item 2.2.7 Medical Advisory Committee Minutes of the December 2013 meeting
- Item 2.3 Professional Staff Privileges

It was noted that the HR Quarterly Report was removed from the Consent Agenda.

Dr. Dante Morra advised of the following two new appointments from the December Medical Advisory Committee meeting that were added to the professional staff privileging recommendation within the Consent Agenda (Item 2.3):

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The Chair advised that the membership in the Nominations Sub-Committee will include Mr. Lee Stem.

MOVED by Mr. Tim McGuire and seconded by Mr. Lee Stem that the Consent Agenda for the January 16, 2014 Board of Directors meeting, be approved, as amended.

CARRIED

3.0 **Strategy**

3.1 **Master Program Stage 1A**

Mr. David Longley, Ms. Christine Stead and Mr. Gavin Wardle joined the meeting for this item.

Mr. Ron Noble provided an overview of the pre-circulated materials. He responded to Directors' inquiries with respect to the key stakeholders and decisions to be made at each stage of the process, the inclusion of considerations for medical learners, and the development of an Urgent Care Centre as part of the program.

MOVED by Ms. Joanne Rogers and seconded by Ms. Karen Wensley that the Board approves the master program development per scenario 3b resulting in a net new addition of 955 adjusted beds over 20 years and the master planning assumptions, as presented.

CARRIED

3.2 **Strategic Oversight and Governance Processes**

Mr. Lee Stem led a discussion of this item.

Proposed Risk and Strategy Committee

- Further consideration will be given to the naming of this committee in order to appropriately reflect its purpose
- It was suggested that the name of the committee be Strategic Innovation and Risk Management Committee
- “Innovation” will be included as one of the key areas of responsibility for this committee
- It was agreed that longer, more frequent, meetings will be required for this committee in order to achieve its full mandate
- The Board discussed options to incorporate research and education into other committees or as a sub-committee of the Risk committee

Proposed Governance and Human Resources Committee

- The Board discussed options for the name of this committee as well as potential conflicts that may arise between Human Resources matters and governance issues

Proposed Quality and Programs Committee

- It was agreed that the name of this committee will be amended to Quality and Program Effectiveness

The CEO responded to an inquiry with respect to the Executive Leads for the new committees as well as the benchmarking activity completed in reaching this recommendation.

The Directors discussed options for ensuring they receive the appropriate volume, as well as content of material needed to make decisions.

At the February Board meeting, the Governance Committee will bring forward recommendations for:

- the names of the committees;
- corporate by-law amendments; and
- Board policy revisions.

It was agreed that the interim membership of the committees (until June 2014) will consist of the sum total of the membership of the legacy committees. The Nominations Sub-Committee will provide a recommendation for leadership and membership in all committees as part of its annual work plan in preparation for the Annual General Meeting in June.

MOVED by Mr. Lee Stem and seconded by Mr. Tim McGuire that the Board approves an initiative to improve the Board of Directors strategic oversight of the corporation and execution of more efficient governance processes through implementation of the following initiatives, effective immediately:

- Commitment to improved execution of the governance best practice known as the Consent Agenda and consistent Briefing Note format to ensure relevant information is shared with the Board;
- Streamlined committee structure consisting of four standing committees that will cover responsibility for matters related to Governance and Human Resources (newly merged), Finance and Audit, Quality and Programs, and Risk, Strategy, Research, Innovation and Education (newly merged) with a recommendation on the names of the committees to come forward at the February 2014 Board meeting;
- Interim leadership and membership of the newly merged committees through to June 2014, as drafted;
- Overall mandate of the newly merged committees, as drafted with the specific Terms of Reference and Work Plans to be developed by the new committees at their inaugural meetings;

- and
- The transition Board and committee meeting schedule to June 2014, as drafted, subject to confirmation by the Committee Chairs, with the revised meeting schedule to take effect in July 2014, as drafted.

CARRIED

Transition Meeting Schedule

The Finance and Audit Committee and the Quality Committee will continue to meet as scheduled through to June 2014.

The Executive Leads of the newly merged committees will establish dates for meetings through to June 2014 in partnership with the Chairs.

All Board members will receive a complete schedule of meetings through to June 2014.

Dr. Perkins joined the meeting at 5:30 p.m.

3.3 Information Technology Business Case

The Chair drew the Board's attention to the Blotter items that were provided for this item.

Mr. Stephen Hall provided an overview of the request for approval of funding for Phase 1 of the New Hospital Information System Project. He responded to the Directors' inquiries regarding the timeline for completion of Phase 1 and the project milestones with respect to subsequent requests for funding, gated decision making and reporting to the Board, as well as the source of funding, and the ability for the new system to connect with other academically affiliated institutions.

MOVED by Mr. Edward Sellers and seconded by Mr. Lee Stem that the Board approves the allocation of \$1.6M in capital for fiscal 2014/15, for Phase 1 of the New Hospital Information System Project.

CARRIED

3.4 Research Institute

Ms. Leslie Ashley and Mr. Laurie Rivet joined the meeting for this item. The CEO acknowledged their work on the research file.

Mr. Laurie Rivet reviewed a PowerPoint presentation that outlined the recommendation for the revised name of the Research Institute.

Mr. Tim McGuire provided an overview of the Research, Innovation and Education Committee's discussion on this matter.

MOVED by Mr. Tim McGuire and seconded by Ms. Joanne Rogers that the Board approves the name and the logo of the *Trillium Health Partners Institute for Better Health*.

CARRIED

4.0 Quality

4.1 Quality and Performance Monitoring Committee

The Chair drew the Board's attention to the Blotter items that were provided for this item.

Dr. Norman Hill provided two patient stories that demonstrated the extra effort of staff and dedication of families in caring for patients with complex needs as well as the system challenges in this regard. The Board discussed the challenges associated with alternate level of care patients as well as the responsibility associated with treating social, emotional and physical health.

Ms. Karen Wensley reviewed the PowerPoint presentation circulated in the meeting materials on the matter of the 2014/15 Quality Improvement Plan. Management responded to the Directors' inquiries with respect to publicly reported metrics as well as the significant improvement in ED wait times results over the past year.

5.0 Reporting

5.1 Report of Chair

The Chair provided the following report:

- In follow up to a previous Board discussion, the CEO and Chief of Staff have suggested a process for updating the Board on professional staff issues while ensuring a fair Board hearing process. The Governance Committee will review and report back to the Board at an upcoming meeting.
- The annual Board renewal process will be underway shortly and the Board will be kept apprised of progress through the Governance Committee.

5.2 Report of President and CEO

The Chair drew the Board's attention to the Blotter items that were provided for this item.

The CEO provided the following report:

- Upcoming announcement regarding a 5-year, multi-faceted, medical psychiatry strategy in partnership with the University of Toronto, Centre for Addiction and Mental Health and The Hospital for Sick Children. She acknowledged Dr. Rose Geist for her efforts on this project. The Board will receive regular reports on this initiative.
- The final award with respect to the Accreditation survey is pending.
- Partnership initiatives underway with the Mississauga Halton Community Care Access Centre and Women's College Hospital.
- There are capacity challenges across all sites at this time. The CEO assured the Board that the risk is being managed; however, effort is underway, in partnership with the Ministry of Health and Long-Term Care (MOHLTC) and the Mississauga Halton Local Health Integration Network, to develop mitigation strategies. The Board will be involved in the stakeholder management strategy on this issue in the near term. Management responded to the Directors' inquiries regarding the communication strategy with the community in terms of alternate treatment options, as well as regional capacity challenges. The Board requested more information on the effect of community-based specialty clinics and the Independent Health Facilities policy of the MOHLTC on reducing system burden.
- Acknowledgement of Dr. Craig McFadyen and the significant improvement in the rating of the Regional Cancer Centre.

5.3 Report of Chief of Staff

The Chair drew the Board's attention to the Blotter items that were provided for this item.

The Chief of Staff provided the following report:

- Acknowledgement of the CEO's leadership with respect to the Accreditation survey.
- Task Force of the Medical Advisory Committee is reviewing medical quality of care at the

- hospital and more information will be brought to the Board at an upcoming meeting.
- Diagnostic Imaging Review is nearing completion. Acknowledgement of the team that worked on this project. Evaluation and lessons learned are being completed at this time.
- An Information Technology (IT) Fair was recently held for the Professional Staff.
- Award ceremonies and recognition events for teaching and education are being planned. Board support for these events is appreciated.

5.4 **Professional Staff Association**

Dr. Bill Wong provided the following report from the recent Professional Staff Association meeting:

- Increasing the focus on IT for professional staff and connecting them to the hospital's technology system. Acknowledgement of Stephen Hall for his efforts on this project.
- Involvement of the professional staff in the master planning process.
- Acknowledgement of the hospital for its operational efficiency.
- Acknowledgement of the Board and management for the stakeholder management strategy and government relations plan.

6.0 **Committees**

6.1 **Committee Approvals and Updates**

Finance and Audit Committee

Mr. Chitwant Kohli referenced the pre-circulated materials. He noted the recent recognition of \$23M in Post Construction Operating Plan funding into revenue up to FY 2011/2012.

MOVED by Mr. Chitwant Kohli and seconded by Mr. Edward Sellers that the Board approves the Financial Statements as presented for the period ended November 30, 2013.

CARRIED

Human Resources Committee

The Chair drew the Board's attention to the Blotter items that were provided for this item.

Mr. Wayne Bossert provided an overview of the process of setting goals and objectives as well as the impetus for the revisions presented for FY 13/14. It was agreed that the appropriate Board committee will be consulted during future planning phases for advice on the appropriateness of the CEO and Chief of Staff goals and objectives relevant to its area of responsibility.

The Board discussed the thresholds associated with the rating scale and the need to incorporate flexibility in future years.

MOVED by Mr. Wayne Bossert and seconded by Mr. Tim McGuire that the Board approves the recommended:

1. Revised Leadership Evaluation Manager (LEM) rating scale,
2. An additional leadership goal for 2013/14,
3. Revised translation of the LEM rating scale to performance-based pay for 2013/14.

CARRIED

7.0 Adjournment

The Chair acknowledged the senior leadership team for their efforts in managing through this difficult time of year at the hospital.

MOVED by Mr. Wayne Bossert and seconded by Ms. Karen Wensley that the meeting be adjourned.

CARRIED

The Board of Directors meeting was adjourned at 8:00 p.m.

In Camera Meeting

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

Board approved: February 20, 2014