

## Board of Directors Meeting Minutes

Thursday, January 17, 2013

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

An education session was held prior to the Board meeting. Mr. Saäd Rafi, Deputy Minister, Ministry of Health and Long-Term Care who provided a presentation on Health System Pressures and Reforms.

### 1.0 Call to Order

The Chair called the Board of Directors meeting to order at 5:40 p.m. and confirmed quorum.

### 1.1 Approval of Agenda

The members reviewed the agenda.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the agenda for the January 17, 2013 Board of Directors meeting, be approved as circulated.

**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 following documents were included as blotter items at the meeting, as part of the consent agenda:

- Minutes of the December 2012 Human Resources Committee meeting;
- Minutes of the January 2013 Quality and Performance Monitoring Committee meeting;
- Minutes of the December 2012 Medical Advisory Committee meeting; and
- Privileging recommendations.

**MOVED** by Ms. Pam Turner and seconded by Mr. Edward Sellers that the Consent Agenda for the January 17, 2013 Board of Directors meeting, be approved, as amended.

**CARRIED**

The Chair noted that this meeting was the last one that Dr. Mathias Gysler and Dr. Gopal Bhatnagar will attend as site Chiefs of Staff. He recognized them for their valuable contributions to Board discussions and for their wisdom, enthusiasm and leadership. A formal recognition event is being planned in late February and the Board will receive further information as it becomes available.

## 3.0 **Quality & Patient Safety**

### 3.1 **Accreditation 101**

An education session was presented to the Board in preparation for the Accreditation activities taking place prior to the survey in November 2013. Directors were provided with a toolkit to assist them in preparing for the process.

Management responded to the Directors' inquiries with respect to the Accreditation process as well as the two governance surveys to be completed. The Board Office will provide the survey links and log-in information to all Directors by email.

### 3.2 **Quality and Performance Monitoring Committee**

Directors received a patient story which highlighted issues of system capacity and clinical appropriateness and the importance of integrated care.

Ms. Patti Cochrane provided an update on the Quality Improvement Plan (QIP) dimension of "integrated." Management responded to the Directors' inquiries with respect to the collection of data to identify high users.

Ms. Krista Finlay provided an update on the QIP dimension of "patient centred." Management responded to the Directors' inquiries regarding the hourly patient rounding initiative.

The Quality and Performance Monitoring Committee will continue to monitor the results of the QIP initiatives closely and update the Board regularly.

## 4.0 **Reports**

### 4.1 **Chair's Report**

The Chair provided an update on activities underway regarding the nominations process including key components and milestones over the next four months in preparation for the Annual General Meeting. It was noted that the skills assessment tool will be refined to result in a clearer overall picture of the gaps that exist on the Board. The CEO and COS will provide comment on skills that are required of Directors in order to achieve the organization's strategic objectives going forward. A nominations sub-committee will be established to lead the recruitment phase of the process and will include the CEO. It was noted that diversity is a key consideration in the recruitment of new Board members.

The Chair also reported that the Board Chairs of the Foundations have been invited to the February Board meeting to provide an update on their affiliation activities. A strategy with respect to the future structure of the Foundations is expected shortly.

#### **4.2 *President and CEO Report***

The CEO reported on the following items:

- Chief of Staff orientation and areas of key focus;
- Post Construction Operating Plan (PCOP) funding update;
- Health Links;
- Flu outbreak – she acknowledged the clinical leadership for their efforts in managing the recent outbreak;
- Medical school capital funding update;
- Retail management strategy; and
- Financial update.

##### **4.2.1 *President & CEO's Goals and Objectives***

The Board members received the report. It was noted that this is a quarterly update, for information purposes.

#### **5.0 Strategic Direction**

There was no business to address under this item.

#### **6.0 Integration**

There was no business to address under this item.

#### **7.0 Excellent Management**

There was no business to address under this item.

#### **8.0 Program Quality and Effectiveness**

##### **8.1 *Medical Advisory Committee***

Dr. Mathias Gysler reported that there have been no critical incidents reported since the last meeting.

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**CARRIED**

## **9.0 Financial and Organizational Viability**

### **9.1 Finance and Audit Committee**

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

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. Lee Stem that the Board approves the Financial Statements as presented for the period ended November 30, 2012.

**CARRIED**

Ms. May Chang provided highlights of the pre-circulated materials with respect to the service planning exercise which is a three pronged process that includes aligning activities with the strategy, developing a budget and planning and implementing as one organization. She reviewed constrained funding and sustained growth in the community, quality based procedures and the expected gap given revenue and cost assumptions. It was noted that the service planning exercise will result in a menu of options for the Board's consideration and a budget for fiscal year 2013/2014 for approval. This will be presented at the March Finance and Audit Committee and Board meetings.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Ms. Joanne Rogers that the Board directs management to deliver a balanced budget at the GAAP definition for fiscal year 2013/2014.

**CARRIED**

Mr. Ron Noble provided an overview of the kitchen redevelopment project as well as the phase III project noted below and responded to the Directors' inquiries.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Ms. Joanne Rogers that the Board approves the hospital to proceed with detailed design, tender and construction of the Mississauga Hospital kitchen redevelopment.

**CARRIED**

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Ms. Pam Turner that the Board approves the hospital to proceed with the detailed design phases and advance the Credit Valley Hospital Phase III project to RFP readiness.

**CARRIED**

Ms. Karen Wensley left the meeting at 7:57 p.m.

Mr. Ron Noble provided an overview of the agreement.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. William Rogers that the Board approves the Memorandum of Understanding (MOU) and authorizes the CEO and Board Chair to sign the proposed MOU to initiate the hospital's Phase III project with Infrastructure Ontario and the Ministry of Health and Long-Term Care.

**CARRIED**

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Ms. Joanne Rogers that the Board approves the Audit Service Plan and the audit fee for Trillium Health Partners.

**CARRIED**

## **10.0 Ensure Board Effectiveness**

### **10.1 Governance Committee**

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

**MOVED** by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board approves the revised Medical/ Professional Staff Credentialing Policy

**CARRIED**

Mr. Nicholas Zelenczuk provided an overview of the Investment Policy.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Nicholas Zelenczuk that the Board approves the Investment Policy.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board approves Board Policy II-9 Chief of Staff Direction.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board approves Board Policy II-11 Chief of Staff Performance Management and Evaluation.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board approves Board Policy II-12 Chief of Staff Compensation.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Mr. Nicholas Zelenczuk that the Board approves the appointment of Dr. David Perkins as the Professional Staff representative on the Finance and Audit Committee, effective February 1, 2013 to June 6, 2013.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Ms. Joanne Rogers that the Board approves the full Board assessment and individual Board member assessment questions for the online evaluation surveys, as drafted.

**CARRIED**

## **11.0 Risk Management**

There was no business to address under this item.

## **12.0 Professional Staff Association**

Dr. Naveen Dayal reported that the next Professional Staff Association meeting is March 28, 2013.

### **13.0 External Relationships**

There was no business to address under this item.

### **14.0 Adjournment**

**MOVED** by Mr. Fred Kuntz and seconded by Ms. Pam Turner that the meeting be adjourned.

**CARRIED**

The Board of Directors meeting was adjourned at 8:07 p.m.

### **15.0 In Camera Meeting**

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

**Board Approved: February 21, 2013**