

## **Board of Directors Meeting Minutes**

**Tuesday, March 26, 2013**

<b>Elected Directors</b>	Mr. Alan Torrie (Chair), Mr. Sacha Ghai, Mr. J. Fred Kuntz, Mr. Tim McGuire, Ms. Joanne Rogers, Mr. Edward Sellers, Mr. Neil Skelding, 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. Dante Morra, Dr. Sarita Verma, Dr. Bill Wong
<b>Senior Management Team/Guests</b>	Ms. Patti Cochrane, Ms. Karli Farrow, Ms. Krista Finlay, Mr. Stephen Hall, Mr. Steve Hoscheit, Dr. Craig McFadyen, Ms. Morag McLean, Mr. Ron Noble  Ms. Simone Harrington, Director, Strategy Management and Project Management Office Mr. Mike Heenan, Associate Vice President, Quality and Enterprise Risk Ms. Alison Mullett, Director, Financial Planning
<b>Resource</b>	Ms. Sarah Patterson-Snell
<b>Regrets</b>	Mr. Wayne Bossert, Mr. William Rogers, Dr. Norman Hill

\* Join by teleconference

### **1.0 Call to Order**

The Chair called the Board of Directors meeting to order at 4:00 p.m. and confirmed quorum.

#### **1.1 Approval of Agenda**

The members reviewed the agenda. No revisions were made.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Neil Skelding that the agenda for the March 26, 2013 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**

**MOVED** by Mr. Lee Stem and seconded by Ms. Karen Wensley that the Consent Agenda for the March 26, 2013 Board of Directors meeting, be approved.

**CARRIED**

### **3.0 Quality & Patient Safety**

#### **3.1 Quality and Performance Monitoring Committee**

Mr. Mike Heenan joined the meeting for this item.

##### *2013-2014 Quality Improvement Plan*

Mr. Tim McGuire, Chair of the Quality and Performance Monitoring Committee provided an overview of the draft 2013-2014 Quality Improvement Plan (QIP). While this plan is for the upcoming fiscal year, ideally future QIPs will be multi-year in nature. He and management responded to the Directors' inquiries with respect to the execution of the initiatives outlined in the plan as well as the driver diagram for the goal of reducing unplanned readmissions. During the fiscal year, the committee will examine each goal in more depth during its discussions with a focus on how each goal is inter-related and monitoring the impact of the improvements over time. It was noted that the goals in the QIP are closely linked to the strategic plan.

**MOVED** by Mr. Tim McGuire and seconded by Mr. Sacha Ghai that the Board approves the 2013-2014 Quality Improvement Plan, as presented.

**CARRIED**

##### *Patient Story*

Ms. Kathryn Hayward-Murray relayed a patient story that focused on a complex transition from hospital to home and the importance of the hospital's partnerships in this activity. The Directors discussed this story as it relates to the high users of the system as well as reduced funding for community services. Discussions are ongoing with the hospital's partners to focus efforts in three or four areas that are working well and make the best use of limited resources.

### **4.0 External Relationships**

#### **4.1 Government Relations Plan**

Ms. Krista Finlay reviewed the PowerPoint presentation that was pre-circulated. It was emphasized that the government relations plan is part of a stakeholder management strategy that is under development and will be shared with the Board through the Risk Management Committee in May.

Highlights of the discussion included:

- coordination of the government relations plan within the organization;
- relationship between this plan and the strategic plan;
- further development required on the specific initiatives that will achieve the strategies outlined in the government relations plan;
- specifics of the MH LHIN's role in this plan; and
- importance of a grass roots connection with the community in this plan.

It was agreed that the Board will receive regular updates on the government relations plan and that further information will be provided with respect to the specific initiatives that will be executed to achieve the plan.

### **5.0 Reports**

## 5.1 **Report of Chair**

The Chair provided the following report:

- Congratulations to Steve Hoscheit on his recent appointment as Shared President and CEO, Credit Valley Hospital Foundation and Trillium Health Centre Foundation;
- Governance Committee is reviewing the request made by the Credit Valley Hospital Foundation at the last Board meeting to have a seat on the hospital Board;
- Update from the Nominations Sub-Committee including engagement of Promeus Inc. to conduct the executive search for potential Director candidates, upcoming conversations with each Director to confirm his/her intentions for future service on the Board as well as initiation of the process to select the next Vice Chair;
- Public Sector Salary Disclosure report will be issued on March 28, 2013 and the Chair will be the spokesperson for the hospital; and
- April Board meeting has been cancelled and a teleconference will be arranged should an urgent matter arise.

## 5.2 **Report of President and CEO**

The CEO noted a correction to page 3 of her report, specifically with respect to the announcement of the Research Chairs in Cardiac Health System Leadership and Women's and Children's Health System Leadership. The updated report has been posted to the Board portal.

The CEO provided the following report:

- update on Post Construction Operation Plan (PCOP) negotiations;
- upcoming report on CBC's *Marketplace* regarding parking at hospitals;
- work on the Master Plan has begun and will be overseen by the Finance and Audit Committee;
- update from a recent meeting of the CEO and Chief of Staff with Dr. Catharine Whiteside and Dr. Sarita Verma regarding the academy of medicine and the delivery model for education; and
- 2012-2013 budget update.

Management responded to the Directors' inquiries with respect to the appendix to the CEO Report on medical education.

## 5.3 **Report of Chief of Staff**

Dr. Dante Morra reviewed the highlights of his report. He responded to the Directors' inquiries with respect to delivery of the medical education program and revenue generation opportunities in the area of research. It was noted that the Foundations have been instrumental partners in this area.

In response to a request from the Board, it was clarified that the 2013-2014 goals and objectives for the CEO and Chief of Staff will include details of the initiatives that fall within the education and research areas.

## 6.0 **Strategic Direction**

### 6.1 **Service Planning**

Ms. Simone Harrington and Ms. Alison Mullett joined the meeting for this item.

The CEO reviewed highlights from the PowerPoint presentation that was pre-circulated.

Mr. Nicholas Zelenczuk, Chair of the Finance and Audit Committee reported that the Finance and Audit and Risk Management Committees held a joint meeting to review this issue. It was reiterated that this process involved the engagement of leaders across the organization. Both committees felt confident in

the organization's ability to implement this plan.

s.18 (1) (f)

The 2013-2014 balanced budget will be prepared based on this plan and presented to the Finance and Audit Committee for review and recommendation to the Board.

Mr. Neil Skelding, Chair of the Risk Management Committee, reported that the joint committee meeting also reviewed the risks and mitigation strategies of this plan. As a result of that discussion, management has ranked the risks and he concurs with the ranking.

s.18 (1) (f)

The Board will receive further education on areas of strength that currently exist with respect to Centres of Excellence.

**MOVED** by Mr. Neil Skelding and seconded by Ms. Joanne Rogers that the Board approves a 2013-2014 budget balanced at the GAAP definition that maintains current ratio at 0.9 including in respect of the service arrangements contemplated in the presentation slide deck for consideration.

**CARRIED**

The Board commended management for the quality of the material provided on this matter and thanked them for their efforts and hard work in this regard. The CEO acknowledged Ms. Simone Harrington who led this project.

## **7.0 Integration**

There was no business to address under this item.

## **8.0 Excellent Management**

### **8.1 Human Resources Committee**

Ms. Karen Wensley, Chair of the Human Resources Committee, reviewed the briefing materials, as pre-circulated, for the Human Resources Committee motion below.

s.65 (6) (3)

**CARRIED**

## **9.0 Program Quality and Effectiveness**

### **9.1 Medical Advisory Committee**

This item was included in the Chief of Staff Report.

## 9.2 **Program Chief Appointments**

Dr. Dante Morra provided a brief biography of the candidate that highlighted his medical leadership experience. He responded to inquiries with respect to the appointment term.

**MOVED** by Dr. Dante Morra and seconded by Mr. Neil Skelding that the Board of Directors approves the appointment of the following Professional Staff member to the role of Program Chief, and the Board of Directors confirms that the Program Chief is the Chief of Department for the purposes of the Professional Staff By-Law:

- Dr. Craig Irish, Program Chief, Anaesthesia, 2 year term

**CARRIED**

## 10.0 **Financial and Organizational Viability**

### 10.1 **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 motion below.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. Tim McGuire that the Board approves the Financial Statements as presented for the period ended January 31, 2013.

**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 motion below.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Fred Kuntz that the Board approves the description of each area of skill, expertise and experience included in Board Policy V-A-5 *Guidelines for the Selection of Directors*, as drafted.

**CARRIED**

#### *Full Board Evaluation Results*

Mr. Edward Sellers reviewed the areas for opportunity and improvement from the survey results, including the committee's interpretation of the results.

Dr. Dante Morra declared a conflict and left the meeting at 7:15pm. He rejoined the meeting at 7:25pm.

As a result of the discussion, the following suggestions for changes in practice were received:

- committee chairs will outline the pros and cons of the discussion that took place on each matter at the committee level when s/he is presenting a motion for Board approval;
- committee membership will be rotated regularly to ensure all Directors have experience on each committee;
- all items on the Board agenda will be clearly related to the strategy; and
- Board members will receive education on internal controls.

Management will develop an action plan to address these areas for opportunity and present it to the Governance Committee for review. The Board will receive the plan for information.

#### *Accreditation Governance Survey Results*

Mr. Edward Sellers reviewed three areas that were identified as yellow flags in the survey results.

The action plan will be updated to include the process for improving individual effectiveness when nonperformance is an issue.

It was agreed that the stakeholder management strategy will include Board member engagement with the hospital's stakeholders and its multicultural community.

The Board requested that more information be disclosed publicly with respect to performance results against the strategic plan, QIP, etc.

## **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 next business meeting will be held on March 28, 2013. Dr. Morra will address the association for the first time.

Dr. Bill Wong, Vice President of the PSA reported on the following additional items that are included in the PSA's meeting on March 28, 2013:

- medical leadership introduction;
- recruitment of a new Treasurer for the association;
- medical education and research funding update; and
- mobile multi-platform communications, presented by Steve Hall.

## **14.0 Adjournment**

On behalf of the Board, the Chair acknowledged the senior leadership team for a successful fiscal year.

In follow up to his update from the Nominations Sub-Committee, he emphasized that the diversity of the community is a priority for Board renewal this year. He also reported that the sub-committee may not have a recommendation on new Directors in time for the Annual General Meeting in June. He anticipates that the sub-committee will conclude their deliberations and bring forward a recommendation to the Board for approval before the summer.

**MOVED** by Ms. Joanne Rogers and seconded by Mr. Fred Kuntz that the meeting be adjourned.

**CARRIED**

The Board of Directors meeting was adjourned at 7:40 p.m.

## **15.0 In Camera Meeting**

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

**Board Approved: May 30, 2013**