

## Board of Directors Meeting Minutes

Thursday, May 30, 2013

<b>Elected Directors</b>	Mr. Alan Torrie (Chair), Mr. Wayne Bossert, Mr. Sacha Ghai*, Mr. J. Fred Kuntz, Mr. Tim McGuire, Mr. William 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. Bill Wong
<b>Senior Management Team/Guests</b>	Ms. Patti Cochrane, Ms. Karli Farrow, Ms. Krista Finlay, Mr. Stephen Hall, Dr. Norman Hill, Mr. Steve Hoscheit, Dr. Craig McFadyen, Ms. Morag McLean, Mr. Ron Noble  Ms. Michele Darling, Board Chair, Credit Valley Hospital Foundation Ms. Nicole Vaz, Director, Corporate Affairs and Legal Counsel
<b>Resource</b>	Ms. Sarah Patterson-Snell
<b>Regrets</b>	Ms. Joanne Rogers, Dr. Sarita Verma

### 1.0 Call to Order

The Chair called the Board of Directors meeting to order at 4:05 p.m. and confirmed quorum.

#### 1.1 Approval of Agenda

A revised agenda was provided as a blotter item.

**MOVED** by Ms. Pam Turner and seconded by Ms. Karen Wensley that the agenda for the May 30, 2013 Board of Directors meeting, be approved, as amended.

**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 noted that a revised version of the Full Board Assessment Action Plan was provided as a

blotter item under the consent agenda:

**MOVED** by Mr. Wayne Bossert and seconded by Mr. Neil Skelding that the Consent Agenda for the May 30, 2013 Board of Directors meeting, be approved, as amended.

**CARRIED**

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

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

Mr. Tim McGuire, Chair, Quality and Performance Monitoring Committee led a discussion of the pre-circulated materials.

He reviewed the status of each quality dimension as outlined in the Big Dot Report. He noted that the indicator for the safety dimension will be revised to include other indicators, such as central line infection rates, in addition to C.Difficile Infection rates. He recognized the team for the positive results reported in hand hygiene compliance.

Management responded to inquiries with respect to the Alternate Level of Care (ALC) rate, time to inpatient bed indicator and updated the Board with respect to bed requirements in the Mississauga Halton Local Health Integration Network (LHIN) as well as the need for further redevelopment of the hospital in order to accommodate the demand for services in the future.

Management will review the measurement in each indicator.

Mr. Nicholas Zelenczuk joined the meeting at 4:50 p.m.

Mr. McGuire provided a high level overview of the results in Emergency Department (ED) wait times and readmission rates and noted the direct link of these two indicators to achieving the strategic priority of right care, right place, right time. With respect to ED wait times, he noted the key drivers as well as feedback on the strategies from staff and physicians.

He emphasized that longer term strategies are required in order to achieve success. The Quality and Performance Monitoring Committee will work toward this in the coming year.

Management responded to an inquiry with respect to the integration of the province's Health Links initiative into hospital operations. It was agreed that an overview on Health Links will be provided to the Board in the Fall. Dr. Daien will be invited to participate.

Ms. Karli Farrow provided an update on preparations for the Accreditation survey in November. Management responded to inquiries on the Required Organizational Practices Dashboard and confirmed that tools are in place to support the leadership in their preparations. The Risk Management Committee will be provided with status updates over the summer.

### **4.0 Reports**

#### **4.1 Report of Chair**

The Chair welcomed Ms. Nicole Vaz, Director, Corporate Affairs and Legal Services and noted that she will attend Board meetings going forward.

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

### *2013/2014 Goals and Objectives*

The Chair acknowledged the Human Resources Committee, led by Ms. Karen Wensley, for the time and effort in partnership with the CEO and Chief of Staff (COS) in developing the goals and objectives for the fiscal year.

The CEO reviewed the key accomplishments from 2012/2013 as well as the proposed goals and objectives for 2013/2014 in alignment with the strategic journey of the hospital. She emphasized the importance of building a strong foundation in order to achieve success. Many of the goals and objectives proposed for the fiscal year are instrumental in building that foundation. She and Dr. Dante Morra drew the Board's attention to the fact that the goals and objectives for the CEO and COS are combined given the correlation between the two in order to advance the transformation work at the hospital.

The Chair noted that the results of the full Board assessment indicated that the Directors felt that more time should be spent discussing strategic issues at the Board table. He proposed that this could be improved by focusing discussions at Board meetings on execution of the strategies as translated through updates on goals and objectives. These discussions would include anticipating and addressing issues that will impact the strategies. He suggested using the one page slide that outlines the goals and objectives at each Board meeting as a means to focus the Board on these strategic matters.

Highlights of the Board discussion on this topic included:

- the anticipated timeline to completion of the foundation-building phase;
- accreditation as an indication of the organization's response to change;
- prioritization of initiatives; and
- key obstacles to achieving the goals including factors affecting funding, foundational investments required in information technology (IT), readiness for change, accreditation readiness, political environment, and uncertainty with respect to Post Construction Operating Plan funding.

Management will work with the Board Chair over the summer to develop a plan for ensuring strategic discussions at the Board table as well as considerations with respect to the committees.

**MOVED** by Ms. Karen Wensley and seconded by Mr. William Rogers that the Board of Directors approves the 2013/2014 Goals and Objectives for the President and CEO and Chief of Staff, as drafted.

**CARRIED**

The CEO provided the Board with a status report on service planning as well as the creation of a common health record in the region. She acknowledged Mr. Steve Hoscheit for his partnership in strategically aligning the activities of the two organizations. She thanked Mr. Ron Noble for his interim leadership of the Finance portfolio and acknowledged Ms. Karli Farrow as the permanent Vice President, Strategy, Quality and Enterprise Risk.

Management responded to the Board's inquiries with respect to the status of the Hospital Sector Accountability Agreement (HSAA) negotiations, the kitchen redevelopment at the Mississauga Hospital, and the integrated Supply Chain Management (iSCM) implementation at Shared Services West.

### 4.3 **Report of Chief of Staff**

Dr. Dante Morra noted the following highlights from his report:

- his clinical practice (on service) at Credit Valley Hospital and Mississauga Hospital;
- standardization of the medical administration policies and procedures;
- external review of Nephrology;
- medical leadership including recruitment for two outstanding Chief positions as well as the leadership structure beneath the Chiefs in each program;
- research update; and
- education update including acknowledgement of Dr. Norman Hill for his work in this area.

The COS reported that between April and December 2012, 84,000 hours of supervision and teaching have been provided by physicians, including 4,500 hours of direct teaching.

He acknowledged eight physicians in the family medicine group who recently received prestigious teaching awards at the University of Toronto. He acknowledged and thanked Dr. Naveen Dayal, outgoing President of the Professional Staff Association, for his leadership over the last year.

The CEO acknowledged Dr. Norman Hill and Ms. Sharyn Gibbins, Director, Professional Practice, for their efforts on the medical administration policies and procedures initiative.

The Chair acknowledged Dr. Dante Morra for receiving the Silver Shovel award at the University of Toronto and Ms. Sheryl Paul for the award she received during Nursing Week in May.

The COS responded to inquiries from the Board with respect to the clerkship capacity for each program. He noted that 74%, as indicated in his report, is the denominator while the focus is 51% capacity over two years as this will enable the Mississauga Academy of Medicine to graduate its first class.

## 5.0 **External Relationships**

### 5.1 **Update from the Credit Valley Hospital Foundation and Trillium Health Centre Foundation**

Ms. Michele Darling joined the meeting for this item. She and Mr. Steve Hoscheit, Shared President and CEO, provided an update with respect to the Foundations' amalgamation activities including the governance structure and *Partners in Health* campaign.

Ms. Darling acknowledged the support she has received from THP's CEO during this process. She encouraged Directors to attend the Credit Valley Hospital Foundation's Annual General Meeting in order to vote on the amalgamation as well as to make a financial leadership contribution to the new organization.

The Board Chair thanked Ms. Darling for her presentation and congratulated the Foundations on behalf of the Board for their efforts in coming together in support of Trillium Health Partners.

## 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**

This item was addressed during the CEO report.

## **9.0 Program Quality and Effectiveness**

### **9.1 Medical Advisory Committee**

Dr. Dante Morra advised the Board that there have been no critical incidents to report since the last meeting.

## **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 motions below.

#### *Financial Statements February 28, 2013*

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. Tim McGuire that the Board approves the Financial Statements as presented for the period ended February 28, 2013.

**CARRIED**

#### *Declaration of Compliance with the Multi-Sectoral Accountability Agreement (MSAA) October 1, 2013 – March 31, 2013*

This is a regular requirement under the MSAA. The committee is satisfied with management's confirmation of compliance.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. Lee Stem that the Board approves the Declaration of Compliance with the Multi-Sectoral Accountability Agreement from October 1, 2013 to March 31, 2013.

**CARRIED**

#### *Audited Financial Statements*

The Treasurer reported that the external auditors attended the entire committee meeting on May 21, 2013. The committee reviewed the financial statements, the audit process throughout the year as well as the adoption of Public Sector Accounting Standards. The auditors advised that the audit went smoothly and that management is well informed of the requirements under the new standards. The auditors rendered a clean opinion on the financial statements and there were no audit adjustments or uncorrected misstatements identified. The committee is satisfied with the work completed by management and the auditors. The Treasurer acknowledged the finance team for their efforts.

He also reported on the financial position of the organization as at March 31, 2013 and responded to a question regarding materiality.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. Wayne Bossert that the Board approves the Audited Financial Statements for Trillium Health Partners for the year ended March 31, 2013; and authorizes the Board Chair and the Treasurer to sign on behalf of the Board.

**CARRIED**

*Appointment of Auditors for 2013/14*

The Treasurer reported that management evaluated the auditor against several criteria and presented the results for the committee's review. The report from management was positive and the committee accepted the recommendation to appoint Deloitte for 2013/2014.

**MOVED** by Mr. Nicholas Zelenczuk and seconded by Mr. Neil Skelding that the Board approves Deloitte to be nominated at the Annual General Meeting as the auditors of Trillium Health Partners for the fiscal year 2013/14.

**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.

*Trillium Health Centre Foundation Naming Proposal*

s.22

**CARRIED**

*Medical Advisory Committee Subcommittees*

**MOVED** by Mr. Edward Sellers and seconded by Mr. Neil Skelding that the Board of Directors approves the following as subcommittees of the Medical Advisory Committee:

- Clinical Standardization Committee
- Credentials Committee
- Medical Education Committee
- Pharmacy & Therapeutics Committee
- Professional Practice Committee
- Quality Improvement and Patient Safety Committee
- Transfusion Medicine Committee

**CARRIED**

*Non-Legislated Ex-Officio Representation on the Board of Directors*

The Board received revised Board Policy V-A-2 *Roles and Responsibilities of the Board of Directors* as a blotter item. Mr. Sellers drew the Board's attention to the benchmarking activities that were undertaken to support the recommendations. He responded to an inquiry with respect to the voting status of *ex-officio* Directors during an *in camera* meeting.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Lee Stem that the Board approves a Board composition of 12 elected Directors and seven *ex-officio* Directors including the Chair of the future amalgamated Foundation's Board of Directors or a designate.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Mr. Lee Stem that the Board approves the creation of a membership group of *ex-officio* Directors with voting status, to include the Chair of the future amalgamated Foundation's Board of Directors or a designate and the Dean of Medicine of the University of Toronto or a designate.

**CARRIED**

**MOVED** by Mr. Edward Sellers and seconded by Mr. Lee Stem that the Board approves revised Board Policy V-A-2 *Roles and Responsibilities of the Board of Directors* and revised Board Policy V-A-6 *Board Size and Composition*.

**CARRIED**

*Proposed Corporate By-Law Amendments*

**MOVED** by Mr. Edward Sellers and seconded by Mr. Fred Kuntz that the Board approves the following amendments to the Corporate By-Law to be ratified by the Members at the Annual General Meeting on June 6, 2013:

Section	Description of Change
<b>Article 1 Definitions and Interpretations</b>	
<b>(8)</b>	The name of the corporation has been updated to reflect the new name.
<b>Article 4 Directors</b>	
<b>4.1 (a) (ii) and (iii)</b>	The number of elected Directors on the Board will be reduced to 12 from 13 effective the 2013 Annual General Meeting as opposed to the 2014 Annual General Meeting.
<b>4.1 (b)</b>	The Dean of Medicine of the University of Toronto or a designate has been granted voting privileges on the Board thereby reducing the number of <i>ex-officio</i> non-voting Directors to five.
<b>4.1 (c)</b>	This sub-section of 4.1 has been added to: <ol style="list-style-type: none"> <li>1) include the Chair of the Foundation or a designate as an <i>ex-officio</i> Director; and</li> <li>2) establish a group of <i>ex-officio</i> voting Directors.</li> </ol>
<b>4.11</b>	The name of the policy has been updated to reflect the current name, <i>Reimbursement of Director Expenses</i> .
<b>Article 8 Committees</b>	
<b>8.3 (2<sup>nd</sup> paragraph)</b>	Legal counsel has advised that it is not necessary to specify a maximum term in the by-law. Board Policy V-A-12 <i>Position Description for a Board Committee Chair</i> will set out the term limit for committee Chairs.
<b>8.6</b>	Section 8.6 shall be deleted in its entirety and replaced with: <ol style="list-style-type: none"> <li>(1) The Corporation shall have a Risk Management Committee and shall consist of the following, one of whom shall serve as chair and one of whom shall serve as vice-chair:               <ol style="list-style-type: none"> <li>a. The Chair;</li> <li>b. The Vice-Chair(s); and</li> </ol> </li> </ol>

- c. The chairs of the Standing Committees.
- d. The board chairs of The Credit Valley Hospital and Trillium Health Centre at the time of amalgamation of the hospitals, for the initial term of the first Board following amalgamation of the hospitals.\*

The Chief Executive Officer and the Chief of Staff shall attend meetings but are not members of the Risk Management Committee

- (2) The Risk Management Committee may exercise the full powers of the Board in all matters of urgency arising in unusual circumstances, reporting every action at the next Board meeting. The Risk Management Committee shall fix its quorum at not less than a majority of its members.

The request to add the membership of the Risk Management Committee (RMC) to the Corporate By-Law from the RMC Terms of Reference came forth from the Governance Committee on May 1, 2012. This revision was approved by the Board at its meeting on October 18, 2012.

\*As the initial term of the first Board following amalgamation of the hospitals expires at the Annual General Meeting in June 2013, 8.6 (1) (d) is no longer relevant; therefore, it will be removed from the by-law.

**CARRIED**

*Proposed Professional Staff By-Law Amendments*

At the request of the Chair of the Governance Committee, Dr. Dante Morra reviewed the proposed amendments.

**MOVED** by Mr. Edward Sellers and seconded by Mr. William Rogers that the Board approves the following amendments to the Professional Staff By-Law, as recommended by the Medical Advisory Committee, to be ratified by the Members at the Annual General Meeting on June 6, 2013:

Section	Description of Change
<b>Section 1.1 Definitions</b>	
	Department/System to be renamed as "Program." Furthermore, all reference to Department/System in the Professional Staff By-Law shall be deleted and replaced with "Program."
	It is recommended that Department/System as referenced in the Professional Staff By-Law be renamed to "Program," in order to align and ensure consistency with the hospital's organizational structure, as well as Professional Staff Policies and Procedures.
	Chief of the Department Chief to be renamed as "Program Chief." Furthermore, all reference to Chief of Department Chief in the Professional Staff By-Law shall be deleted and replaced with



“Program Chief.”

It is recommended that Department Chief as referenced in the in the Professional Staff By-Law be renamed to “Program Chief,” in order to align and ensure consistency with the hospital’s organizational structure, as well as Professional Staff Policies and Procedures.

#### **Article 9 Leadership Positions**

**9.6** To support the renaming of the term “Department” to “Program,” legal counsel has recommended that Section 9.6 be amended to include the statement below, as the term “department” is referenced in the Public Hospitals Act:

“(c) have the authority and responsibility of a head of department for the purposes of the Public Hospitals Act and the regulations thereunder; and”

Section 9.6(c) is renumbered as Section 9.6(d)

#### **Article 10 Medical Advisory Committee**

**10.5** Section 10.5 (2) (a) and (2) (b), which speaks to Department Chiefs as members of the Credentials Committee be amended to include “any member of the Professional Staff member who has previously served as a Program Chief;”

In order to allow a greater opportunity for other members of Professional Staff to participate in this committee, it is recommended that this criteria be expanded to include any member of the Professional Staff who has previously served as a Program Chief.

**CARRIED**

#### *Authorization of Implementation of Ad Hoc Research Ethics Board (REB) Appeal Board Model and REB Appeal Policy and Procedure*

Dr. Dante Morra reviewed the options presented in the briefing note.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Fred Kuntz that the Board approves the adoption of an Ad Hoc Research Ethics Board Appeal Board model, and the Research Ethics Board Appeal Policy and Procedure in compliance with the Tri-Council Policy Statement 2 (TCPS2) and Board Policy III-8 Research, for implementation effective June 1, 2013.

**CARRIED**

#### *Allocation of Hospital Resources to Members of the Professional Staff Policy*

At the request of the Chair of the Governance Committee’s, Dr. Dante Morra provided background on the development of the policy. He reviewed an example of a re-allocation of resources that may result in a Board hearing.

The COS explained the concept of “unplanned care” as unscheduled and/or urgent non elective care provided by a physician. He clarified that it does not mean “complications.” He also explained that the ability to meet the hospital’s education mandate is not affected by the policy.

On behalf of the Professional Staff Association, Dr. Naveen Dayal expressed support for the policy.

**MOVED** by Mr. Edward Sellers and seconded by Ms. Karen Wensley that the Allocation of Hospital Resources to Members of the Professional Staff Policy be approved, as recommended by the Medical Advisory Committee.

**CARRIED**

*New Directors*

Mr. Alan Torrie, Chair of the Nominations Sub-Committee provided an overview of the Board renewal process that was undertaken this year. He acknowledged the retiring Directors, Mr. Fred Kuntz, Mr. William Rogers, Mr. Neil Skelding, and Ms. Pam Turner, noting their contributions and leadership provided during their terms.

Mr. Nicholas Zelenczuk declared a conflict of interest and excused himself from the meeting.

Members of the sub-committee reviewed the bios of the three Directors candidates and noted the candidates' keen interest in the hospital and desire to help it achieve its new strategic plan, as indicated during the interview process.

**MOVED** by Mr. Edward Sellers and seconded by Mr. Tim McGuire that the Board approves the following slate of candidates for election to the Board at the Annual General Meeting on June 6, 2013, for the terms outlined, pending successful completion of personal and criminal reference checks accordingly:

Nicholas Zelenczuk	Returning Director	Three year	2013-2016
Chitwant Kohli	New Director	Three year	2013-2016
Perry Miele	New Director	Three year	2013-2016
Stacey Mowbray	New Director	Three year	2013-2016

**CARRIED**

Mr. Torrie acknowledged Dr. Naveen Dayal for his contributions to Board discussions during his term as President of the Professional Staff Association and congratulated Dr. Bill Wong as the incoming President. He also advised that Dr. David Perkins will join the Board as the Vice President of the Professional Staff Association next year.

Mr. Nicholas Zelenczuk returned to the meeting.

*Vice Chair*

Mr. Torrie reviewed the selection process and thanked all Directors who expressed an interest in the position. He announced that Mr. Edward Sellers will be recommended for appointment as Vice Chair of the Board at the Board meeting on June 6, 2013.

*Committee Membership*

The proposed committee membership was circulated at the meeting. Directors were asked to advise a member of the Nominations Sub-Committee should there be an issue with this proposal. The membership will be confirmed at the Board meeting on June 6, 2013.

*Board Policy II-3 President & CEO Position Description*

At the request of the Chair of the Governance Committee, Ms. Karen Wensley reviewed the briefing material.

**MOVED** by Ms. Karen Wensley and seconded by Mr. Tim McGuire that the Board approves Policy II-3, President & CEO Position Description.

**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 reported that the Association's Annual General Meeting took place on May 28, 2013. It was well attended. He thanked the Board Chair, CEO and COS for their remarks at the event. The next meeting of the Association will take place in September.

Dr. Dayal thanked the Board for the opportunity to work with them during his term on the Professional Staff Association.

**14.0 Adjournment**

**MOVED** by Mr. Neil Skelding and seconded by Mr. Edward Sellers 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: June 6, 2013**