

Board of Directors Meeting Minutes

Thursday, September 19, 2013

Elected Directors	Mr. Alan Torrie (Chair), Mr. Sacha Ghai, Mr. Tim McGuire, Mr. Perry Miele, Ms. Stacey Mowbray, Ms. Joanne Rogers, Mr. Edward Sellers*, Mr. Lee Stem, Ms. Karen Wensley, Mr. Nicholas Zelenczuk*
Ex-Officio Directors	Ms. Michele Darling, Ms. Michelle DiEmanuele, Ms. Kathryn Hayward-Murray, Dr. Dante Morra, Dr. David Perkins, Dr. Bill Wong
Senior Management Team	Ms. Patti Cochrane, Mr. Chris Eivers, Ms. Karli Farrow, Ms. Krista Finlay, Mr. Stephen Hall, Mr. Steve Hoscheit, Ms. Morag McLean, Mr. Ron Noble
Resource	Ms. Sarah Patterson-Snell
Guest(s)	Ms. Dianne Godkin, Senior Ethicist Ms. Tara McCarville, Vice President, Strategy, Quality and Enterprise Risk (Interim) Ms. Nicole Vaz, Director, Corporate Affairs and Legal Counsel
Regrets	Mr. Wayne Bossert, Mr. Chitwant Kohli, Dr. Sarita Verma, Dr. Norman Hill, Dr. Craig McFadyen

* Join by teleconference

Prior to the Board meeting, the Directors participated in a mock Accreditation interview in preparation for the onsite survey November 25-29, 2013, hosted by Ms. Susan Bisailon, Associate Vice President, Operational Coordination and the hospital's Accreditation Lead.

1.0 Call to Order

The Chair called the Board of Directors meeting to order at 5:00 p.m. and confirmed quorum. He welcomed the new members of the Board and senior leadership team.

1.1 Approval of Agenda

MOVED by Ms. Karen Wensley and seconded by Mr. Tim McGuire that the agenda for the September 19, 2013 Board of Directors meeting, be approved.

CARRIED

While the order of certain items was revised throughout the meeting, they are presented in these

minutes in the order of the agenda to facilitate reference to the supporting materials.

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 the minutes of the June 10, 2013 meeting of the Quality and Performance Monitoring Committee were provided as a blotter item under the Consent Agenda.

The Directors discussed revisions to the minutes of the September 6, 2013 Board meeting.

MOVED by Mr. Edward Sellers and seconded by Ms. Joanne Rogers that the Consent Agenda for the September 19, 2013 Board of Directors meeting, be approved, as amended.

CARRIED

3.0 Risk Management

3.1 Risk Management Committee

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

Environmental Protection Policy

Mr. Ron Noble provided an overview of the policy. It was agreed that the policy would ensure best practice at all sites.

MOVED by Mr. Edward Sellers and seconded by Mr. Sacha Ghai that the Board approves the Environmental Protection Policy in support of the ISO14001 multi-site Trillium registration.

CARRIED

Whistleblowing Policy and Procedure

Mr. Edward Sellers noted that the Whistleblowing Policy and Procedure was provided as a blotter item.

Ms. Nicole Vaz provided an overview of the policy.

MOVED by Mr. Edward Sellers and seconded by Ms. Michele Darling that the Board approves the Whistleblowing Policy and Procedure, as drafted.

CARRIED

4.0 Quality & Patient Safety

4.1 Quality and Performance Monitoring Committee

Ms. Karen Wensley, Chair, Quality and Performance Monitoring Committee noted that first quarter performance results were provided as blotter items in the Big Dot Report, Corporate Performance Report and update on the Quality Improvement Plan. She provided a summary of the committee's meeting on September 17, 2013.

Ms. Patti Cochrane provided a patient story that highlighted increasing complexity of care over a long time period, high users of the health care system, interactions between various providers, limitations on the provision of community service and caregiver burnout. It was noted that the Health Links initiative recently implemented by the Ministry of Health and Long-Term Care aims to address many of these issues and lead to improved outcomes, cost savings and higher patient satisfaction.

5.0 Reports

5.1 Report of Chair

The Chair acknowledged the CEO, Chief of Staff (COS) and senior leadership team for its management of the Diagnostic Imaging Review.

5.2 Report of President and CEO

The CEO drew the Board's attention to the inaugural report from the Chief Nursing Executive that was included in the pre-circulated materials. This report will be provided monthly to ensure the Board is apprised of activities and developments within professional practice.

The CEO provided updates on the following matters:

- High patient volumes over the summer months;
- Initiatives underway to increase bed capacity across sites; and
- Financials update.

The CEO reviewed a draft version of the agenda for the Board retreat scheduled for October 25-26, 2013, that was circulated as a blotter item.

The CEO responded to the Directors' inquiries with respect to financial performance and outcomes of the engagement with staff members that took place during July on implementation of the Strategic Plan.

5.3 Report of Chief of Staff

Mr. Nicholas Zelenczuk joined the meeting at 5:20 p.m.

Diagnostic Imaging Review

Dr. Dante Morra provided an update on this matter, including a summary of the process that initially identified the performance issue and the management of that issue to date. He reviewed the methods of disclosure that have taken place since the issue was identified. He reiterated that the Senior Ethicist has been involved in discussions regarding this matter as well. Dr. Morra acknowledged the senior team, Program Chiefs, the hospital's General Counsel and the Professional Staff Association (PSA) for their leadership during this time.

Highlights of the Directors' discussion of this matter included:

- Understanding whether a similar risk exists in other programs;
- Questions this event may generate during the Accreditation survey;
- Considerations regarding staff fatigue in managing this issue for a prolonged period;
- Authority of, and reporting structure for, Dr. Yemen and the Steering Committee;
- Update from the PSA with respect to feedback from other on-staff physicians across the organization;
- Role of the hospital's auditor, Deloitte LLP, in overseeing the process;
- Regulatory implications and the potential for provincial audit programs of the radiology

- profession; and
- Potential next steps.

The CEO advised that a conference call with the Board may be necessary in late October or early November once the hospital receives Dr. Yemen's report of findings. The Board Office will canvas availability in the coming weeks.

Mr. Edward Sellers left the meeting at 6:15 p.m.

COS Update

The COS highlighted the following areas from his pre-circulated report:

- Development of the human resources and succession plans for the COS and Program Chiefs;
- Preparations for Accreditation that are underway with the physicians;
- Physician's Back To School event on September 18, 2013 with Dr. Roberta Bondar; and
- Update on the Nephrology review.

Dr. Morra provided a brief update on the first group of medical clerks that started on September 9, 2013. He acknowledged Dr. Norman Hill and Ms. Kathryn Hayward-Murray for their leadership in this area.

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

There was no business to address under this item.

9.0 Program Quality and Effectiveness

9.1 Medical Advisory Committee

For the benefit of the new Board members, Dr. Morra reviewed the role and structure of the Medical Advisory Committee.

The Board accepted notice of three re-appointment applications for 2013-2014 that have not been recommended within the required 60-day period under the Public Hospitals Act.

10.0 Financial and Organizational Viability

10.1 Finance and Audit Committee

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

Financial Statements

The Board discussed the current financial position.

MOVED by Mr. Nicholas Zelenczuk and seconded by Ms. Joanne Rogers that the Board approves the Financial Statements as presented for the period ended July 31, 2013.

CARRIED

RBC Investor Services

MOVED by Mr. Nicholas Zelenczuk and seconded by Mr. Tim McGuire that the Board approves that Trillium Health Partners discontinues the services of RBC Investor Services effective January 1, 2014.

CARRIED

Mr. Nicholas Zelenczuk left the meeting at 7:00 p.m.

11.0 Ensure Board Effectiveness

11.1 Ethics

Ms. Dianne Godkin joined the meeting for this item. She provided an overview of ethical decision making at Trillium Health Partners including the Board's responsibilities. Information regarding the ethics accreditation standards was also provided in the pre-circulated materials.

The Board discussed the application of the ethical decision making framework in the Diagnostic Imaging review.

Mr. Lee Stem, Chair, Governance Committee reported that revisions to the briefing note template are proposed in order to explicitly record the Board's use of the ethical decision making framework.

MOVED by Mr. Lee Stem and seconded by Ms. Michele Darling that the Board approves the revised Briefing Note template.

CARRIED

11.2 Governance Committee

Mr. Lee Stem, Chair, Governance Committee, reviewed the briefing materials, as pre-circulated, for the Governance Committee motions below.

Board Policy Review

Ms. Nicole Vaz reviewed the proposed revisions to Board Policy V-B-3 *Nominations Process for the Chair, Directors and Non-Director Members of Board Standing and Special Committees*.

MOVED by Mr. Lee Stem and seconded by Ms. Stacey Mowbray that the Board approves revised Board policies V-A-7 *Board Standing Committee Principles*, V-B-3 *Nominations Process for the Chair, Directors and Non-Director Members of Board Standing and Special Committees*, and V-B-7 *Board Meetings*.

CARRIED

12.0 Professional Staff Association

Dr. Bill Wong, President, PSA provided the following report:

- Introduction of Dr. David Perkins as the new Vice President of the PSA;
- Report from the PSA meeting on September 18, 2013 including Dr. Roberta Bondar as the guest speaker as well as a discussion of the Diagnostic Imaging Review, Code Grey of July 8-

- 10, 2013 and a new information technology (IT) initiative called “Bring Your Own Device”; and
- PSA’s Annual Dinner is scheduled for November 15, 2013 and all members of the Board and senior leadership team are invited.

13.0 External Relationships

There was no business to address under this item.

14.0 Adjournment

MOVED by Mr. Sacha Ghai and seconded by Ms. Karen Wensley that the meeting be adjourned.

CARRIED

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

In Camera Meeting

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

Board approved: October 26, 2013