

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, January 21, 2016**

Mississauga Hospital, Clinical and Administrative Building, 4th Floor, Large Boardroom
15 Bronte College Court, Mississauga, Ontario

In Attendance:

Elected Directors

Mr. Edward Sellers (Chair); Mr. Wayne Bossert; Ms. Michele Darling; Ms. Sally Daub*; Dr. Mohamed Lachemi*; Mr. Chitwant Kohli*; Mr. Alan MacGibbon; Ms. Christine Magee; Ms. Stacey Mowbray; Ms. Karen Wensley; and Mr. Nicholas Zelenczuk

Ex-Officio Directors

Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Jerome Levesque; Dr. Dante Morra; Dr. Joseph Noora; Dr. Colin Saldanha and Dr. Trevor Young

Senior Management

Ms. Patti Cochrane; Ms. Karli Farrow; Ms. Krista Finlay; Dr. Alison Freeland; Mr. Steve Hall; Dr. Norman Hill; Mr. Steve Hoscheit; Ms. Marilyn Knox; Mr. Dean Martin; and Ms. Tara McCarville

Resource

Ms. Kate Anderson

Guest

Ms. Nicole Vaz, General Counsel; Ms. Anne Corbett, Borden Ladner Gervais; Ms. Alison Quigley, AVP, Patient Care Services; Ms. Leslie Starr, AVP, Patient Care Services; and Dr. Nicholas Blanchette, Physician, Paediatrics

Regrets:

Mr. Perry Miele; and Dr. McFadyen

* By teleconference

1.0 Call to Order

The Chair called the Board of Directors ("Board") meeting to order at 4:05 p.m.

The Chair confirmed quorum.

Ms. Corbett, Partner, Borden Ladner Gervais, joined the meeting.

1.1 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises.

2. Board Education and Director Development

Governance

The Chair welcomed Ms. Corbett to the meeting. He noted that, as discussed at the Board Retreat in

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November, the Board would receive three educational presentations, one of which Ms. Corbett was providing to the Board at today's meeting, on Governance.

Ms. Corbett commenced her report by providing an overview of the presentation which included the legal framework, Directors' duties, fiduciary relationship, governance and accountability and the Board's role in the integration of the hospital's services. She noted that in the legal context, the governance principles included quality, accountability, transparency, engagement and value-for-money. Ms. Corbett then reviewed the hospital's objects, which included the establishment and operation of health care or related programs and services, without limitation, long-term care, in-home health care, public health, and mental health and addiction services.

Ms. Corbett discussed in detail the role of the board, which included: (i) setting strategic direction; (ii) quality and performance management; (iii) executive oversight; (iv) financial oversight; (v) stakeholder relations, including communication and engagement with the LHIN and Ministry of Health; (vi) risk identification; and (vii) governance. She added that a Board's three key functions are to apply policy, provide oversight and make decisions.

In response to a question regarding the annual Members' Meeting, Ms. Corbett confirmed that the Directors of the Board are the sole Members of the organization who assume responsibility for fiduciary duties and Board succession and that both elected and ex-officio Directors owe the same duty of care to the organization.

Continuing her report, Ms. Corbett reviewed the rules of fiduciary conduct which included Board solidarity and an avoidance of conflict and duty, and noted that the CEO represented the voice of the hospital while the Chair of the Board represented the Board of Directors. She indicated that the Board was not accountable for errors of judgment where a process had been appropriately followed. Ms. Corbett stated that the objective of governance was to define best interests by moving towards the organization's vision, remaining true to its values and discharging its accountabilities (including those with respect to identifying opportunities to integrate the hospital's services within the LHIN, engaging the community in the development of plans and setting priorities for the delivery of health services).

Ms. Corbett reviewed the four cornerstones of Due Diligence (knowledge; respect roles, structures and processes; behaviour and participation; and continuous improvement).

A discussion followed on the role of the LHIN in the integration of services, the evaluation of opportunities and the principles of Board engagement. The Chair remarked that the LHIN's Governance to Governance forum provided him with insight into the LHIN's priorities and activities.

Ms. Corbett concluded her presentation by reviewing the components of governance Best Practices and Framework.

The Committee and management discussed the Board's role and alignment with the Board of the hospital's Foundation, and the implications of the broader and expanded activities of healthcare providers.

The Chair expressed his appreciation to Ms. Corbett for her presentation. Ms. Corbett then left the meeting.

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3. Approval of Agenda

The Board members reviewed the agenda. No revisions were made.

MOVED by Mr. MacGibbon and seconded by Ms. Wensley, that the Agenda for the January 21, 2016 Board of Directors meeting, be approved.

CARRIED

4. Consent Agenda

The Chair then reviewed the Consent agenda. A discussion followed regarding the use of the Briefing Notes to provide the reviewer with a summary of the key points for consideration or approval. It was noted that lengthy documents such as contracts were not required.

MOVED by Mr. Bossert and seconded by Ms. Magee, that the Consent Agenda for the January 21, 2016 Board of Directors meeting, be approved.

CARRIED

5. Strategy

Service Plan and 2016-2017 Operating Budget and Hospital Accountability Planning Submission

Mr. Sellers invited Ms. Hayward-Murray to present the Service Plan and 2016-2017 Operating Budget and Hospital Accountability Planning Submission.

Ms. Hayward-Murray reviewed the Executive Summary and a refreshed Year 2 Service Plan (the “Plan”) which the Board had approved in March 2015. She reminded the Board of the Service Plan’s priorities which were to: provide teams to provide the right care, at the right time, higher quality care and a better patient experience; bed capacity; deliver a balanced budget with no additional funding; and invest approximately \$85 million in the purchase of equipment and the replacement of aging infrastructure.

Ms. Hayward-Murray highlighted the hospital’s achievements in Year 1 of the Plan, which aligned with the hospital’s goals of quality, access and sustainability, and which included the hospital’s designation as a best practice spotlight organization (“BPSO”); improved patient satisfaction scores; and increased efficiencies on administrative, supply and equipment costs. She also reviewed the Plan’s advancement of the hospital’s strategy through transformation, a patient-centred design and operational effectiveness, which included the home dialysis program, a reduction in diagnostic imaging tests and advancing best practices for staff optimization.

Mr. Martin then reviewed the Plan’s financial components, assumptions (which had been created after meeting with over 100 leaders) and projections for a balanced budget, despite delays in funding and inflationary pressures. He discussed the Capital Budget set aside for several projects, including Phase

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3, the Hospital Information System and the renewal of aging infrastructure, with a multi-year commitment of \$107 Million. Mr. Martin noted that the Finance and Audit Committee was recommending that the Board approve the Service and 2016-2017 Operating Budget and that he would provide a mid-year update to the Board, when additional approval for capital projects may be requested.

The Board and management discussed the risks, patient impacts, staff changes and communication strategies.

Management responded to questions related to the recommendations presented and the anticipated savings; funding sources; the impact on patients of changes to Continued Complex Care, which would be presented for discussion at the Priorities and Planning Committee in February; projected wait times; and the impact of the opening of the new hospital in Oakville.

MOVED by Ms. Wensley and seconded by Ms. Mowbray that the:

- (i) Service Plan for 2016/2017 and the assumptions contained within; and
- (ii) The 2016/2017 budget balanced at the GAAP definition to maintain the current ratio at 1.0; and
- (iii) Submission of the 2016/2017 budget to the MH LHIN,
be approved.

CARRIED

6.0 Reporting

6.1 Chair's Report

The Chair discussed the on-going dialogue with the Ministry of Health regarding the Health Information System; the hospital's Board renewal process which had been assigned to the Nominations Sub-Committee; the Governance and Human Resources Committee's plan for the further development of the leadership team; and the process in place to address client complaints which were indicative of the challenges faced by the hospital.

The Chair concluded by thanking Dr. Norman Hill who was returning to full clinical practice at the end of January after 30 years of service to the hospital's administration and especially with regard to education, medical administration and the transformation of the Queensway site into an ambulatory care centre.

Dr. Hill expressed his appreciation for his experience at the hospital and thanked the Board for their expertise.

6.2 President & CEO Report

Ms. DiEmanuele reviewed the President & CEO Report with the Board. She discussed the on-going discussions with the Ministry regarding funding and potential sources thereof within the community; the development and implementation of the model for the province's Health Information System; parking

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facilities; Town Hall sessions held with staff; education; tools for engaging the community to advance the capital plan; negotiations with Ontario Nurses Association; the delay in progress of Phase 3; and the launch of the Bundled Care Program. She advised that she would discuss matters relating to human resources and Committee structures in the In-Camera session.

In response to a question regarding the Research Institute, Ms. DiEmanuele remarked that Dr. Reid would provide the Priorities and Planning Committee with an update on its activities in March.

Ms. DiEmanuele concluded her report by expressing her appreciation to Dr. Hill for his guidance and assistance in the integration of the hospitals. She wished him well in his return to clinical practice.

6.3 Chief of Staff Report

Dr. Morra provided highlights of the Chief of Staff Report which included an update on Operational Effectiveness and resource allocation; leadership changes; medical quality of care; the Ontario Renal Network; an update on the diagnostic external review and recommendations for possible implementation in 2016; and the Briefing Note that had been provided within the Consent Agenda regarding an update on physician remuneration.

6.4 Chief Nursing Executive Report

Ms. Hayward-Murray reviewed the Chief Nursing Executive Report. She specifically mentioned the practice pillar relating to inter-professional care team referrals and the transformation underway after the merger of the Nursing Advisory Council and Professional Advisory Council.

She concluded by noting that, as the Media Scan in the Consent Agenda demonstrated, there would be further media coverage of changes proposed to the nursing profession.

6.5 Professional Staff Association Report

Dr. Noora reviewed the highlights of the Professional Staff Association Report. He discussed parking issues, his appreciation of being asked for his feedback on the Briefing Note related to physician remuneration, and the hospital's continued recruitment of professional staff talent. He thanked Dr. Hill and welcomed him back to the clinical practice.

6.6 Trillium Health Partners Foundation Report

Dr. Saldanha reviewed the Trillium Health Partners Foundation Report. He highlighted the encouraging volume of donations received in the Third Quarter and pending commitments which would lead to the achievement of annual revenue targets. He noted the engagement with the Foundation's Board of Directors and the development of a Volunteer roadmap.

Mr. Hoscheit remarked on the bar being raised in the Foundation's support of the hospital where over

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\$53 million had been contributed to Phase 3. He thanked the Board for their involvement at the fund raising events, including the upcoming the Laugh Out Loud.

Dr. Nicholas Blanchette joined the meeting.

7.0 Committees

7.1

Quality and Program Effectiveness: Patient Story

Dr. Blanchette provided a summary of an experience of a paediatric oncology patient.

The Chair thanked Dr. Blanchette for his presentation.

Ms. Darling invited Dr. Blanchette to visit her family's paediatric hospice in Milton as an opportunity to gain additional exposure to patient-centred paediatric palliative care.

7.2 Finance and Audit

Mr. Martin provided an overview of the Financial Statements as at November 30, 2015.

MOVED by Mr. MacGibbon and seconded by Mr. Zelenczuk, that the Board approve the November 30, 2015 Financial Statements.

CARRIED

7.3 Governance and Human Resources

Ms. Mowbray reviewed the activities of the Governance and Human Resources Committee. She noted that the Committee had commenced the Board Renewal process and had received the Directors' responses to the Intention to Serve Survey. She requested that the Board approve the membership of the Nominations Sub-Committee.

The Chair added that the Goals and Objectives of the CEO and Chief of Staff would be presented for the Board's review in March.

MOVED by Ms. Mowbray and seconded by Ms. Wensley that the Board of Directors approve the membership of the Nominations Sub-Committee, as recommended by the Governance and Nominations Committee, effective January 21, 2016, comprised of:

Wayne Bossert
Michele Darling, and
Michelle DiEmanuele

CARRIED

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8. Other Business

There was no further business to discuss.

9. Adjournment

MOVED by Ms. Magee and seconded by Dr. Noora, that the meeting be adjourned at 7:25 p.m.

CARRIED

10. In-Camera Session

An in-camera session was held following adjournment of the Board meeting.

BOARED APPROVED: March 24, 2016