

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, January 26, 2017**

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

In Attendance:

Elected Directors Mr. Wayne Bossert (Chair); Mr. David Allgood; Mr. Chitwant Kohli; Dr. Mohamed Lachemi; Mr. Alan MacGibbon; Ms. Stacey Mowbray; Ms. Karen Wensley; and Mr. Nick Zelenczuk

Ex-Officio Directors Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Melanie Binnington; Dr. Jerry Levesque; Dr. Colin Saldanha; and Dr. Trevor Young

Senior Management Ms. Patti Cochrane; Ms. Karli Farrow; Dr. Alison Freeland; Mr. Steve Hall; Mr. Steve Hoscheit; Mr. Dean Martin; and Dr. Rob Reid

Guests Mr. Bill MacLeod, CEO, Mississauga Halton LHIN*; Ms. Sally Daub**; Ms. Debra Carson*; Dr. Amir Ginzburg; Ms. Alison Quigley*; Ms. Leslie Starr; and Ms. Nicole Vaz, General Counsel

Resource Ms. Kate Anderson

Regrets: Ms. Michele Darling; Ms. Christine Magee; Mr. Perry Miele; and Dr. Dante Morra

*For a specific agenda item, only

**For HIS Project Update, only, via teleconference

1.0 Call to Order

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

The Chair indicated that the meeting would commence with a short in-Camera Session.

2.0 In-Camera Session

The Board met briefly In-Camera, without management present.

Management, Ms. Vaz and Ms. Anderson then joined the meeting, together with Mr. MacLeod, Ms. Carson, Dr. Ginzburg, Ms. Quigley and Ms. Starr.

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3.0 Approval of Agenda

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

MOVED by Ms. Mowbray and seconded by Mr. MacGibbon, that the Agenda for the January 26, 2017, Board of Directors meeting, be approved.

CARRIED

3.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. No conflicts were declared.

4.0 Board Education and Director Development

The Chair welcomed Mr. MacLeod to the meeting and introduced him to the Board. He invited Mr. MacLeod to review Bill 210, *The Patients First Act*.

Mr. MacLeod reviewed the background to the new legislation which will expand the current mandate and role of the local health integration networks (“LHIN”) for hospitals, long-term care and mental health to now include primary care, home and community care.

In response to several questions from the Board, Mr. MacLeod then discussed regional accountabilities, the need to better integrate primary care with care in the community and home, funding models, the LHIN’s need to draw on advice from a team of clinical leaders, the anticipated impact on accessibility to services, and changes required to existing systems.

Ms. DiEmanuele reported that, in her previous discussions with Mr. MacLeod, she had identified the challenges associated with ensuring the continued provision of services by THP while integration into the larger Halton LHIN took place. She thanked Mr. MacLeod for his report.

Mr. MacLeod then left the meeting.

5.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

MOVED by Mr. Kohli and seconded by Ms. Mowbray, that the Consent Agenda for the January 26, 2017, Board of Directors meeting, be approved.

CARRIED

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6.0 Strategy Update

6.1 Service Plan and 2017-2018 Operating Budget and Hospital Accountability Planning Submission

Management then reviewed the Service Plan and 2017-2018 Operating Budget and Hospital Accountability Planning Submission with the Board.

Mr. Martin provided an overview of the 2017/2018 Service Plan which included a summary of efficiencies, revenues, investments and patient care volumes. He also reviewed the forecast results for 2016/2017, the assumptions used to develop a balanced budget for 2017/2018, including those of patient volumes, and the 2017/2018 Capital Budget.

Ms. Hayward-Murray, Ms. Carson, Ms. Quigley and Ms. Starr provided an update on the progress made on the 2016/2017 Plan and highlights of the 2017/2018 initiatives within the areas of partnerships and integrated services, patient-centred design and operational effectiveness.

Ms. Farrow provided a summary of the Service Plan's impact on human resources. She also reviewed the risk and mitigation strategies related to the areas of Quality, Patient Safety & Access; Human Resources; and Finance, and the communication strategy.

Ms. Farrow concluded by requesting the Board's approval of the Service Plan for 2017/2018, its assumptions, the 2017/2018 Budget and its submission to the LHIN.

A discussion followed on the Finance and Audit Committee's detailed review of the financial information provided, the priority areas which required funding, and the potential impact on services provided.

MOVED by Mr. MacGibbon and seconded by Mr. Allgood, that the Service Plan for 2017/2018 and the assumptions contained within; the 2017/2018 Budget balanced per the GAAP definition to maintain the current ratio at 1.0; and the submission of the 2017/2018 Budget to the MH LHIN, be approved.

CARRIED

Ms. Daub, independent advisor to the Board regarding the HIS Project, joined the meeting by teleconference.

6.2 HIS Project Update

The Chair thanked Ms. Daub for joining the meeting by telephone.

The Chair advised that, following the Board's special meeting held on January 16 to discuss the background to the HIS Project and Request for Proposals ("RFP"), the purpose of today's agenda item was to request the Board's approval to release the RFP to the pre-qualified proponents and the Ministry of Health and Long Term Care ("MOHLTC"). The Chair then invited Mr. Hall to provide any additional comments.

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Mr. Hall reiterated his appreciation for the Board's in-depth discussion of the materials provided for the meeting held on January 16, which had included a review of the project team's readiness for the submission of the RFP to pre-qualified proponents, in addition to its release to the MOHLTC. He also referred the Board to the current meeting materials, which included a Briefing Note and summary of past discussions held and decisions made.

The Chair asked Ms. Daub for her opinion on the proposal and request for approval to submit the RFP. Ms. Daub indicated that the HIS Project Team was now ready to recommend the Board's approval for the release of the RFP and that she had no further comments.

In response to a question from the Board, Mr. Hall clarified that the scope of the RFP included both non-HIS enterprise and patient-facing applications. He also confirmed that today's request for approval by the Board was for the release of the RFP to both the pre-qualified proponents and the MOHLTC and did not include approval for funding at this stage.

A discussion followed regarding the probability for adjustments to be made to the cost estimates and budget provided, as RFP responses were received. Ms. DiEmanuele also reiterated the need for the hospital to remain nimble and flexible in a market with fast-moving needs and technology.

In conclusion, Mr. Hall confirmed that, in discussions held with several other hospitals of similar size, THP's budget for the HIS project was comparable.

MOVED by Mr. Zelenczuk, and seconded by Ms. Wensley, that the Board approve the release of the Request for Proposals ("RFP") document to the pre-qualified proponents and the Ministry of Health and Long Term Care for the Hospital Information System ("HIS") Project, as outlined by management at the Special Meeting of the Board of Directors on January 16, 2017.

CARRIED

The Chair expressed his and the Board's appreciation to Mr. Hall, Ms. Daub and the HIS Project team for their work on the HIS RFP.

Ms. Daub then left the meeting.

7.0 Reporting

7.1 Chair's Report

The Chair provided his report to the Board. He indicated that he had discussed performance metrics with the CEO. He also thanked Ms. Wensley for agreeing to be the Board's representative in attending the Foundation's Board meetings, which would further support the partnership between the two Boards. The Chair concluded his report by referring the Board to the Update on Priorities which had been handed out at the meeting, which the CEO would discuss in more detail as part of her report.

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7.2 President & CEO Report

Ms. DiEmanuele reviewed the Update on Priorities which had been provided at the meeting.

Ms. DiEmanuele then presented an update on the Seniors Health Campus (“SHC”), which included the goals of the SHC and a financial overview. A discussion followed on various related topics, including the proposed facility, potential funding, licenses and the process underway to select a partner for this initiative. Ms. DiEmanuele indicated that the Board’s approval may be required in February to enable this project to move forward.

Ms. DiEmanuele concluded her report by reviewing the proposed Strategy Refresh initiative. She advised the Board that it the intention was to engage a wide audience to ensure a collaborative approach to planning for the future, which would result in the development of a renewed five year strategic plan in 2018.

A brief discussion followed regarding the strategic direction, branding and the partnership with the Foundation.

7.3 Chief of Staff Report

The Chair referred the Board to the Chief of Staff Report.

7.4 Chief Nursing Executive Report

Ms. Hayward-Murray presented the Chief Nursing Executive Report. She referred the Board members to the material handed out at the meeting regarding recent articles which had been in the media. She thanked the senior leadership team in their assistance with Patient Relations enquiries.

Ms. Hayward-Murray responded to several questions, including management’s focus on patient care and the impact of recent media reports on staff engagement.

7.5 Professional Staff Association Report

Dr. Levesque provided a verbal Professional Staff Association Report, which included a review of the impact on professional staff of the changes proposed by Bill 41, the Patients First Act.

Ms. DiEmanuele expressed her, and the Chief of Staff’s, appreciation of the Association’s members’ cooperation.

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7.6 Trillium Health Partners Foundation Report

Dr. Saldanha presented the Trillium Health Partners Foundation Report. He discussed projected fundraising for the year, and he thanked the Board for their support in anticipation of the Laugh Out Loud event to be held in February. Dr. Saldanha thanked Ms. Wensley for agreeing to work with the Foundation's Board as a Board representative in order to provide support on various initiatives, such as strategy and branding. He then invited Mr. Hoscheit to review the status of the hospital's Tim Horton's franchise.

Mr. Hoscheit provided an overview of the new model to manage the Tim Horton's franchises at Trillium Health Partners. Mr. Hoscheit reported that the franchises will be owned and operated by a wholly-owned for-profit corporation of the Foundation and managed by a Foundation Board Member with extensive retail experience. He also discussed branding and fundraising, and indicated that the Foundation would co-ordinate its next funding campaign with the hospital's new strategic plan.

8.0 Committees

8.1 Finance and Audit

Summary Committee Chair Report

Mr. Kohli provided the Finance and Audit Summary Committee Report. He provided an overview of the various matters which had been reviewed by the Committee, including the Budget which the Board had approved. He also reported that a new external audit partner had been appointed and that the hospital had hired a new internal auditor.

Financial Statements as at November 30, 2016

Mr. Kohli then presented the financial statements as at November 30, 2016 for the Board's review and approval. Mr. Kohli referred the Board to the highlights included in the Briefing Note which had been provided.

MOVED by Mr. Kohli and seconded by Ms. Wensley, that the Board approve the November 30, 2016, Financial Statements.

CARRIED

8.2 Governance and Human Resources

Summary Committee Chair Report

Ms. Mowbray provided the Board with a verbal report on the Governance and Human Resources Committee's activities. She reviewed recent progress with respect to Board Renewal; the Committee's proposals to assess the Board's effectiveness before the start of the new Board year; and concluded by noting that the Board would review and approve the Executive Compensation Framework as part of the In-Camera session.

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8.3 Quality and Program Effectiveness

Summary Committee Chair Report

Mr. Zelenczuk provided a verbal update on the activities of the Quality and Program Effectiveness Committee, which included preparation for the 2017 Accreditation Canada process; a deep analysis of Quality Improvement Plan (“QIP”) indicators, including those relating to the increase in visits to the Emergency Department; and the QIP for 2017/2018.

9.0 Other Business

There was no other business to discuss.

The Chair indicated that the Board Members would now meet In-Camera.

10.0 Adjournment

MOVED by Ms. Wensley and seconded by Mr. Zelenczuk, that the meeting be adjourned at 7:10 p.m.

CARRIED

Ms. Anderson and management, with the exception of Ms. Farrow, left the meeting. The Ex-Officio Directors, with the exception of Ms. DiEmanuele, also left the meeting.

11.0 In-Camera Session

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

BOARD APPROVED: MARCH 30, 2017