

Joseph Brant Hospital  
Board of Directors  
Open Session Minutes



Minutes of the Open Session Board of Directors Meeting held on **Wednesday, March 27, 2019 at 3:00 p.m.**

<b>Present:</b>	Dominic Mercuri (C) Michael Pautler (VC) Atul Chandra Young Park Mae Radford	David Dean Barbara Elliot Debra Carey Anjlee Patel Lisa Kearns	Eric Vandewall Frank Whelan Amie Davis, MD Ian Preyra, MD
<b>Staff:</b>	May Chang	Leah Martuscelli	Donna Philip (Recorder)
<b>Regrets:</b>	Ajay Manjoo, MD Cheryl Williams	Bob Bosshard	Don Cowan
<b>Guests:</b>	N/A		

**1. Call to Order & Welcome**

Dominic Mercuri, Board Chair, called the meeting to order at 3:05p.m. The Chair noted the regrets for the meeting.

**2. Declaration of Conflict**

No conflicts were declared.

**3. Approval of Agenda**

The Chair invited those present to identify any items on the Consent Agenda that requires further discussion. The Board Signing Authority Policy was pulled from the Consent Agenda for further discussion and was added to the 'Other Business' section of the agenda, and the Agenda was approved by way of the following motion:

**THAT** the Agenda for the Board of Directors meeting be approved as presented.

**Moved by:** Dave Dean

**Seconded by:** Frank Whelan

**CARRIED**

**4. BOARD EDUCATION: Integrated Care Delivery Systems**

E. Vandewall gave a special presentation on Bill 74 and an overview of the integrated care delivery model (ICDS) announced by the Provincial Government. He advised that ICDS is a single point of accountability and has been around for over twenty (20) years in the US. This is being implemented in Canada in the context of the Canada Health Act. Other highlights of the presentation are as follows:

- Current system is set up as an insurer model and is not truly integrated with multiple providers delivering care and services.
- The MoHLTC currently funds over 3,000 separate agencies. The Government has advised that this will be reduced to approximately 50 agencies.
- New ICDS model is a patient-centred model of care delivery system whereby patients are cared for through Ontario Health Teams (i.e. a single team of providers for all their care)

needs)

- Aim is for: better access/caregiver experience; better patient health outcomes; improved value/efficiency; better provider experience.

JBH has taken a lead by reaching out to partners in the area to come together to start an ICDS in the Burlington area as JBH (and Burlington) are ideally positioned to build an integrated health team in this area.

A detailed discussion ensued regarding the information presented. E. Vandewall will keep the board updated on this.

#### 5. Approval of Minutes

The Minutes of the Open Session meeting held on January 30, 2019 were approved, as presented, by way of the following motion:

**THAT** the Minutes of the Open Session meeting held on Wednesday January 30, 2019 be approved as presented.

**Moved by:** Dave Dean

**Seconded by:** Anjee Patel

**CARRIED**

#### 6. Chair's Report

The Chair gave a brief report on events since the last meeting. He acknowledged the ongoing great work of the senior team over the past several months, noting that tremendous progress has been made on all fronts.

D. Mercuri advised that a Special Members' meeting will be called to approve the proposed amendments to the Administrative By-Laws, specifically the amended clause allowing the Board to recruit up to 2 additional Directors. The approval at a special meeting will facilitate the current recruitment efforts.

**ACTION Notice of Special Members meeting to be sent to the Membership.**

#### 7. Action Items Review

The Chair advised that the action items from the previous meeting have been completed.

#### 8. Patient Story

This item was deferred in the absence of Dr. Williams.

#### 9. President & CEO Report

E. Vandewall presented highlights of the President and CEO's Report which was precirculated with the meeting material. Key highlights as follows:

- Employee Engagement Survey: We are very proud of the results received.
- Director of Redevelopment: E. Vandewall advised that there has been an accepted offer for the Director of Redevelopment and he will update the Board further on this.
- Government Relations: E. Vandewall advised that we continue to build on our great relationships with the various levels of government. He noted that he has met with MPP Jane McKenna and will be sending a Newsletter from the MPP's office to the Board. He has also met with Marianne Meed-Ward regarding Phase 2 of the redevelopment project and

she is very supportive.

- EVP Candidate: E. Vandewall advised that Marco Trelevic is a great recruit for the organization and will be a good fit (culture/values-wise).
- ICDS Work: JBH is participating on the Halton-Niagara Social Services Council as well as the system leadership group which has now been expanded to include primary care and other key stakeholders.

**ACTION E. Vandewall to send the Newsletter from MPP Jane McKenna’s office to the full Board.**

**ACTION E. Vandewall to provide an update on the Director of Redevelopment appointment.**

#### **10. Professional Practice Report (CNE & COS)**

Ian Preyra presented the highlights of the Professional practice Report. Highlights as follows:

- Emergency Department: Wait-times in the ED is reflective of flow in the organization. JBH had been consistently ranked #74 for emergency department wait times but is now a top ED performer which is an exceptional achievement. There has been a tremendous improvement in flow from all teams with the heaviest lifting by the medical team.
- Kaizen Event: There was a very successful kaizen event within the care team transition. The event was very well attended and as a result medical ‘rounds’ have been shortened from 55 minutes to 17 minutes.

The Board offered its congratulations to the Emergency Department team for a job well done. D. Mercuri will share the Board’s thoughts at upcoming meetings of the Medical Staff Association and the Medical Advisory Committee.

#### **COMMITTEE REPORTS**

#### **11. Quality Committee**

M. Radford, Chair of the Quality Committee advised that the Committee report from the meeting held on March 7, 2019 was precirculated with the meeting material. She noted that QIP targets for end of year reporting have either been achieved or exceeded.

#### **12. Governance & Nominating Committee**

Y. Park, Vice Chair of the Governance & Nominating Committee advised that the Committee has met a couple of times since the last Board meeting to look at the remaining batch of policies and procedures and board recruitment. Going forward, the Committee will be looking at ‘chunking’ the policy review.

D. Mercuri gave a brief update on board recruitment advising that approximately 17 applications have been received for Director positions. A Board Information Session is scheduled for March 28, 2019.

#### **13. Medical Advisory Committee Report**

Dr. Preyra, Chief of Staff, advised that the reports from the Medical Advisory Committee meetings held on February 13 and March 6, 2019 were precirculated. He noted that at its meeting held on February 13, the Medical Advisory Committee reviewed the proposed amendments to the Medical & Professional Staff By-Laws and recommended its approval.

#### **14. Finance & Audit Committee Report**

D. Dean, Chair of the Finance & Audit Committee advised that the Committee report, from the

March 21, 2019 meeting, was precirculated with the meeting material. He indicated that there are a number of recommendations coming out of the FAC meeting, a couple of which will be brought In-Camera.

**15. Consent Agenda Approval**

The motions contained in the Consent Agenda were approved, as presented, by way of the following motion and as listed below:

**i. Governance & Nominating Committee Report (March 4, 2019)**

- Governance Policy Review (Cycle #3): Investment Policy; Conflict of Interest; Statement of Board Roles & Responsibilities; Annual Term Agreement; Director & Community Rep Recruitment, Nomination & Election; Board Member Recognition; Director Role Description; Board Chair Role Description; Board Vice Chair Role Description; Board Chair/Vice Chair Succession Planning Procedure; Quality Committee Terms of Reference; Finance & Audit Terms of Reference; Building & Facilities Terms of Reference; HRPCC Terms of Reference.

**ii. Finance & Audit Committee Report (March 21, 2019)**

- Financial Statements for the period ending January 31, 2019
- 2019/2020 Hospital Sector Accountability Agreement (H-SAA)
- 2019/2020 Multi-Sector Accountability Agreement (M-SAA)

**THAT the Consent Agenda Motions for the items in the consent agenda be approved, as presented.**

**Moved by:** Dave Dean

**Seconded by:** Frank Whelan

**CARRIED**

**16. DECISION ITEMS**

**16.1 Administrative By-Laws Proposed Amendments**

The proposed amendments to the Administrative By-Laws were approved as follows:

**THAT the proposed amendments to the Administrative By-Laws be approved for recommendation to the Members of the Corporation.**

**Moved by:** Anjee Patel

**Seconded by:** Debra Carey

**CARRIED**

**16.2 Medical & Professional Staff By-Laws**

The proposed amendments to the Medical & Professional Staff By-Laws were approved, subject to review by the Medical Staff Association, as follows:

**THAT the proposed amendments to the Medical & Professional Staff By-Laws be approved for recommendation to the Members of the Corporation.**

**Moved by:** Frank Whelan

**Seconded by:** Mae Radford

**CARRIED**

**16.3 Proposed 2019/2020 Board Committee Structure**

The proposed 2019/2020 Board Committee Structure was approved as recommended by the Governance & Nominating Committee.

**THAT the proposed 2019/2020 Board Committee Structure be approved as recommended by the Governance & Nominating Committee.**

**Moved by:** Dave Dean

**Seconded by:** Lisa Kearns

**CARRIED**

**16.4 Borrowing (Short-term to Long-term) (FAC Recommendation)**

The Board approved the recommendation by the Finance & Audit Committee to convert the current borrowing facility to a long-term credit facility.

**THAT the Board approves that management proceed with a renegotiation of the existing redevelopment line-of-credit facility to create a long-term debt facility of up to \$75M as recommended by the Finance & Audit Committee.**

**Moved by:** Frank Whelan

**Seconded by:** Barbara Elliot

**CARRIED**

**16.5 Renovations of Units 4N400 and 4N700 (FAC Recommendation)**

The Board approved the recommendation by the Finance & Audit Committee that management proceed with renovations to Units 4N400 and 4N700.

**THAT the Board approves that management proceed with renovations to Units 4N400 and 4N700 to support overall patient, families and staff safety and satisfaction, and further; THAT the Board approves management's recommendation to utilize the redevelopment credit facility up to \$500,000 to fund the renovation work in the Units, as recommended by the Finance & Audit Committee.**

**Moved by:** Barbara Elliot

**Seconded by:** Dave Dean

**CARRIED**

**OPERATIONS UPDATE**

**17. Medical Staff Association Report**

Dr. Davis gave a brief update on the Medical Staff Association. She advised that there is a good degree of engagement from the MSA as the group wants to be active participants in what they would like their workplace to be. The MSA is holding its Annual General Meeting in May 2019 and for the first time will be handing out awards for outstanding work.

**18. Communications & Public Relations Report (CCO)**

A written Communications & Public Relations Report was precirculated with the material for the meeting.

**19. Review of Action Items**

The Chair reviewed the action items from the meeting.

**20. Other Business**

**20.1 Delegation of Signing Authority Policy (GNC Recommendation)**

D. Dean advised that the accompanying table in the Board Delegation of Signing Authority Policy should be amended to reflect the correct maximum limit for CFO or CEO-approved Single/Sole Source for both Procurement of Goods and Non-Consulting Services and Procurement of Consulting Services. The policy was approved with this additional amendment.

**THAT the Board Delegation of Signing Authority Policy be approved as amended.**

**Moved by:** Dave Dean

**Seconded by:** Michael Pautler

**CARRIED**

**ACTION** The Operational Delegation of Signing Authority Policy will be updated to reflect the change to

**the Board Delegation of Signing Authority Policy.**

No further business was tabled for discussion. The Next Meeting is scheduled for Wednesday June 12, 2019 at 3:00pm.

**21. Adjournment**

The Open Session of the meeting was adjourned at 5:00pm by way of a motion duly moved and seconded.

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Dominic Mercuri, Board Chair

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Donna Philip, Recorder

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Board of Directors – Open Session Meeting

<b>ACTION ITEMS (Open-Session Board Meeting)</b>	<b>Responsibility</b>	<b>Due Date</b>	<b>Comment</b>
1. E. Vandewall to provide an update on the Director of Redevelopment appointment.	E. Vandewall		
2. E. Vandewall to send the Newsletter from MPP Jane McKenna's office to the full Board.	E. Vandewall		
3. Notice of Special Members meeting to be sent to the Membership.	D. Philip		
4. The Operational Delegation of Signing Authority Policy will be updated to reflect the change to the Board Delegation of Signing Authority Policy.	D. Philip		

<b>ATTENDANCE REGISTER OPEN BOARD MEETINGS</b>						
<b>BOARD MEMBERS</b> *Chair   **Vice-Chair	<b>Sept 26, 2018</b>	<b>Nov 28, 2018</b>	<b>Jan 30, 2019</b>	<b>Mar 27, 2019</b>	<b>Jun 12, 2019</b>	<b>AGM (June 19, 2019)</b>
Dominic Mercuri *	Yes	Yes	Yes	Yes		
Michael Pautler**	Yes	Yes	Yes	Yes		
Bob Bosshard	Yes	No	Yes	No		
Debra Carey	No	Yes	Yes	Yes		
Atul Chandra	Yes	Yes	No	Yes		
Don Cowan	Yes	Yes	Yes	No		
David Dean	Yes	Yes	Yes	Yes		
Barbara Elliot	Yes	Yes	Yes	Yes		
Young Park	No	Yes	Yes	Yes		
Lisa Kearns			Yes	Yes		
Anjlee Patel	Yes	Yes	Yes	Yes		
Mae Radford	Yes	Yes	Yes	Yes		
Frank Whelan	Yes	Yes	Yes	Yes		
Dr. Ian Preyra	Yes	Yes	Yes	Yes		
Dr. Amie Davis	No	Yes	Yes	Yes		
Dr. Ajay Manjoo	Yes	No	No	No		
Eric Vandewall	Yes	Yes	Yes	Yes		
Cheryl Williams	Yes	Yes	Yes	No		
<b>STAFF</b>	<b>Sept 26, 2018</b>	<b>Nov 28, 2018</b>	<b>Jan 30, 2019</b>	<b>Mar 27, 2019</b>	<b>Jun 12, 2019</b>	<b>AGM (June 19, 2019)</b>
May Chang	Yes	Yes	Yes	Yes		
Mario Joannette	Yes	Yes	No	No		
Donna Philip	Yes	Yes	Yes	Yes		
Angela De Cesare			Yes	No		
Leah Martuscelli			Yes	Yes		