



Joseph Brant Hospital
Board of Governors Meeting

Minutes of the meeting of the **Board of Governors** held on **Wednesday May 25, 2016** at **3:00 pm** in the **Gordon Room**.

Present:	Don Dalicandro (C) Kathryn Osborne (VC) Krista Attwood Susan Busby (arrived at 4:05 pm) Debra Carey David Dean Teresa DeSantis, MD (arrived at 4:04 pm)	Sandra Edrupt Rob Hamilton Sylvia Leonard Dom Mercuri Bill Nisker, MD Michael Pautler (arrived at 3:20 pm) Mae Radford	Brent Scowen Paul Sharman Frank Whelan Eric Vandewall Cheryl Williams
Staff:	Nancy Casselman Susan Wannamaker	Mario Joannette Michelle Sullivan (recorder)	Dee Perera
Regrets:	Wes Stephen, MD		
Guest:	N/A		

1. **Call to Order**

The Chair called the meeting to order at 3:00 pm.

2. **Declarations of Conflict**

The Chair queried if there were any conflicts to declare, none presented.

3. **Approval of Agenda**

The Chair asked for a motion to approve the agenda as presented.

It was,

Moved by: Kathryn Osborne **Seconded by:** Sandra Edrupt
That the agenda of May 25, 2016 be approved as presented.

...CARRIED

4. **Chair's Remarks**

The Chair welcomed Dee Perera, Vice President Finance & Corporate Support Services and Chief Financial Officer. Dee joined JBH on April 18, 2016.

The Chair highlighted that board meetings will no longer include a separate closed agenda. As per the recommendation of KPMG through the governance review, there will be open meetings of the board and in-camera meetings as required.

5. **Committee Chairs' Report**

Don Dalicandro (Hospital Assets Task Force, BFC, One Team)

- Mr. Dalicandro reported that the Hospital Assets Task Force recently reviewed the Terms of Reference and the members unanimously agreed the Committee had achieved its mandate of

establishing a new process for managing and approving substantial gift agreements. The Chair explained the need for a vehicle to bring donor proposals forward to both boards as per the major gift policy. The members agreed and felt that HATF need not be dismantled at this time. Management will review the terms of reference for HATF and the Naming Privileges Committee and recommend a strategy for the future needs of this type of oversight. Should a meeting be required over the summer, an ad hoc meeting will be called.

Robert Hamilton (Audit Committee)

- Nothing additional to report

David Dean (Finance Committee)

- Nothing additional to report

Michael Pautler (Governance & Nominating Committee)

- Nothing additional to report

Sandra Edrupt (Quality Committee)

- Ms. Edrupt reported that two patient stories were presented by staff members to the Quality Committee. These stories are important to share and demonstrate teamwork and leadership at all levels and the impact on the patient experience.
- The Final 15-16 QIP workplan and Pay for Risk Structure (QIP) 2015-16 was reviewed and it was noted that JBH is consistent with current practices. The Committee acknowledged that, even though a small number of indicators remain as “red” relative to target, tremendous improvement had been made on many of the key priority indicators. Completion of planned improvement Initiatives in the QIP were acknowledged as key enablers of these improvements.
- Regarding QC work plan, Ms. Edrupt reported that all elements were completed however it is a heavy agenda for five meetings throughout the governance season.

Debra Carey (Human Resources Policy & Compensation Committee)

- Ms. Carey reported the 2015/2016 QIP Pay-at-Risk Allocation of 5% for the Senior Leadership Team has been approved and will be recommended for approval to the Board. She reported that this is a claw back not a bonus.
- Regarding the review and approval of goals for the CEO and COS, Ms. Carey stated that this process is lengthy and should be on the work plan early on.
- The Wellness Committee is currently exploring the New Psychological Standards advocated by the Mental Health Commission of Canada as a framework to govern a comprehensive Mental Health in the Workplace Strategy. A follow up will be presented at the September committee meeting.
- Ms. Carey recommended that SLT succession planning be added into the work plan for next 2016-17.

Dr. Wes Stephen (Medical Advisory Committee)

- Nothing additional to report

6. Consent Agenda

The Chair queried whether any member wished to have a specific item contained within the Consent Agenda as presented, removed for further discussion. There were no items removed for discussion.

The Chair requested a motion that the Board of Governors approves all motions recommended in the consent agenda.

It was,

Moved by: Sylvia Leonard

Seconded by: Rob Hamilton

That the Board of Governors approves the motions contained within the consent agenda.

...CARRIED

a. Board of Governors - March 30, 2016

The minutes of open, closed and in camera session were presented for approval.

b. Building & Facilities Committee - May 17, 2016

The minutes of April 19, 2016 and May 17, 2016 were presented for information.

c. Governance & Nominating Committee – May 12, 2016

The minutes of the May 12, 2016 meeting were presented for information along with the following attachments:

- 2016-17 Nominating Report for approval
- 2016-17 Board Committee Structure for approval
- 2016-17 Board of Governors meeting schedule for information
- June 1, 2016 Annual General Meeting agenda for information
- June 1, 2016 Board of Directors meeting agenda for information
- B. Bosshard CV for information
- D. Cowan, CV for information
- Motion page

The following motions were presented:

Motion 1

That the Governance and Nominating Committee recommends to the Board of Governors approval of the 2016-17 Nomination Report as presented.

Motion 2

That the Governance and Nominating Committee recommends to the Board of Governors approval of the 2016-17 Committee Membership and Structure.

d. Hospital Assets Task Force – May 24, 2016

The minutes of the May 24, 2016 meeting were presented for information along with the following attachments:

- JBH – JBHF Donor Recognition Signage Policy for approval
- Motion page

The following motion was presented:

That the Hospital Assets Task Force recommends to the Board of Governors and the Foundation Board of Directors the approval of the JBH and JBHF Donor Recognition and Signage Policy as presented.

e. Quality Committee – May 12, 2016

The minutes of the May 12, 2016 meeting were presented for information along with the following attachments:

- Quality Scorecard Q4 FY15-16 for information
- Strategic Scorecard FY15-16 for information
- Quality Improvement Report – Customer Support Services for information
- Quality Improvement Report- DI-Lab-Pharmacy for information

f. Human Resources Policy & Compensation Committee – May 16, 2016

The minutes of the May 16, 2016 meeting were presented for information along with the following attachments:

- Briefing Note FY15-16 Pay at Risk Results
- Pay at Risk FY15-16 Structure, Allocation and Results
- Motion page

The following motion was presented:

That the Human Resources Policy & Compensation Committee recommends to the Board of Governors the approval of the payment of Pay-At-Risk to the Senior Leadership Team members of 5%, based on achieved results.

g. Medical Advisory Committee – May 18, 2016

The minutes of the April 13, 2016 and May 11, 2016 meetings were presented for information.

h. One Team Strategic Plan Steering Committee – May 11, 2016

The minutes of the April 20, 2016 and May 11, 2016 meetings were presented for information.

7. Finance Committee – May 19, 2016

The minutes of the May 19, 2016 meeting were presented for information along with the following attachments:

- CFO Report YE March 31, 2016 for information
- JBH Balance Sheet March 2016 for information
- JBH Operating Statement March 2016 for information
- JBH 2016 Financial Statements for approval
- Year End One-Time Adjustments briefing note for information
- OR Inventory briefing note for information
- M-SAA Declaration of Compliance briefing note for information
- Schedule G Declaration of Compliance for approval
- Total Operating HSAA 15-16 Q4 Dashboard for information
- 2015-16 BPSAA Compliance Reporting briefing note for information
- Appendix C Attestation BPSAA
- Compliance Report BPSAA
- Trust Financial Statement Dec 31, 2015 for information
- Redevelopment Update May 17, 2016 for information
- Motion for approval

The following motions were presented:

Motion 1

That the Finance Committee recommends to the Board of Governors for approval the Fourth Quarter (2015/16) Financial Statements as presented.

Motion 2

That the Finance Committee recommends to the Board of Governors for signature the M-SAA Declaration of Compliance for the period April 1, 2014 to March 31, 2016.

It was,

Moved by: Rob Hamilton

Seconded by: Brent Scowen

Motion 1 - That the Board of Governors approves the Fourth Quarter (2015/16) Financial Statements as presented.

Motion 2 – That the Board of governors approves the M-SAA Declaration of Compliance for the period April 1, 2014 to March 31, 2016.

...CARRIED

8. Audit Committee – May 19, 2016

The minutes of the May 19, 2016 meeting were presented for information along with the following attachments:

- Audit Committee Presentation dated March 19, 2016 for information
- 2015-16 BPSAA Compliance Reporting for information
- Appendix C Hospital Attestation for approval
- Hospital Remittances briefing note for information
- IT Internal Control briefing note for information
- 2016 Audit Findings Report for information
- Financial Statements revised as of May 25, 2016 for approval
- Motion page

The following motions were presented:

Motion 1

That the Audit Committee recommend to the Board of Governors for approval the signing and attestation of the Declaration of Compliance in respect of its obligations related to the Broader Public Sector Accountability Act for the year 2015/2016.

Motion 2

That the Audit Committee recommends to the Board of Governors the approval of the Audited Financial Statements for Joseph Brant Hospital, for the Year Ended March 31, 2016, as to be amended with changes to the Notes on capital lease operating costs, and timing and sources of redevelopment funding.

It was,

Moved by: David Dean

Seconded by: Frank Whelan

Motion 1 - That the Board of Governors approves the Declaration of Compliance in respect of its obligations related to the Broader Public Sector Accountability Act for the year 2015/2016.

Motion 2 - That the Board of Governors approves the Audited Financial Statements for Joseph Brant Hospital, for the Year Ended March 31, 2016, as amended with changes to the Notes on capital lease operating costs, and timing and sources of redevelopment funding.

...CARRIED

9. New Business

a. Patient Story

The patient story - Malignant Hyperthermia - was pre-circulated with the agenda package. Ms. Williams provided an overview of the case, the quality and risk issues, what went well and lessons learned. She answered questions from the Governors who expressed appreciation for this positive outcome story.

b. People & Processes

I. IAP Executive Summary

The Integrated Action Plan summary dated May 2016 was pre-circulated with the agenda package. Susan Wannamaker reported that the pre-tower renovations are on track and on plan for F&E, ICAT, Operational Readiness, and Transition for upcoming moves. The New Tower Construction is on-track to-date.

II. IAP Deployment

The IAP Deployment briefing note and plan dated May 2016 was pre-circulated with the agenda package. Ms. Wannamaker reported that out of the 65 initiatives underway, 57 are on track (6 of these have reached completion), 8 are of some concern, and zero are of major concern.

III. LEAN Update

The Lean Transformation Update: 2016-17 Progress to Date report was pre-circulated with the agenda package. The report provides an update on JBH's Lean Transformation with an emphasis on key priorities and progress on the Lean strategy components:

- 1) Lean Management System and Culture
- 2) Lean Education
- 3) Lean Improvement Initiatives.

Ms. Wannamaker highlighted the success of Gemba and Idea Boards as 383 ideas have been implemented between Sept 2016 – May 2016.

c. 2015-16 GCE Board Survey Results

The 2015-16 Board Survey Results compiled by the Ontario Hospital Association were pre-circulated with the agenda package. The report is dated May 13, 2016 and includes self-assessment data from 14 hospitals as of this date. Mr. Pautler provided introductory remarks regarding the themes identified in the report and stated areas for improvement include governance practices (in-camera use, board orientation) and CEO and COS succession planning and were similar to the recommendations made by KPMG through the governance review. The Board requested to receive JBH self-assessment data year over year as a way of measuring variations/change.

Action: E. Vandewall
/ M. Sullivan

d. Governance Review Update

The KPMG recommendations Scorecard/JBH Action Plan dated May 12, 2016 was pre-circulated with the agenda package. Mr. Dalicandro reported that there are 18 recommendations that came out of the meeting with KPMG and the Board on May 5, 2016.

The scorecard lists the recommendations and the actions put forward from the Governance and Nominating Committee for Board review, discussion and approval.

The Chair asked if any member had a conflict to declare. Krista Attwood, Susan Busby and Paul Sharma declared a conflict of interest with Item #2.

Mr. Dalicandro asked that the recommendations be divided into two distinct segments to allow members with conflicts the opportunity to depart the meeting during the review of item 2.

Review and approval of Items 1, 3-18 and separate review of Item 2 divided into three distinct segments.

Therefore four resolutions came forward from the Board for the following motion:

Motion:

That the Governance and Nominating Committee recommends to the Board of Governors approval of the KPMG/JBH Governance Recommendation Scorecard items as presented.

Resolution:

That the Board of Governors approves recommendations 1, 3-18 of the Governance & Nominating Committee as set out in the KPMG/JBH Scorecard.

Moved by: Michael Pautler

Seconded by: Mae Radford

...CARRIED

Secretary Note: K. Attwood, S. Busby and P. Sharman left the meeting at 4:33 pm.

Resolution:

That the Board of Governors approves recommendation #2 a. for removal of the Auxiliary cross-appointee in favor of an enhanced collaborative working relationship as set out in the Governance & Nominating Committee as set out in the KPMG/JBH Scorecard

Moved by: David Dean

Seconded by: Sandra Edrupt

...CARRIED

Resolution:

That the Board of Governors approves the proposed action item of item 2 b of the JBH Governance Review Scorecard and that the Governance & Nominating Committee be tasked to develop next steps and initiate further discussion with the City of Burlington.

Moved by: Dom Mercuri

Seconded by: Rob Hamilton

...CARRIED

Resolution:

That the Board of Governors approves the proposed action item of item 2 c. of the JBH Governance Review Scorecard that a joint task force be established to jointly develop a recommendation for an improved process for communication between the two boards by September 30, 2016.

Moved by: Dom Mercuri

Seconded by: Rob Hamilton

...CARRIED

e. Strategic Planning 2016-2019 Update

The One Team Strategic Plan Steering Committee met with Deloitte LLP on March 23, 2016 to kick off the project and review team roles and responsibilities, overview of project process and key interactions, review and refine stakeholder engagement, and next steps. The Chair requested a special meeting of the Board of Governors in April 2016 to meet with the Deloitte team personally to provide an opportunity to ask questions and participate in the discussion around stakeholders.

f. Auxiliary Structure

A briefing note outlining the risks associated with the Auxiliary's current structure as an unincorporated association was pre-circulated with the agenda package. In summary, Miller Thomson recommended that restructuring the Auxiliary into a separate corporate entity from the Hospital, either as a non-profit corporation or as a registered charity. There are risks associated with both structures, subsequently agreed to by Miller Thomson, and Borden Ladner Gervais identified other possible structures which were reviewed by the Auxiliary and the Foundation Boards as outlined in the briefing note.

The Auxiliary Board approved the Proposed Taxable Subsidiary Structure (Item F) which results in an effective tax rate of less than 4% and is seeking the Hospital's approval of same. Ms. Attwood answered questions from the Board and a fulsome discussion was held. The Board Chair asked the Board if they would be comfortable voting on this item of business at this time and the Board unanimously agreed.

Motion:

That the Auxiliary Board of Directors is seeking approval from the Board of Governors of Item F - the Taxable Subsidiary Structure to operate the commercial activities of the Auxiliary.

Resolution:

That the Board of Governors approves the Taxable Subsidiary Structure as outlined in Item F to operate the commercial activities of the Hospital's Auxiliary.

It was,

Moved by: Krista Attwood

Seconded by: Sylvia Leonard

...CARRIED

10. Reports

a. President & CEO Report

The President and CEO Report dated May 20, 2016 was pre-circulated with the agenda package. Mr. Vandewall highlighted the following items:

- Burlington MPP Eleanor McMahon will be moving to a cabinet position as the Minister of Tourism, Culture and Sport.
- Halton MPP Indira Naidoo-Harris has accepted the position of Associate Minister of Finance.
- We completed a survey with regard to a Post Construction Operating Plan - PCOP and Transition budget funding requirements for the LHIN and have their support and sign-off on the submission which will be forwarded to the Ministry of Health and Long Term Care. We will be seeking a meeting with the Ministry in June to commence negotiations.
- We requested a meeting with the Editor-in-Chief of the Hamilton Spectator, Paul Berton and the Staff Reporter Joanna Frketich regarding an article that ran in The Hamilton Spectator on May 14th involving a privacy breach at JBH that occurred several months ago involving a patient and one of our nurses. The article contained inaccuracies and misleading statements that will be addressed.

b. Professional Practice Report: Dr. Wes Stephen & Cheryl Williams

The combined Chief of Staff and Chief Nursing Executive Report was pre-circulated with the agenda package. Ms. Williams highlighted the following:

- Hospital-acquired Clostridium difficile infection (CDI) rate was 0.75 for the month in January, decreased to 0.24 in February, 0.13 in March and 0.13 in April. In January, IPAC began a new program of CDI debriefs during Gemba Time that has resulted in redesign of IPAC precaution/isolation signs for use now and in the new tower, as well as a Tips poster for Visitors and Patients.

c. Medical Staff Association Report

The MSA report for May 2016 was pre-circulated with the agenda package. Dr. DeSantis highlighted the following:

- August will see the transition of the current MSA Executive. In September, Dr. Nisker will be appointed President, Dr. Sowery, Vice President and a new Secretary-Treasurer will be named.

d. Foundation

The Foundation Report for May was pre-circulated with the agenda package. Ms. Busby highlighted the following:

- The Foundation is working to expand the reach of community engagement activities as we moved towards the public phase of the Campaign.
- Most recently, we hosted an intimate reception at the Mock-Up Room Facility with lead donor Michael Lee-Chin on May 12. More than 50 guests attended, toured the rooms and were addressed by Mr. Lee-Chin.
- June 2, we invited over 200 corporate leaders and CEOs to a “breakfast” at the Mock-Up Rooms, cohosted by Mayor Rick Goldring and Eric Vandewall.

e. Auxiliary

Ms. Attwood provided a verbal update on the success of the Downtown Funk Event held on May 14 at Leggatt’s Chevrolet in Burlington.

11. Hospital Related

The following items were provided for information:

- JBH Strategic Plan Staff Engagement Memorandum
- JBH in the News

12. Other Business

Kathryn Osborne, the incoming Chair of the Board, asked the members to consider attending a session in July or August to review Directors Desk with the goal of improving the functionality and usage of the Board Portal for users. **Action:** M. Sullivan

Don Dalicandro thanked Sandra Edrupt, who is retiring after nine years on the Board. He also expressed his thanks to Krista Attwood, Dr. Teresa DeSantis and Susan Busby for their participation on the Board during the 2015-16 year.

13. Adjournment & Next Meeting

The next meeting of the Board will be the Annual General Meeting on June 1, 2016 in the Bodkin Auditorium.

It was,

Moved by: Paul Sharman **Seconded by:** Dominic Mercuri
That the Board adjourns to an in-camera session at 7:30 pm.

...CARRIED

Action Items:

Item Description	Responsibility	Person Assigned to	Due Date	Comments
Debra Carey stated that the HRPCC Work Plan be adjusted to allow more time for review and processing of CEO and COS goals and objectives for 2017-18. Debra Carey also stated that SLT succession planning be added to the HRPCC work plan in 2016-17.	Management	N. Casselman	September 2016	
Meeting of members of the Board to review Directors Desk	Management	M. Sullivan	August 2016	
Board Self-Assessment to include prior year data as comparator	Management	M. Sullivan	September 2016	August 2016 - working with GCE to have prior year data added