

Minutes of the Open meeting of the **Board of Governors** held on **Wednesday September 25, 2013** at **3:00 p.m.** in the **Gordon Room**.

<b>PRESENT:</b>	Don Dalicandro (VC) Mae Radford Michael Pautler Krista Attwood Eric Vandewall Marianne Meed Ward Christine Thomson (Rec)	Don Wray Debra Carey Rob Hamilton Kathryn Osborne Mary MacLeod Prasanna Kumaranayake MD	Dave Dean Brent Scowen (t/c) Sandra Edrupt Patrick Killorn MD Paul Faulkner MD Brian Heagle
<b>STAFF:</b>	Tess Romain Florine Lobo	Anissa Hilborn Mario Joannette	Arlene Yam
<b>REGRETS:</b>	Dominic Mercuri		
<b>GUESTS:</b>			

**1. Call To Order – Welcome and Introductions**

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

**2. Declaration of Conflicts**

There were no declarations of conflict.

**3. Approval of Agenda**

The agenda was amended to reflect Item 8.4 will be led by Don Dalicandro.

It was,

**Moved by:** Michael Pautler

**Seconded by:** Rob Hamilton

*That the agenda be approved as amended.*

...CARRIED

**4. Approval of Previous Minutes – May 29, June 5, July 9, August 8, 2013**

The minutes of the May 29, June 5, July 9 and August 8, 2013 meetings of the Board of Governors were presented.

It was,

**Moved by:** Mae Radford

**Seconded by:** Don Wray

*That the minutes of May 29, June 5, July 9 and August 8, 2013 be approved as presented.*

...CARRIED

**5. Chair's Remarks**

The Chair welcomed new Board members Krista Attwood, Chair of the Auxiliary Board and Brian Heagle, Vice-Chair of the Foundation.

## 6. Committee Chairs' Report

Kathryn Osborne (Quality Committee)

- The Quality Committee had a fulsome 2-hour orientation, which included a visit to the Quality Wall. The session received positive feedback from the Committee members.

Dave Dean (Finance)

- The Committee held a well-received orientation session.
- The hospital's financial results as highlighted in the CEO and CFO reports are very positive to date.

Don Wray (Audit Committee)

- The Committee held a well-received orientation session.
- The first meeting of the Audit Committee was successful and Mr. Wray is pleased with the contribution made by the citizen members.

Don Dalicandro (Building & Facilities Committee)

- Nothing additional to report

Mae Radford (Governance & Nominating Committee)

- The Governance & Nominating Committee continues to focus on Chair/Vice Chair selection.
- It was noted that a revised Governor Annual Term Agreement has been recommended to the Board in the Consent Agenda.

## 7. Consent Agenda

The Chair queried as to 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 further discussion.

It was,

**Moved by:** Dave Dean

**Seconded by:** Sandra Edrupt

*That the motions of the Consent Agenda (Items 7.a, 7.b, 7.c, 7.d, and 7.e) be approved as presented.*

...CARRIED

### a) Quality Committee

The minutes September 12, 2013 were presented for information and included the following attachments:

- QC Committee Work Plan 13 – 14
- QC ED and ICU Improvement Report Slides
- QC Quality and Safety Dashboard Q1 2013 2014 Final
- QC Interpretation Q1 201314 Final
- QC April 2013 High Harm Report
- QC May 2013 High Harm Report
- QC June 2013 High Harm Report

### b) Finance Committee

The minutes of September 10, 2013 were presented for information and included the following attachments:

- Finance Committee Work Plan 2013/14
- Finance 13 14 Q1 HSAA Dashboard
- Finance CFO Report for FAC June 30 2013
- Finance Capital Summary June 30 2012
- Finance JBH Balance Sheet June 2013
- Finance Total Operating HSAA Margin – Q1 2013

The following motion was presented:

*That the Board of Governors approve the First Quarter (2013/14) Financial Statements as presented.*

**c) Audit Committee**

The minutes of September 10, 2013 were presented for information and included the following attachments:

- Committee Work Plan 2013/14

**d) Building & Facilities Committee**

The minutes of June 6, July 4 and August 1, 2013 were presented for information and included the following attachments:

- BFC 2013-06-04 BF Presentation

The following motion was presented:

*That the Board of Governors approve the conceptual building massing, design intent and proposed materials as presented at its Committee meeting on June 6, 2013 for the JBH Phase 1 Capital Redevelopment Project.*

**e) Governance & Nominating Committee**

The minutes of September 5, 2013 were presented for information and included the following attachments:

- GNC Policy for Evaluation of Governors – Revised Sep 5 2013
- GNC JBH Governor Annual Term Agreement – Sep 5 2013
- GNC Governors Code of Conduct – Sep 5, 2013
- GNC BOG Peer Assessment Questionnaire – Sep 5, 2013

The following motions were presented:

*That the Board of Governors approve the Policy for Evaluation of Governors as amended.*

*That the Board of Governors approve the Annual Term Agreement as amended.*

*That the Board of Governors approve the Code of Conduct for Governors Policy as amended.*

*That the Board of Governors approve rescheduling the October 26, 2013 Board Retreat to February 22, 2014.*

**8. New Business**

**a) Election of Officers**

*(Secretary's note: Don Wray was excused for this item)*

The Nomination of Officers Report was pre-circulated with the agenda package.

M. Pautler presented 3 motions on behalf of the Governance and Nominating Committee. It was noted that the Committee has recommended the addition of signing officers to ensure business continuity during vacations and other absences.

D. Dalicandro thanked the Board for speaking with him over the last week and confirmed his support for Don Wray as Board Chair for 2013 – 14.

It was,

**Moved by:** Michael Pautler

**Seconded by:** Mae Radford

*That the Board of Governors approve the Chair of the Governance & Nominating Committee and the Chair of the Finance Committee be added as signing officers of the Board, pursuant to the JBH By-Laws.*

*That the Board of Governors approve Don Wray as Chair of the Board.*

*That the Board of Governors approve the following Governors for election of office:*

- *Don Wray, Chair*
- *Eric Vandewall, Corporate Secretary*
- *Chair of the Governance & Nominating Committee*
- *Chair of the Finance Committee*

...CARRIED

*(Secretary's note: Don Wray returned to the meeting)*

Don Wray provided brief remarks acknowledging the work of the past Chair and thanked members for their support in this role.

#### **b) Vice-Chair Selection**

D. Dalicandro reported that the Governance & Nominating Committee will begin the Vice-Chair selection process, as outlined in policy, on behalf of the Board. Governors were encouraged to come forward if considering a leadership role.

#### **c) 2013/14 Annual Board Work Plan**

The 2013/14 Annual Board Work Plan was presented for review. It was noted that there will a strategic discussion regarding Quality Based Procedures (QBP) and Health System Funding Reform (HSFR) at the Board retreat in February. As well, an update on the Strategic Plan and associated action plan has been moved to March 2014 to better align with the corporate planning cycle.

It was,

**Moved by:** Don Wray

**Seconded by:** Dave Dean

*That the Board of Governors approve the 2013/14 Annual Board Work Plan as presented.*

...CARRIED

#### **d) Strategic Scorecard**

The Strategic Indicator Summary, Quality & Safety Dashboard and Quality & Safety Dashboard Interpretation were pre-circulated with the agenda package.

The Chair noted that the new Scorecard format incorporates feedback received by the Board and has been reviewed by the Quality, Finance and Human Resources Performance & Compensation Committees.

The Board suggested that an introduction is included when this is posted on the website to ensure the new Scorecard can be interpreted and meaningful to the community.

Following discussion, the Dashboard will be amended to reflect full titles instead of acronyms.

It was,

**Moved by:** Marianne Meed Ward

**Seconded by:** Rob Hamilton

*That the Board of Governors approve the Strategic Indicator Summary, Quality & Safety Dashboard and Quality & Safety Dashboard interpretation as amended.*

...CARRIED

#### e) Funding Reform & QBPs

A presentation was pre-circulated with the agenda package.

F. Lobo provided an update on Health System Funding Reform (HSFR) and Quality Based Procedures (QBPs) which included:

- Background on the HSFR model in Ontario including Patient Based Funding, Health Based Allocation Model and Quality Based Procedures (QBPs).
- Expected QBP Implementation timelines;
- JBH HSFR Funding for 2013/14
- Overview of QBP Carve-Out and Pricing methodology.
- HBAM and Global Funding for 2013/14
- An update on the current QBP initiatives underway at JBH; and
- Outstanding issues and challenges related to HSFR.

The Chair thanked Ms. Lobo for her presentation.

*(Secretary's note: Dr. Kumaranayake arrived at the meeting)*

The Board had a generative discussion following the presentation which touched on the need to understand and analyze QBPs to evaluate opportunities for the organization including development of regional centres of excellence and strategic regional contracts. E. Vandewall noted that there is an initiative within the LHIN to expand Mohawk Shared Services (MSSI) into a Shared Services Corporation to manage all back office and business intelligence services aligned with the LHIN's Strategic Health System Plan. The Board also noted the following points:

- In order to "win/lead", provide management with resources to determine how the new funding will affect the Hospital today and in the future
- Support the proactive work done by PWC
- Promote engagement, sit on Committees, ask the tough questions and advocate in the interest of our community

- Ensure patients get the best care and help patients choose our Hospital because the Hospital will take care of them

The Chair thanked the Board for its participation in the generative discussion.

**f) Accreditation Update**

M. MacLeod gave a verbal update on the Hospital's preparation for Accreditation, occurring in April 2014. Currently the professional practice teams are working through road maps to determine what they do well and where they can improve.

An internal Board Governance Survey will be distributed to all Governors and results will be shared with the Board. An associated road map or action plan required for areas of improvement will be implemented and monitored through the Governance & Nominating Committee.

100% participation in the survey will show the Accreditation surveyors that Joseph Brant Hospital's Governors are engaged and are highly invested in improving quality and safety. M. MacLeod encouraged all Governors to participate in the survey.

**g) M-SAA Declaration of Compliance**

The Chair reported that the LHIN has issued a Declaration of Compliance that the M-SAA requirements have been fulfilled. Declarations are issued every 6 months and requires signature of the Chair on behalf of the Board.

E. Vandewall confirmed the Joseph Brant Hospital is in full compliance with its obligations under the service accountability agreement (the "M-SAA") in effect during the Applicable Period of April 1, 2013 to September 30, 2013.

It was,

**Moved by:** Kathryn Osborne

**Seconded by:** Rob Hamilton

*That the Board resolves to delegate to the Chair, authority to sign the Declaration of Compliance with the Multi-Sector Service Accountability Agreement (M-SAA) for the period April 1, 2013 to September 30, 2013.*

...CARRIED

**9. Reports**

**a) President & CEO Report**

The President & CEO Report was pre-circulated with the agenda package. Mr. Vandewall provided a verbal update on the following:

- Phase 1 (the Enabling Project) of the Redevelopment Project is underway, and the project is essentially on time. Phase 2 (the Tower) has evolved with 2 changes in scope, including the addition of a 7<sup>th</sup> floor and improvements to the Emergency Department. The 7<sup>th</sup> floor addition does not require any changes to our Local Share Plan and has been finalized and approved through the City of Burlington's Committee of Adjustment.
- An RFP for additional Mental Health programming has been developed independently from the Redevelopment Project. Mental Health is funded 100% by the Ministry of

Health and Long Term Care (MOHLTC) and although there is no guarantee on timing of the project, the Hospital has received support from the MOHLTC for this additional project.

- 3 bidders have been shortlisted through the RFQ process with acceptable Mechanical & Engineering sub-contractors and are identified in the President & CEO report. The RFP will be published in January 2014.

**b) Chief of Staff**

There was no Open Chief of Staff submission.

**c) Vice President Patient Care Services and Chief Nursing Executive Report**

The Vice President Patient Care Services & Chief Nursing Executive Report was pre-circulated with the agenda package. Ms. MacLeod provided a verbal update on the following:

- Patient Flow continues to be a priority and Senior Leadership is working with physicians and clinical directors on initiatives that can be maintained to move the Hospital to the next stage (90<sup>th</sup> percentile at 25 hours). A presentation will be made to the Medical Staff Association on September 26, 2013

**d) Medical Staff Association Report**

The Medical Staff Association Report was pre-circulated with the agenda package.

**e) Foundation Report**

The Foundation Report was pre-circulated with the agenda package. A. Hilborn provided a verbal update on the following:

- The capital campaign continues to move forward successfully and it is anticipated that there will be funding announcements staggered over the next few months. Pre-circulated.

**f) Auxiliary Report**

There was no Auxiliary submission.

**10. Hospital Related**

The following item was pre-circulated for information:

- GCE Board Report – September 2013

**11. Other Business**

Don Dalicandro thanked the Governors for supporting the Bed Race and thanked Mary MacLeod, Tess Romain, Marianne Meed Ward and her daughter for joining the Bed Race team.

**12. Adjournment**

It was,

**Moved by:** Marianne Meed Ward

*That the Open meeting of the Board of Governors be adjourned at 5:05 p.m.*

...CARRIED

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Don Wray  
Chair, Board of Governors

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Christine Thomson  
Recorder