



Joseph Brant Hospital
Board of Governors Meeting

Minutes of the Open meeting of the **Board of Governors** held on **Wednesday November 27, 2013** at **3:00 p.m.** in the **Gordon Room**.

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

1. Call To Order – Welcome and Introductions

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

2. Declaration of Conflicts

Brian Heagle declared a conflict with Item 7.d, JBH and JBHF Memorandum of Agreement.

3. Approval of Agenda

It was,

Moved by: Michael Pautler

Seconded by: Rob Hamilton

That the agenda be approved as presented.

...CARRIED

4. Approval of Previous Minutes – September 25, November 14, 2013

It was,

Moved by: Debra Carey

Seconded by: Mae Radford

That the minutes of September 25, 2013 be approved as presented.

...CARRIED

It was,

Moved by: Kathryn Osborne

Seconded by: Brian Heagle

That the minutes of November 14, 2013 be approved as presented.

...CARRIED

5. Chair’s Remarks

The Chair noted that JBH recently hosted Hon. Deb Matthews, Minister of Health and Long Term Care to announce major upgraded changes to Joseph Brant Hospital's expansion project. The event was well attended by provincial and local politicians, staff and friends of the Hospital. The Chair also noted that he has commenced the annual individual meetings with elected Governors. The Chair thanked the Board for their support and encouragement in his role.

6. Committee Chairs' Report

Kathryn Osborne (Quality Committee)

- The Quality Committee participated in a Critical Incident Review which presented a new way for members of the Committee to look at information.

Don Wray (Audit Committee)

- The Audit Committee has initiated an Auditor Request for Proposal process for the five-year period following the current fiscal year.

Don Wray (Building & Facilities Committee)

- Nothing additional to report.

Michael Pautler (Governance & Nominating Committee)

- Nothing additional to report.

Debra Carey (Human Resources Policy & Compensation Committee)

- Nothing additional to report.

Dave Dean (Finance Committee)

- The Finance Committee package includes the revised operating budget for 2013-14. New Health System Funding Reform (HSFR) funds were recognized by the Hospital and have been applied to patient care services.

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.

The Board agreed to remove the Joseph Brant Hospital/Joseph Brant Hospital Foundation Memorandum of Agreement (MOA) from the Governance & Nominating Committee package from the Consent Agenda for further discussion.

(Secretary's note: Anissa Hilborn and Brian Heagle left the meeting)

During discussion, it was noted that the MOA formalizes the current working relationship between both organizations and reflects the current positive relationship.

It was,

Moved by: Dave Dean

Seconded by: Dom Mercuri

That the Board of Governors approve the Memorandum of Agreement between Joseph Brant Hospital and Joseph Brant Hospital Foundation as presented.

...CARRIED

(Secretary's note: Anissa Hilborn and Brian Heagle returned to the meeting)

It was,

Moved by: Michael Pautler

Seconded by: Rob Hamilton

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

...CARRIED

a) Quality Committee

The minutes November 14, 2013 were presented for information and included the following attachments:

- QC – Terms of Reference Nov 14-13
- QC – DI and MDU Annual Quality Report Presentation 13-14
- QC – Laboratory Medicine Annual Quality Report Presentation 13-14
- QC – Rehab and Complex Care Annual Quality Report Presentation 13-14
- QC – July 2013 High Harm Report
- QC – August 2013 High Harm Report
- QC – September 2013 High Harm Report
- QC – ED Action Plan Update Nov 2013

b) Audit Committee

The minutes of November 19, 2013 were presented for information.

c) Building & Facilities Committee

The minutes of October 7, 2013 were presented for information.

d) Governance & Nominating Committee

The minutes of November 7, 2013 were presented for information and included the following attachments:

- GNC – Finance Committee Terms of Reference
- GNC – Audit Committee Terms of Reference
- GNC – Governance & Nominating Terms of Reference
- GNC – Human Resources Policy & Compensation Committee Terms of Reference
- GNC – BN re JBHF MOA – Nov 1 2013
- GNC – Draft MOA JBMH and JBMHF – Updated Nov 7 2013
- GNC – OHA Not For Profit Corporations Act – A. Corbett

The following motions were presented:

That the Board of Governors approve the Terms of Reference for the following Committees as amended:

- *Finance Committee*
- *Audit Committee*
- *Governance & Nominating Committee*
- *Human Resources Policy & Compensation Committee*

That the Board of Governors approve the Enterprise Risk Management Policy as amended.

That the Board of Governors approve the Terms of Reference for the Quality Committee.

8. New Business

a) Accreditation Update – Update & Governance Results

M. Pautler noted that the results of the Governance Functioning Tool survey completed by the Board in preparation for Accreditation was pre-circulated with the agenda package.

T. Romain reviewed the results of the survey and noted that there were only 4 questions that were flagged for follow up compared to 16 in 2011.

T. Romain will draft proposed actions to address each of the “flags” and these will be reviewed at the Governance and Nominating Committee and then presented to the Board in January 2014. It was noted that some Governors may be asked to speak with surveyors during Accreditation and this will be reviewed in further detail at the Board Advance in February.

b) Enterprise Risk Management – Annual Governance Review

A presentation and draft Enterprise Risk Management (ERM) policy were pre-circulated with the agenda package.

In reviewing the current environment and assessing risks, Management proposed the following top 3 risk areas for review by the Board in 2013/14:

- External community capacity
- Health System Transformation/Integration
- Change in current funding model

Following discussion, the Board agreed to focus on these three areas of risks as part of the governance ERM process although it was noted that all risks are reviewed, monitored and reported through regular organizational risk management processes.

Management will prepare a governance risk dashboard for each of the identified areas and report to the Board in January 2014 as outlined in the ERM policy.

It was,

Moved by: Marianne Meed Ward

Seconded by: Brent Scowen

That the Board of Governors approve the Board ERM Policy as presented.

That the Board of Governors requests that Management present a report on the top 3 key areas of risk for the organization as presented at the next meeting of the Board

...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:

- The Hospital is on track to achieve a balanced budget
- The Hospital continues to receive positive feedback from the November 25, 2013 Minister Matthews event. The Minister spoke publically of her granddaughter’s care in the Emergency Department and that she received excellent and exceptional care.

- The Hospital's Social media (Facebook, Twitter, LinkedIn) campaign has launched. Joseph Brant continues to have a rigorous process in place to meet with patients and families to learn from their concerns and address perception they may have.

b) Chief of Staff

The Chief of Staff Report was pre-circulated with the agenda package. Dr. Faulkner provided a verbal update on the following:

- The Emergency Department will be participating in an "ED Coaching team" program, which allows the Hospital to have a leading practice physician come to Joseph Brant and lead a team in improving patient flow.

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.

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.

f) Auxiliary Report

The Auxiliary Report was pre-circulated with the agenda package.

10. Hospital Related

The following items were pre-circulated for information:

- Hospital News October 2013 – November 2013
- OHA GCE November Issue of Boards

11. Other Business

There was no other business to report.

12. Adjournment

It was,

Moved by: Brian Heagle

Seconded by: Marianne Meed Ward

That the Open meeting of the Board of Governors be adjourned at 4:20 p.m.

...CARRIED

Don Wray
Chair, Board of Governors

Christine Thomson
Recorder