

Minutes of the Open meeting of the Board of Governors held on Wednesday September 30, 2015 at 4:00 p.m. in the Gordon Room.

PRESENT:	Don Dalicandro (C) David Dean Sylvia Leonard Brent Scowen Eric Vandewall Paul Sharman	Kathryn Osborne (VC) Sandra Edrupt Dom Mercuri Mae Radford Wes Stephen, MD Jim Sweetlove	Debra Carey Robert Hamilton Michael Pautler Frank Whelan Teresa DeSantis, MD
STAFF:	Anissa Hilborn Michelle Bown	Mario Joannette Michelle Sullivan (recorder)	Franca Vavaroutsos
REGRETS:	Krista Attwood Cheryl Williams	Bill Nisker, MD	Susan Wannamaker
GUESTS:			

1. Call To Order – Welcome and Introductions

The Chair called the meeting to order at 4:00 p.m. He introduced, Michelle Sullivan, Senior Coordinator, Governance Support and Board Liaison who will be supporting the Board and its committees and the MAC. The Chair welcomed Franca Vavaroutsos, the interim Vice President, Finance and Corporate Services & CFO.

2. Declaration of Conflicts

There were no declarations of conflict.

3. Approval of Agenda

The Chair asked that item 8 a) be removed from the agenda at this time.

It was,

Moved by: Sandra Edrupt **Seconded by:** Frank Whelan
That the agenda be approved as amended.

... CARRIED

4. Approval of Previous Minutes – May 27, 2015 and August 26, 2015

The minutes of the May 27, 2015 and August 26, 2015 meetings of the Board of Governors were presented.

It was,

Moved by: Michael Pautler **Seconded by:** David Dean
That the minutes of May 27, 2015 and August 26, 2015 be approved as presented.

... CARRIED

5. Chair's Remarks

Mr. Dalicandro welcomed the Board to the new season and highlighted three key initiatives for the new term: governance review, strategic planning, and the integration plan for the new hospital. He discussed the upcoming Board Advance session scheduled for Saturday, October 31st that will include for the first time the Board of Governors, Senior Leadership Team, Medical Advisory Committee and Medical Staff Association.

6. Committee Chairs' Report

Kathryn Osborne (Quality Committee)

- Nothing additional to report

David Dean (Finance Committee)

- Nothing additional to report

Robert Hamilton (Audit Committee)

- Nothing additional to report

Don Dalicandro (Building & Facilities Committee)

- Nothing additional to report

Michael Pautler (Governance & Nominating Committee)

- Nothing additional to report

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: Sandra Edrupt

Seconded by: Robert Hamilton

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 of the September 17, 2015 meeting were presented for information and included the following attachments:

- QC – QC Mins Sept 17, 2015
- QC – Terms of Reference
- QC – Work Plan 2015-16
- QC – Motion Terms of Reference
- QC – QIP slide deck 2014-15 Facilities
- QC – QIP slide deck 2014-15 Medicine Services

The following motion was presented:

That the Quality Committee recommends to the Board of Governors approval of the Terms of Reference, as presented.

b) Finance Committee

The minutes of the September 22, 2015 meeting were presented for information and included the following attachments:

- FC – Motion Page September 22, 2015
- FC – Minutes September 22, 2015
- FC – Terms of Reference 2015-16
- FC – Work Plan 2015-2016
- FC – CFO Report June 2015
- FC – FAC Capital Summary June 30, 2015
- FC – Balance Sheet June 2015
- FC – Operating Statement June 2015
- 15-16 Q1 HSAA Dashboard

The following motion was presented:

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

c) Audit Committee

The minutes of the September 22, 2015 meeting were presented for information and included the following attachments:

- AC – Minutes September 22, 2015
- AC – Terms of Reference 2015-16
- AC – Work Plan 2016-16

d) Building and Facilities Committee

The minutes of the September 21, 2015 meeting were presented for information and included the following attachments:

- BFC – Minutes September 21, 2015
- BFC – Terms of Reference 2014-15
- BFC - Work Plan 2014-15

e) Governance & Nominating Committee

The minutes of the September 17, 2015 meeting were presented for information and included the following attachments:

- GNC – Minutes September 17, 2015
- GNC – Terms of Reference 2015

8. New Business

a) 2015-16 Annual Board Work Plan

The 2015-16 Board Annual Work Plan was pre-circulated with the agenda package.

The Chair queried whether there were any questions or amendments to the Work Plan. There were no questions or amendments regarding the Work Plan.

It was,

Moved by: Debra Carey

Seconded by: Michael Pautler

That the Board of Governors approves the Board Work Plan for 2015/16, as presented.

...CARRIED

b) Strategic Scorecard

The Draft 2015-16 Strategic Scorecard was pre-circulated with the agenda package.

The Chair queried whether there were any questions regarding the Scorecard. A discussion ensued and the Chair remarked the Scorecard will continue to evolve.

It was,

Moved by: Sylvia Leonard **Seconded by:** Mae Radford

That the Board of Governors approves the Strategic Scorecard 2015/16, as presented.

...CARRIED

c) Governance Review Update

M. Pautler reported that the RFP had been issued for an external vendor to perform the governance review. Nine proposals received – short listed to 4 vendors who met with the Evaluation Committee and Chris Burcher. KPMG was the preferred vendor for the project. Due to the fact that KPMG are the hospital's financial auditors, the GNC Committee will work with the Audit committee to determine if there is a conflict of interest before proceeding. The Chair reassured the Board that should there be a conflict; the GNC Committee will not proceed with KPMG

The following motion was presented:

That the Governance Committee recommends to the Board of Governors the selection of KPMG as the Board's preferred proponent to undertake the Board Governance Review based on a formal vendor RFP selection process and that the Board mandates the Board Chair to negotiate the contract to a maximum of \$96,450.00

It was:

Moved by: Kathryn Osborne **Seconded by:** Dom Mercuri

...CARRIED

d) President and CEO Report

The President & CEO Report was pre-circulated with the agenda package. E. Vandewall noted the following from his report:

- He thanked the Governors for their time and valuable feedback during the 1:1 sessions held over the summer months and noted that by the end of October he will have met with all Governors.
- The HNHB LHIN relationship continues to be very important and a number of committees have been established in relation to QBPS and wait time funded activities.
- The addition of two top of the line CT scanners are extraordinary additions to our hospital. An official ribbon cutting event is planned for October 28th and will include representatives from the City of Burlington and Toshiba Canada, Governors are encouraged to attend.

There were no questions regarding the President and CEO Report.

e) Chief of Staff Report

The Chief of Staff Report was pre-circulated with the agenda package. A fulsome discussion was held regarding the recruiting strategy for Department Chiefs as well as ED vacancies.

9. Reports

a) Senior Vice President Report

The Senior Vice President Report was pre-circulated with the agenda package.

There were no questions regarding the Senior Vice President Report.

b) Vice President Patient Care Services and Chief Nursing Executive Report

The Vice President Patient Care Services and Chief Nursing Executive Report was pre-circulated with the agenda package.

There were no questions regarding the Vice President Patient Care Services and Chief Nursing Executive Report.

c) Medical Staff Association Report

The Medical Staff Association Report was pre-circulated with the agenda package. Dr. DeSantis noted the following in her report:

- She thanked Dr. Stephen and the Board for their support of the first annual Dr. W. Love Sr. Physician Distinction Award which was awarded to Dr. Bill Proctor at the May 2015 MSA meeting.
- The MSA approved the revised Medical and Professional Bylaws.
- Dr. DeSantis thanked the board for their support as she was selected as one of 25 members to participate in the OMA Physician Leadership Development Program.

There were no questions regarding the MSA Report.

The Chair congratulated Dr. DeSantis on her nomination to the OMA Leadership Program.

d) Foundation Report

The Foundation Report was pre-circulated with the agenda package. J. Sweetlove noted the following in his report:

- The Capital Campaign is at 72% of target and there will be a significant new announcement in November.
- The Association of Fundraising Professionals Golden Horseshoe Chapter will be awarding the Professional Practice Award to Anissa Hilborn on November 13th.
- Few tickets are still available for the JBHF High Falutin' Hoedown being held at Mercedes Benz on November 14th.

There were no questions regarding the Foundation Report.

The Chair thanked Mr. Sweetlove for his update and congratulated Ms. Hilborn on her upcoming award.

e) Auxiliary Report

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

There were no questions regarding the Auxiliary Report.

10. Hospital Related

There was no Hospital Related business to report.

11. Other Business

The Chair thanked the Board for their support of the first annual Jog Bike Hike picnic event for JBH staff and their families. The successful event was held on Sunday, September 27th at Confederation Park in Hamilton with approximately 100 people attending.

12. First Annual Outstanding Physician Award

The Board invited Dr. Proctor to join the meeting to thank him personally for his commitment to Joseph Brant Hospital that dates back to 1960. Photos were taken.

13. Adjournment

It was,

Moved by: Rob Hamilton

Seconded by: Frank Whelan

That the Open meeting of the Board of Governors be adjourned at 5:45 p.m.

...CARRIED



Don Dalicandro
Chair, Board of Governors



Michelle Sullivan
Recorder