

**Joseph Brant Hospital
Board of Directors
Open Session Minutes**



Minutes of the Open Session Board of Directors Meeting held on **Wednesday, September 25, 2019 at 1:00 p.m.**

Present: Dominic Mercuri (C) Lisa Kearns David Wagstaff
Atul Chandra Young Park Frank Whelan
Michael Pautler (VC) Mae Radford Eric Vandewall
Debra Carey David Charland, MD Cheryl Williams
Randy Smallbone Barbara Elliot

Staff: Mario Joannette May Chang Donna Philip (recorder)
Marco Terlevic Leah Martuscelli

Regrets: Ian Preyra, MD Anjee Patel

Guests: Steve Selchen, MD Karima Kanani, Miller
Thomson (phone)

1. Call to Order & Welcome

Dominic Mercuri, Board Chair, called the meeting to order at 1:00pm. He acknowledged Dr. Selchen who attended the meeting in the absence of Dr. Preyra.

2. Declaration of Conflict

No conflicts were declared.

3. Approval of Agenda

The Agenda was approved by way of the following motion:

MOTION THAT the Agenda for the Board of Directors meeting be approved as amended. CARRIED

Moved by: Randy Smallbone **Seconded by:** Atul Chandra

4. ONTARIO HEALTH TEAM

4.1 Governance Update

Karima Kanani, Miller Thomson, joined the meeting via teleconference. E. Vandewall introduced K. Kanani and advised that she will be presenting on the governance aspect of the Ontario Health Team application process.

K. Kanani presented what the Board's role will be as the OHT process moves forward. She also highlighted the Burlington Ontario Health Team governance framework and how it will evolve through the stages of the process. Key highlights as follows:

- The OHT process is at the Design and Planning phase.
- Board Governance remains unchanged during the first phase but Board support is required for key elements of the process (e.g. Health Team Agreement).
- Core duties of the Board (i.e. fiduciary, strategic) do not change.
- The application, which is non-binding, will need to be signed by the Board chair for submission by the October 9 deadline.

- A more formalized Agreement (Health Team Agreement) will need to be developed and put in place before implementation of the OHT.
- The Agreement will be a binding contract and will come back to the Board for approval.
- Work has started on developing the Agreement but it is not required to be submitted with the application.
- Once the application has been approved, the process will move into its Operational Integration phase followed by Corporate Integration much further down the road, at which point there will be another discussion with the Board.
- The Corporate Integration phase will include Financial Integration. The intention is for all HT's to be fiscally and clinically accountable.
- The design of the OHT is a 'self-organize, self-directed' process and it will be up to each group to define what approach will work best for them.

K. Kanani left the meeting following her presentation

4.2 OHT Application

Dr. C. Williams gave an overview of the OHT application process, highlighting the various partners that are involved (which include – Halton Region, Burlington Family Health Team, the Caroline Group, Burlington Medical Centre and several primary care physicians). She also presented on the models of care that are being proposed. Key highlights of the presentation are as below:

- This is a primary-care physician led exercise and the vision is to deliver care in the home and community of the patient.
- A Steering Committee has been struck with cross representation from the various OHT partners (Community Medical Advisory Committee).
- Proposed models include: Primary Care Enrolment; Community-Guided Integrated-Care Delivery System; Urgent Access; Transitional Care and Early Intervention.
- The priority populations will include: At-risk older adults; Chronic Diseases; Mental Health & Addictions and Palliative & End of Life care.
- The greatest risk for the Burlington Integrated Health Team is if Primary Care is not ultimately included in the Government's model.
- There are several working groups and initiatives that are currently underway in Year 1 including a new innovative initiative for Virtual Care Visits.

MOTION THAT the Board approves in principle the Burlington Ontario Health Team (BOHT) application, and that the Board delegates authority to the Board Chair and to the President & CEO, to approve and sign the final application submission on behalf of JBH, by the October 9th submission date. CARRIED

Moved by: Frank Whelan

Seconded by: Randy Smallbone

5. Approval of Minutes

The Minutes of the previous meetings held on June 12, June 18 and June 19, 2019 were approved as presented.

MOTION THAT the Board approves the Minutes of the meetings held on Wednesday June 12, 2019; Tuesday June 18, 2019; and Wednesday June 19, 2019, as presented. CARRIED

Moved by: Barbara Elliot

Seconded by: Lisa Kearns

6. Chair's Report

The Chair thanked everyone for cooperating with the new 2-day meeting schedule. He also commented on the move back to the Main Boardroom from the Susan Busby room.

7. Action Items Review

There were no action items arising from the previous minutes.

8. 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:

- Focus on People:
 - Continued focus on people strategy and role clarity.
 - Working closely with new members of the team (Marco and Leah).
 - SLT succession plan is in place.
 - OHT work has also been a significant focus for the team.
 - Work on designing the JBH culture continues internal and external to the organization. The feedback received during these exercises will feed into the action plan and recommended tools. This fall, specific work will start on tools and education intentionality.
 - Implementing the LEADS Framework for leadership development across the organization. This will apply to all levels of leadership.
- Government Relations:
 - Continue to meet regularly with local MPPs regarding JBH's capital project priorities.
 - Continue to keep both MPPs briefed on the Burlington Integrated Health Team collaborative. They are very supportive of these efforts to bring stability for home and community services (beyond our LHIN).
 - Continued talks with the LHIN.
- Pressure Ulcer Update:
 - Still some follow-up steps to be taken with the Hamilton Spectator around the pressure ulcer issue in respect to the upcoming release of the coroner's report on Mr. Wilson's official cause of death.
 - It is anticipated that there will be some media in October as there is a Wound Care conference taking place. The independent expert used in the JBH cases is one of the keynote speakers at the conference. As well, a family member of one of the individuals in the pressure ulcer case is also involved in the conference.

Young Park joined the meeting at this point in the agenda.

9. Professional Practice Report (CNE & COS)

Dr. Williams and Dr. Selchen (in Dr. Preyra's absence) co-presented the highlights of the Professional Practice Report. Highlights as follows:

- Kaizen event held on the Medicine Model of Care.
- Continuing to track patient outcomes and the focus is on trying to ensure that patients have a great experience when they come to JBH.

COMMITTEE REPORTS

10. Quality Committee Report

M. Radford, Chair of the Quality Committee advised that the Committee report from the meeting held on September 24, 2019 was circulated with the meeting material. She highlighted the 2 departments that presented their Annual Quality Reports to the Committee and the great

generative discussion on the ethical decision-making framework used in a recent challenging patient case.

11. Governance & Nominating Committee Report

Y. Park, Chair of the Governance & Nominating Committee advised that the Committee met on September 24, 2019 and is recommending several items for Board approval through the consent agenda. She noted that the Committee has started to review the first cohort of Governance policies for the 2019/2020 year.

12. Medical Advisory Committee Report

Recommendations from the last Medical Advisory Committee meeting will be brought In-Camera.

13. Finance & Audit Committee Report

R. Smallbone, Chair of the Finance & Audit Committee advised that the Committee report from the meeting held on September 24, 2019 was circulated with the meeting material. He commended management on the information presented to the Committee which now includes a cash flow statement. The financial statements for the period ending July 31, 2019 were recommended for Board approval on the consent agenda. The Committee also recommended Board approval of a \$3M Capital Budget for 2019/2020.

R. Smallbone further advised that the Committee also discussed the short and long term debt and gave guidance to management for consideration.

14. Consent Agenda Approval

A motion to approve the following items contained in the Consent Agenda was passed. It was noted that the Offboarding and Onboarding Procedures were removed from the Consent Agenda and will come forward at another time.

i. Governance & Nominating Committee Report (September 24, 2019)

- a. Governance Policy Review: Integrated Risk Management Policy (proposed amendments); Strategic Planning Policy (proposed amendments); Professional Staff Appointment & Credentialing Policy (no amendments)
- b. Committee Terms of Reference (proposed amendments)
- c. Board Orientation Framework

ii. Finance & Audit Committee Report (September 24, 2019)

- a. Financial Statements @ July 31, 2019
- b. 2019/2020 Capital Budget

MOTION THAT the Board approves all motions recommended by the Committees as contained within the Open Meeting Consent Agenda. CARRIED

Moved by: Mae Radford

Seconded by: Debra Carey

OPERATIONS UPDATE

15. Medical Staff Association Report

Dr. Charland gave a brief update on the Medical Staff Association and advised that he and Dr. Juma are pleased to start work with the Association.

16. Communications & Public Relations Report

Mario Joannette gave a brief update in addition to the written report which was precirculated. Highlights as follows:

- The OHT Website is going live next week.
- Attended a community meeting regarding a crisis situation in the summer where a number of children were brought to JBH for treatment. The meeting was well attended and JB will continue to meet with the various first responders to ensure there is collaboration in the event of a similar crisis.
- During the month of October, the Burlington Art Gallery will be collaborating with the Ambulatory Care team for an art display in various areas of the hospital.
- Carpenter Hospice which has been affected by significant flood damage to their facility is being housed at JBH for an indeterminate period of time on the 3rd Floor of the North Tower.

17. JBH Foundation Quarterly Update

Anissa Hilborn and Leon Denbok (JBHF Board Vice Chair) joined the meeting to give an update on Foundation activities. A. Hilborn and L. Denbok updated the Board on the branding for the Complete Breast Care program (formerly the Breast DAP program) and fundraising priorities for 2018-2022 and highlighted the challenges and opportunities for these initiatives. A. Hilborn also updated on the top priorities that the JBHF Board is focusing on, which includes the impact of the OHT Model and a discussion around donations from cannabis-related organizations.

18. Review of Action Items

There were no action items from the meeting.

19. Next Meeting

The next regular meeting of the Board is: Wednesday November 27, 2019 @ 1:00pm (Lunch at 12:00noon).

20. Termination

The Open Session of the meeting was adjourned at 3:45pm by way of a motion duly moved and seconded.

Dominic Mercuri, Board Chair

Donna Philip, Recorder