

**Hamilton Health Sciences
Board of Directors**

Minutes

DATE: June 23, 2016

TIME: 3:00 to 6:00 PM

LOCATION: Alexander Hall – The Hamilton Club, 6 Main Street East, Hamilton, Ontario

IN ATTENDANCE: Norm Col (Chair), Rob MacIsaac, Chantel Broten, Charles Criminisi, Glenn Gibson, Julia Kamula, Richard Koroscil, Scott Maki, Dr. Paul Miller, Dr. Chris Ricci, Mark Rizzo, Dr. Terry Shields, Kurt Whitnell, Adrianna Bogris (Recording Secretary), Roger Campbell (General Counsel), Deborah Redwood (Law Clerk)

REGRETS: Bruce Barch, Dr. John Kelton, Kirsten Krull, Mary Catherine Lindberg, Anna Ventresca, Mary Volk

GUESTS: Fran Agnew, Michele Beals, Kelly Campbell, David Collie, Renato Discenza, Andrew Doppler, Mark Farrow, Brenda Flaherty, Bill Laidlaw, Aaron Levo, Dave McCaig, Dr. Richard McLean, Dr. Ralph Meyer, Frank Naus, Sharon Pierson, Nicole Rakowski, Rebecca Repa, Dr. Michael Stacey, Pearl Veenema, Bill Ferguson, Vice-President, Local 7800, CUPE (*partial attendance, after the BAHT presentation*), Gus Oliveira, CUPE National Representative, Hamilton Area Office (*partial attendance, after the BAHT presentation*), Barry Brownlow, Chair of the Board of Directors, Bay Area Health Trust (*partial attendance for the BAHT presentation*), Kaitlyn Dymont, Real Estate Manager, Bay Area Health Trust (*partial attendance for the BAHT presentation*)

1. Opening

The Chair welcomed everyone to the meeting.

1.1 Quorum

The Chair advised that quorum was present.

1.2 Declarations of Conflict of Interest

Rob MacIsaac declared in Interest in the sale of the Chedoke lands as it pertains to Emshih. Rob has a personal relationship with the principals of Emshih.

1.3 Adoption of the Agenda

The Chair advised that Barry Brownlow from Bay Area Health Trust has been requested to provide an update on the RFP process for the Chedoke Lands and this new item will

presented during be in camera and added as item 1.4 on the agenda. The Chair requested that a consolidated item be added to the agenda as item 1.5, comprised of consent items arising from the Committee meetings and some decision items (4.2.3. Internal Audit Plan, 4.2.4. Audit – Whistleblower Protocol, 5.2.1. Finance – BPSAA and M-SAA Annual Attestation and 11. Consolidation of Rationalizing and Simplifying HHS Metrics) and some particular straightforward decision items.

It was moved by Glenn Gibson and seconded by Richard Koroscil that the agenda be adopted as amended.

CARRIED

1.4 BAHT Presentation

The Chair requested a motion to move in camera for the BAHT presentation.

It was moved by Scott Maki and seconded by Julia Kamula that the meeting move in camera.

CARRIED

Rob MacIsaac, Nicole Rakowski, David Collie and Bill Laidlaw departed the meeting for the in-camera consideration of this Item.

Rob MacIsaac, Nicole Rakowski, David Collie and Bill Laidlaw re-joined the meeting following the in-camera portion of the meeting.

1.5 Consolidated Consent Agenda

The Chair proposed a consolidated consent agenda for the meeting. He advised that the items noted below had been dealt with at the Committee level and there had been fulsome discussion at the Committee meetings, with the exception of items 8 and 9 which he also proposed be dealt with as part of the consolidated consent agenda.

2. Minutes of the Meeting of May 26, 2016
- 3.1 2016 06 PMC-017 – Rationalizing and Simplifying HHS Metrics – PMC
- 4.2.3 2016 06 AC-005 – Internal Audit Plan Update
- 4.2.4 2016 06 AC-007 – Whistleblowing Protocol
- 5.1.1 2016 06 FC-019 – Rationalizing and Simplifying HHS Metrics – Finance
- 5.2.1 2016 06 FC-020 – BPSAA and M-SAA Annual Attestation FY 2015-16
8. HHS Foundation Update
9. WLMH CAC Report to the Board
11. 2016 06 BD-008 – Consolidated Rationalizing and Simplifying HHS Metrics

It was moved by Richard Koroscil and seconded by Terry Shields that the consolidated consent agenda items be approved.

CARRIED

Committee Reports

2. Audit Committee Meeting – June 9, 2016

The Chair of the Audit Committee proposed that report 2016 06 AC-004 – Enterprise Risk Management (ERM) Update be removed from the consent agenda for separate consideration.

It was moved by Terry Shields and seconded by Julia Kamula that report 2016 06 AC-004 – Enterprise Risk Management (ERM) Update be removed from the consent agenda for separate consideration.

CARRIED

2.1 2016 06 AC-004 - Enterprise Risk Management (ERM) Update

Dave McCaig presented the Enterprise Risk Management Update. Management was recognized for having a robust process relating to key risks. Following Dave's presentation, there was discussion as to the Board going offline to discuss key risks from the Board's perspective and provide feedback to Management. It was noted that the discussions that took place at the Audit Committee did not include the full Board. Concerns were expressed that the business of the Corporation should be considered by the Board by holding a Board meeting in accordance with the by-laws and processes.

Rob MacIsaac highlighted the action items arising from the discussion, noting that a questionnaire will be distributed to the Board members to identify the top five risks and Scott Maki and Norm Col will consolidate the results. Management will conduct an environmental scan of the landscape of peers. The Audit Committee report containing Heat Maps from the November audit will be circulated to other Board members in advance of the meeting. The Board will set benchmarks following the initial assessment to gain a better understanding of existing heat map, focus on the process and solidify the foundation.

The consensus was that there be a facilitated Board Retreat to consider Enterprise Risk Management.

The following *amended* motion was moved by Kurt Whitnell and seconded by Chantel Broten:

THAT the Board of Directors receives for information the Enterprise Risk Management update outlined in report 2016 06 AC-004;

AND THAT Management be directed to provide an environmental scan of the landscape of peers;

AND THAT a questionnaire be distributed to the Board of Directors to identify the top five key areas of risk focus;

AND THAT a Board retreat be held in Fall 2016 to review ERM process directions.

CARRIED

2.2 2016 06 AC-002 – Audited Financial Statements as at March 31, 2016

Scott Maki advised that the Audited Financial Statements are being brought before the Board for approval. He advised that the financial statements will also be forwarded to the Members at the Annual General Meeting for approval. He noted that PwC has provided an unqualified opinion and that there were no adjustments.

The following motion was moved by Scott Maki and seconded by Glenn Gibson:

THAT the Board of Directors approves the Audited Financial Statements, as attached in Appendix 1-A to report 2016 06 AC-002 for the fiscal year ending March 31, 2016.

CARRIED

2.3 2016 06 AC-003 – External Auditors Independence

Scott Maki provided an update on the External Auditors Independence, noting that the Board's approval is being sought to approve the revisions to the External Auditor Independence Policy, which is designed to ensure the performance of the non-audit services does not compromise HHS' external auditor's independence and ability to service the Audit Committee and the Board.

He noted that the committee was not comfortable increasing the threshold to \$200,000 from the current \$75,000. As a result, the recommendation in the package contains a revision to exclude the amendment to the \$75,000 thresholds.

The following *amended* motion was moved by Scott Maki and seconded by Julia Kamula:

THAT the ~~Audit Committee~~ Board of Directors receives for information a compliance review of the External Auditor Independence Policy;

AND THAT the Board of Directors approves the amendment of the Policy, ~~thresholds as outlined in~~ as set out in report 2016 06 AC-003 excluding the amendment of the \$75,000 thresholds.

CARRIED

3. Finance Committee Meeting – June 16, 2016

3.1 Decision Item

3.1.1 2016 06 FC-021 – Long-Range Capital Plan and 2016/17 Capital Release

Scott Maki advised that the Long-Range Capital Plan and 2016/17 Capital Release are being brought before the Board for approval. He noted that the report sets out a five-year cash flow plan providing the sources and uses of cash and proposes two spend releases for 2016-17. The first release requests \$37.4M of the total \$47M for the fiscal year. Scott noted that the recommendation also includes approval to release funds designated in the Board Approved Trusts in Fund 6.

As had been requested by the Committee, Dave McCaig provided a presentation to the Board on the Long-Range Capital Plan. Following Dave's presentation, there was discussion on the role that financing strategies might play in HHS' capital plan going forward. Discussions ensued on revenue generation and working capital repayment.

The following motion was moved by Scott Maki and seconded by Julia Kamula:

THAT the Finance Committee receives report 2016 06 FC-021 the 5-year Capital/Cash Flow Long Range Plan for information,

AND THAT the Board of Directors approves 2016/17 Capital Release A.

AND THAT the Board of Directors approves the following release of funds designated in the Board Approved Trusts in Fund 6 for use in the 2016/17 Capital/Cash flow plan:

- **Remaining balance within the Capital Trust (\$65k at March 31) allocated to the HGH Pharmacy Robot to be utilized within the 2016/17 capital/cash flow plan for retrofitting the HGH Pharmacy Robot for Pill-picker/Box Packager;**
- **\$400k from SPH Trust be released to fund eMAR/BMV pilot at the SPH Site.**

CARRIED

4. Report of the Medical Advisory Committee – June 8, 2016

Dr. Miller presented the Medical Advisory Committee Report to the Board from the June 8, 2016 meeting, which included approval of the May Common Credentials Report (to be considered in camera by the Board), approval of two Protocols, and approvals of appointment and reappointment of Medical Leadership. He provided highlights from the meeting noting that the Committee had fulsome discussions on integrating care, physician assisted death and the new ED quality metric. There was no discussion.

The following motion was moved by Mark Rizzo and seconded by Richard Koroscil:

THAT the MAC Board Report from the June 8, 2016 meeting be approved, as distributed.

CARRIED

5. Chief Executive Officer's Report

Rob MacIsaac presented the Chief Executive Officer's Report, providing highlights from the Bay Area Economic Summit which he had chaired, noting that there was a presentation on population health.

Rob provided an update on the HHS Long Service awards, noting that 450 people were recognized for 25 years or more of service. He noted that Brenda Flaherty was recognized for 40 years of service.

He advised that a meeting was held at HGH with a group of physicians and clinicians regarding the Cardiac & Vascular Institute to create a value proposition that transcends municipal boundaries and that positive response was received.

Rob provided highlights from the National Healthcare Conference in Ottawa. He advised that HealthcareCan held its AGM and Board meeting at the same time. In addition, he highlighted an education package being developed by HealthcareCan that assists boards in holding generative discussions.. He advised he will share the package with the Chair.

He provided an update on the event, Evening in Bordeaux, in support of the Hybrid Operating Room, noting that the event was well attended. Pearl Veenema and Dr. John Tivly were recognized for their work in delivering a successful campaign.

Rob advised there was an unanticipated but welcome visit that morning from Dr. Eric Hoskins, Minister of Health and Long-Term Care and discussed the private session held with the Minister where the province's financial commitments to health care, including stem cell transplants, were outlined.

He advised that Hamilton Health Sciences Research Institute held its AGM on June 22nd and he noted that the HHSRI Board is making great strides.

Rob advised that HHS held its 2016 Spring Leadership Forum and information was shared on Our Healthy Future progress and next steps.

Rob advised the Board that he and the Chair were approached by Graham Crawford to include HHS' logo on a website along with organizations supporting Hamilton's Light Rail Transit (LRT) project. The Board provided its endorsement.

Rob advised that the Hospital Report from CIHI has been received and he directed the Board to Dr. McLean regarding any questions relating to the report. Aaron Levo will re-circulate the report to the Board members following the meeting.

6. 2016 06 BD-007 – Annual Strategic Plan Update

Rob MacIsaac provided an overview of the Annual Strategic Plan Update. He noted that the updated plan harmonizes with the new reporting system and with the work that Dr. McLean is doing to implement the Continuous Quality Improvement management system, providing a single point of reference from the Board Room to the hospital unit.

The following motion was moved by Terry Shields and seconded by Mark Rizzo:

THAT the Board of Directors approves the 2016-17 Annual Strategic Plan Update as attached as Appendix A to report 2016 06 BD-007.

CARRIED

7. 2016 06 BD-010 – Our Healthy Future – Final 1A (Master Program) Submission

Kelly Campbell provided an update on Our Healthy Future – Final 1A (Master Program) Submission. She noted that the submission will be presented to the LHIN for review and if the submission is approved by the LHIN, it will then be submitted to the Ministry for review and approval. Kelly advised that a meeting has been arranged to brief the LHIN CEO in July, and a request to present to the LHIN Board in October. There was discussion on timelines relating to the next phase of Our Healthy Future. The expectation is that 1B Submission process would not begin until 2017.

The discussion included a concern regarding the appropriateness of services relative to patient volumes for the proposed Emergency Department at WLMH. Rob MacIsaac expressed that he was comfortable in moving forward with this vision as it responds to the input from the community. He also emphasized that like all programs at HHS, this service will be subject to annual review to ensure it provides value to the community.

The following motion was moved by Glenn Gibson and seconded by Richard Koroscil:

THAT the Board of Directors approves the Final Stage 1A (Master Program) Submission;

AND THAT following final formatting, editing for minor errors, and non-substantive copy edits to ensure accurate and up-to-date information, Management be directed to submit the document to the HNHB LHIN as soon as reasonably practical;

AND THAT Management be directed to begin development of a corporate Stage 1B (Master Plan).

CARRIED

8. Motion to move to In Camera Session

It was moved by Julia Kamula and seconded by Richard Koroscil that the meeting move in camera.

CARRIED

9. **Adjournment** – Following the In Camera Session, the meeting adjourned at 5:45 pm.

Norm Col
Chair

Scott Maki
Secretary / Treasurer