

**Hamilton Health Sciences  
Board of Directors**

**Minutes**

**DATE:** April 27, 2017

**TIME:** 3:00 to 5:00 PM

**LOCATION:** David Braley Cardiac Vascular and Stroke Research Institute, Auditorium  
20 Copeland Avenue, Hamilton, ON

**IN ATTENDANCE:** Norm Col (Chair), Chantel Broten, David Collie, Charles Criminisi (*by phone*), Julia Kamula, Bill Laidlaw, Mary Catherine Lindberg, Scott Maki, Keith Monrose, Dr. Terry Shields, Anna Ventresca, Mary Volk, Kurt Whitnell, Kirsten Krull, Dr. Paul Miller (*by phone*), Dr. Chris Ricci, Adrianna Bogris (Recording Secretary)

**GUESTS:** Renato Discenza, Andrew Doppler, Mark Farrow, Dr. Peter Fitzgerald, Brenda Flaherty, Dave McCaig, Dr. Ralph Meyer, Dr. Frank Naus, Sharon Pierson, Teresa Smith  
Mayor Bob Bentley of Grimsby, Mayor Doug Joyner of West Lincoln and Mayor Sandra Easton of Lincoln  
(*Partial attendance for the delegation to the Board*)

**REGRETS:** Richard Koroscil, Rob MacIsaac, Dr. Paul O'Byrne

**1. Opening**

The Chair welcomed everyone to the Board meeting.

**1.1 Quorum**

The recording secretary advised that quorum was present.

**1.2 Declarations of Conflict of Interest**

No conflicts were declared.

**1.3 Adoption of the Agenda**

The Executive Compensation Framework agenda item listed as agenda item 4.1.1 in the Open Session would be more appropriately dealt with during the in-camera portion of the meeting under in-camera agenda item 6.2.1, moving the Succession Plan to item 6.2.2.

The Chair requested a motion to adopt the open portion of the agenda, as amended.

**It was moved by Kurt Whitnell and seconded by Scott Maki that the Board adopt the Agenda for the open portion of the meeting, as amended.**

## CARRIED

### 2. Minutes

#### 2.1 Approval of the Minutes of March 24, 2017

It was moved by Chantel Broten and seconded by Bill Laidlaw that the Board approves the minutes of the March 24, 2017 meeting as circulated.

## CARRIED

### 3. Delegation to the Board – Redevelopment of West Lincoln Memorial Hospital

The Chair welcomed Mayor Bob Bentley of Grimsby, Mayor Doug Joyner of West Lincoln and Mayor Sandra Easton of Lincoln to the meeting. Each of the Mayors expressed concerns on behalf of the community members in West Niagara on the current state and infrastructure at the West Lincoln Memorial Hospital (“WLMH”). They urged the Board to take steps to move the redevelopment plan forward and requested a response to relay to the concerned community members of West Niagara. The Board advised the Mayors that the WLMH redevelopment plan is encompassed in the Our Healthy Future planning process and will remain a priority item on the Board's agenda.

The Chair thanked the Mayors for their delegation to the Board.

*Following the delegation, Mayor Bob Bentley, Mayor Doug Joyner and Mayor Sandra Easton departed the meeting.*

## COMMITTEE REPORT

### 4. Compensation Committee – April 20, 2017

The Chair provided an overview of the two decision items arising from the April 20, 2017 Compensation Committee meeting.

#### 4.1 Decision Items

##### 4.2.1 2017 04 CC-007 CEO's 2017-18 Performance and Development Plan

The Chair advised that the Committee reviewed the CEO's 2017-18 Performance and Development Plan and is seeking approval of the 2017-18 personal goals and objectives set out in Appendix A to Report 2017 04 CC-007. There was discussion on the objective relating to Our Healthy Future with respect to the development of the Stage 1B Framework. Concerns were expressed regarding objectives 4 and 5, specifically that the objectives fell short on specifics and measurement. It was noted that Stage 1B is listed on the Managements goals. The rating scale was discussed and it was noted that the goal measurement allows for two outcomes, achieve and not achieved with any flexibility in terms of percentage of achievement.

The Board expressed comfort on the assessment process. A request was made to add specifics and timelines on the completion of Stage 1B process to the CEO's objectives.

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

**THAT the Board of Directors approves the 2017-18 personal goals and objectives for the President & Chief Executive Officer as set out in Appendix A of Report 2017 04 CC-007: CEO's 2017-18 Performance and Development Plan.**

**CARRIED**

#### 4.2.2 2017 04 CC-008 2016-17 CEO Evaluation Process

The Chair advised that the Compensation Committee is recommending the motion set out in Report 2017 04 CC-008 with respect to this year's annual evaluation of the CEO's performance. The Chair advised that amendments will be made to the Board Policy relating to the CEO Evaluation Process and will be brought to the Board via the Governance Committee in due course. He noted that the committee will be meeting in June to recommend approval of the CEO variable compensation at the June Board meeting.

The following *amended* motion was moved by Anna Ventresca and seconded by Mary Volk:

**THAT the Board of Directors approves the use of the CEO Performance Evaluation Questionnaire, attached as Appendix A, for the CEO's 2016-17 evaluation;**

**AND THAT notwithstanding Board Policy 2.2 CEO – Evaluation Process, the Compensation Committee's review of the CEO's performance against personal goals and objectives be conducted at the May or June meeting of the Compensation Committee depending on availability of performance metrics;**

**AND THAT the committee's determination of the CEO 'At Risk' Compensation achievement be conducted at a meeting scheduled in June;**

***AND THAT notwithstanding Board Policy 2.2, the Board Chair meet with the CEO in June to review results once all elements of the Performance Evaluation are available (360, Board Survey, and Y/E results).***

**CARRIED**

#### 5 Report of the Medical Advisory Committee – April 12, 2017

Dr. Paul Miller advised the Board that the Medical Advisory Committee is presenting a Report from its meeting held on April 12, 2017. He highlighted quality improvements in the Radiology department and noted a rise in narcotic consumption issues in hospitals and that further work is underway to address these issues.

A motion was made by Dr. Miller and was seconded by Bill Laidlaw:

**THAT the Board of Directors accept the MAC Board Report from its April 12, 2017 meeting, as distributed.**

**CARRIED**

6 2017 04 BD-004 Amendment to Corporate By-law

Terry Shields requested the Board's approval of the revisions to the Corporate By-law to allow for the appointment of two vice-chairs as outlined in the report.

The following motion was moved by Terry Shields and seconded by Anna Ventresca:

**THAT the Board of Directors approves the amendment to the Corporate By-law as set out in Appendix A: Corporate By-law No. 5 to Report 2017 04 BD-004;**

**AND THAT the Corporation is authorized and directed to present such by-law to the Members for confirmation by resolution;**

**AND THAT following the confirmation by the Members of such by-law, the Chair of the Board and the Secretary of the Corporation are authorized and directed to sign such by-law as so enacted and confirmed as evidence of the foregoing and to insert the same in the minute book of the Corporation.**

**CARRIED**

7 2017 04 BD-005 Amendment to Professional Staff By-law

Dr. Ricci requested the Board's approval of the revisions to the Professional Staff By-law to allow for flexibility with respect to officer appointment and to increase membership to the MSA Executive Committee as outlined in the report.

The following motion was moved by Bill Laidlaw and seconded by Terry Shields:

**THAT the Board of Directors approves the amendment to the Professional Staff By-law as set out in Appendix A: Professional Staff By-Law No. 6 attached to Report 2017 04 BD-005;**

**AND THAT the Corporation is authorized and directed to present such by-law to the Members for confirmation by resolution;**

**AND THAT following the confirmation by the Members of such by-law, the Chair of the Board and the Secretary of the Corporation are authorized and directed to sign such by-law as so enacted and confirmed as evidence of the foregoing and to insert the same in the minute book of the Corporation.**

**CARRIED**

8 2017 04 BD-006 Board Retreat

The Chair provided an overview of the Board Retreat, noting that the report was included in the Board package as an information item.

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

**THAT the Board of Directors receives for information the summary report from the March 24, 2017 Board Retreat attached as Appendix A to Report 2017 04 BD-006.**

**CARRIED**

9 CEO's Report

Brenda Flaherty presented the CEO's Report on behalf of Rob MacIsaac. She reported on the North Wall metrics. There was discussion on peer comparators to get a sense of current performance as it relates to metrics.

On behalf of Pearl Veenema, Brenda extended an invitation to the Board to attend at St. Peter's Hospital on May 16<sup>th</sup> for the Hamilton Health Sciences Foundation's Donor Appreciation Event.

10 Motion to move to In-Camera

**It was moved by David Collie and seconded by Mary Catherine Lindberg that the meeting move in camera.**

**CARRIED**

**Adjournment** – Following the In Camera Session, the meeting adjourned at 5:00 pm.

**It was moved by Terry Shields and seconded by Anna Ventresca that the meeting be adjourned.**

**CARRIED**

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Norm Col  
Chair

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Scott Maki  
Secretary / Treasurer

## Action List

	<i>Agenda Item</i>	<i>MRP</i>	<i>Reporting Date</i>
March 2017	Transitional bed strategy	Rob MacIsaac	April 2017
March 2017	Board collaboration strategy with LHIN and public officials	Rob MacIsaac / Aaron Levo	June 2017
March 2017	Executive Compensation update	Norm Col / Andrew Doppler	April 2017