

**Grand River Hospital
Minutes Of A Public Meeting
Of The Board Of Directors
Held On November 28, 2017
In the Freeport Boardroom**

Present:

G. Bellew
D. Bennett
P. Chiasson
B. Collingwood
J. Deganis
D. Freeman
K. Galloway-Sealock
D. Graham
S. Hanmer
P. Hendrikse

H. Hoediono
L. Kotseff
J. Linton
M. Maxwell
J. McMurray
P. Potts
S. Spracklin
H. Wakeling
K. Wetteskind

Regrets:

J. Schlegel
B. Vrbanovic

Staff:

T. Bailey
B. Cheal
C. Easton
C. Heal
G. Higgs
K. Lavoie

Y. Lee
M. Karjaluo
T. Mah
J. Martin
J. O'Brien
A. Walters
D. Wren

Guest:

B. Fowler
N. Pasquino
Z. Janecki

Recorder: C. Heal

1.0 Call To Order

The meeting was called to order at 4:05 p.m. by Chair, J Deganis.

B Collingwood and S Spracklin participated by tele-conference. B Fowler, Incorporated Partner and N Pasquino, Partner with BLG participated by tele-conference to respond to questions about the proposed Supplementary Letters Patent and By-Law changes.

1.1 Acceptance of Agenda

Motion:

To allow the guests from Borden Ladner Gervais to depart by 4:30 pm, item 3.4 Supplementary Letters Patent and Updating of the Corporate By-law, 2016 Article 8.3 was moved forward to immediately follow Section 1 of the agenda.

It was moved by H Wakeling and seconded by G Bellew that the public agenda for the November 28, 2017 Board of Directors meeting be accepted as amended.

Carried.

1.2 Declaration Of Conflict Of Interest

None.

1.3 Public Meeting Highlights

1.3.1 Board Chair

None.

1.3.2 President and Chief Executive Officer

M Maxwell highlighted after GRH's blood donation drive in November, we are now Canada's leading health organization for blood donation in 2017.

For the fourth straight year, GRH has scored in Canada's top ten in the Hospital Standardized Mortality Ratio (HSMR), a comprehensive comparison of patient survival rates among hospitals in Canada. Our HSMR for 2016-17 was 75, a tie for fourth place nation-wide and better than the national average of 100.

M Maxwell congratulated GRH and GRH Foundation staffs for organizing a successful community event held on November 16. The theme for this year's event was innovation. It was well attended by people in the community and the audience was well engaged by the presentations.

1.4 Confirmation of New Directors of the Board

Motion:

It was moved by S Hanmer and seconded by L Kotseff that the Board of Directors confirm Paul Chiasson, President of Professional Staff Association, as an ex-officio Director, effective October 3, 2017, and Kelly Galloway-Sealock, representative from the City of Kitchener, as an ex-officio Director, effective November 6, 2017.

Carried.

1.5 Appreciation for Retired Director – Zyg Janecki

J Deganis thanked Zyg Janecki for his contributions to the Board.

Z Janecki was glad to have been part of the GRH Board, particularly the work on the Governance Committee. He thanked the Board's leaders and Malcolm for their leadership and staff for their commitment to their work.

A piece of artwork will be selected and hung in the hospital to recognize Mr. Janecki's contributions to the Board since 2015.

2.0 Quality

2.1 Report by the Chair of the Quality and Patient Safety Committee

H Hoediono reviewed the last QPS meeting, the minutes for which were distributed to the Board in the package.

This item ended at 4:11 p.m.

3.4 Supplementary Letters Patent and Updating of the Corporate By-law, 2016 Article 8.3

D Graham explained that the Supplementary Letters Patent and the Updating of Article 8.3 of the Corporate By-Law, 2018 were needed to modernize GRH's borrowing practices, and thereby allow GRH to meet the upcoming major financing needs.

N. Pasquino, Partner with BLG explained that the proposed change would remove restrictions of borrowing in GRH's Letters Patent and bring it in line with other

hospitals'. The proposed changes of the By-law change correspond to the proposed change in the Letters Patent and modernize the borrowing provisions. They would allow the Board to borrow money without authorization of the members of the Corporation. It was further clarified that the internal controls in signing authority have not changed.

It was pointed out the language in Sub-article 8.c.v seemed broad. This provision was already in the existing By-law and not part of the proposed change. There was a brief discussion of whether to narrow it down. Adding specifications could hinder day-to-day operations. Other control measures would still post limitations and ensure proper borrowing practices.

Motion:

It was moved by H Wakeling and seconded by D Freeman that the proposed resolutions stated in the "Amendment to Amended and Restated By-Law No.1 (2016)" and "Application for Supplementary Letters Patent" be approved.

This motion was unanimously approved.

Carried.

B. Fowler and N. Pasquino left the tele-conference at the end of this item.

Note: This motion would be put forward for confirmation at the Special meeting of the Members of the Corporation to be held immediately following this public meeting.

3.0 Resources

3.1 Report by the Chair of the Resources Committee

Materials from the Resources Committee were distributed to the Board prior to the meeting. D Graham thanked Young Lee and Kathleen Lavoie for their work on the Information Management and Technology Strategy. The strategy would guide the development in this area in the next five years.

3.2 Information Management and Technology Strategy

A question was raised about the development of a Data Centre (p. 15 of the package) and the associated financial implications. K Lavoie explained that this plan was intended to be aspirational and that no capital dollar was attached to this due to the lack of timeline.

Management clarified who the external stakeholders might be (p.13). Different people in health care might be interested in different aspects of our database. Some might be interested in the data. Others might be interested in the technology. The important role of the team is to manage the data and potentially leverage it to broker collaboration.

Other questions raised pertained to security of data and development of scorecards.

The Board praised staff for establishing the training partnership with Conestoga College. This initiative helps to support PRISM and so far has been well received by staff.

Dr. Paul Chiasson arrived at 4:30 pm.

Motion:

It was moved by D Graham and seconded by J McMurray that the Board of Directors approve the *2018-2023 Information Management and Technology Strategy*.

Carried.

This item ended at 4:37 pm.

3.3 Approval of 2017/19 Phase II Annual Capital Expenditure

The Board approved Phase I of the 2017-18 capital expenditure in March 2017. The attached motion seeks the Board's approvals for Phase II capital expenditures and amendments to the Phase I. The attached briefing note provides the details of the motion.

A question was asked about the over budgeted renovations. Management explained that the initial estimate was lower than the actual. There is a contingency built in to cover that. Construction in a hospital is both expensive and complicated. Delays are common because of the need to maintain operation near the site. Overall, our track records in completing construction according to plan have been good.

GRH is responsible for the construction needed to accommodate the orthovoltage equipment. Management provided the value of the orthovoltage equipment.

The refresh of contingency requested would provide for project changes and unexpected equipment failure.

Motion:

It was moved by D Graham and seconded by L Kotseff that the GRH Board of Directors approve the 2017/18 Phase II Capital Expenditures and the amendments to the Phase I Capital approval as described in the attached briefing note and are as follows:

- 1. Amendments to six of the items approved in Phase I (decrease of Phase I approval by \$92,148)**
- 2. Refresh of the \$500k Contingency amount**
- 3. Additional approvals of three critical capital items as described in the attached briefing note (\$1,842,000 ask with the potential to decrease to \$830k)**

Carried.

4.0 Audit

4.1 Report on behalf of the Chair of the Audit Committee Report

On behalf of the Chair of the Audit Committee, B Cheal reported that the Audit Committee met on November 30. Planning for the external audit is underway and proceeding well.

4.2 Auditor General 2016 Report on Large Community

A summary of the Auditor General 2016 Report was distributed to and received by the Board.

5.0 Governance and Community Engagement

5.1 Report by the Chair Of The Governance and Community Engagement Committee

The Chair of the Governance and Community Engagement Committee thanked all the Committee Chairs for reviewing the proposed Committee Terms of Reference. There is still some editing to be done. The new Terms of Reference for the Joint HIS

Renewal Committee is yet to be put forward. There has been a review of all the policies related to the nomination process. Board members were reminded to complete the annual surveys by December 1.

5.2 Policy Review

S Hanmer gave a brief overview of the proposed policy changes.

Motion:

It was moved by S Hanmer and seconded by H Wakeling that the Board of Directors approve the following policy changes:

- 1. Approval of the new policy titled, 4-C-13 Board Recruitment and Succession Planning**
- 2. Approval of the proposed revisions to Policy 3-C-25 – Terms of Reference – Nominating Committee**
- 3. Retirement of the following policies:**
 - 4-C-1 – Board and Board Committee Succession Planning Process**
 - 4-C-2 – Director Recruitment, Nomination and Election**
 - 4-C-4 – Guidelines for Director Selection**
 - 4-C-6 – Application for Board of Directors/Board Committees**
 - 4-C-12 – Selection of Board Officers, Committee Chairs and Committee**

Carried.

5.3 Board Retreat and Education Topics

The GCEC suggested three potential topics for generative discussion or board education. The GCEC would like to reignite generative discussions at the Board and invite all committees to suggest topics. The rationale for the recommendation to not hold a board retreat in April 2018 was provided in the briefing note.

Motion:

It was moved by S Hanmer, and seconded by L Kotseff that The Governance and Community Engagement Committee recommends that

- there not be a Board Retreat in the Spring of 2018;**
- each Board Committee provide suggestions on educational topics by February 2018; and**
- each Board Committee consider potential topics for generative discussions at Board meetings**

Carried.

This item ended at 4:50 pm.

6.0 Health Information System Renewal

6.1 Report by the Chair of the Health Information System Renewal Committee

The Board Chair introduced Young Lee, VP, Performance Management & Clinical System Transformation, and highlighted his areas of responsibility. The contracts with Cerner and Infor have been signed. One relatively small contract is yet to be

signed. Implementation is starting and progress reports on PRISM will be brought to the Board regularly.

7.0 Executive Committee

7.1 Report by the Chair of the Executive Committee

Three policies have been reviewed. The proposed changes were circulated prior to the meeting.

7.2 Policy Review

It was suggested that the following point in the Policy 5-4 be changed from:

“Formalize collaborations with acute care hospitals in the WWLHIN and neighbouring LHINs to strengthen the aggregate clinical system and improve access to health care.

to

“Formalize collaborations with acute care hospitals in the WWLHIN and neighbouring LHINs to strengthen the aggregate clinical system, and improve access to and quality of care in the LHIN.”

Motion:

It was moved by D Freeman and seconded by D Bennett that the Board of Directors approve the changes to the following policies, with amendment:

- **5-4 President and CEO Position Description**
- **5-6 CEO Performance Evaluation**
- **5-18 Executive Succession Planning Policy**

Carried.

8.0 Other

8.1 Community Meeting Update

J Deganis thanked the Foundation staff for the successful organization of the event. The VIP event, the discussions and the presentations were all well organized. It was an effective way to communicate the hospital's innovative activities to the community. Staff reported that over 200 people attended.

9.0 Executive Highlights

9.1 Board Chair Report

No report.

9.2 President and Chief Executive Officer Report

On November 27th, GRH will be hosting a half day workshop for senior teams from all WW hospitals to discuss the PRISM project. The agenda will recap the procurement process, the detailed scope of the project, implementation and engagement plans. It will address the opportunity for additional hospitals to onboard and the process by which that can occur. We will also review discussions on governance between SMGH and GRH and seek to engage other WW hospitals in

discussions of future governance models over the next few months. This session was organized at the request of the CEO network. LHIN representatives have been invited. There are opportunities and risks to have other hospitals to come onboard and we need to manage the risks well.

Y Lee has quickly become familiar with the PRISM project and with the many functions of his new portfolio.

Various measures have been taken to manage the shortage in mini bags. The current incident once again highlights the access and supply issues constantly faced by Canadian hospitals. The OHA has been advocating for a national pharmaceutical policy to lower costs and improve supply chain management.

9.2.1 2017-18, Q2 Operating Plan/ERMA Update

A briefing note and the Q2 summary of the operating plan priorities in a new format were included in the package.

As the Board's thinking on risk management evolved over time so should the reporting. The new format was designed to reflect the current risk reporting needs. It was pointed out that the extensive use of the colour, green, could be confusing, and that it would be helpful to indicate whether a risk level has increased, decreased, or stayed the same.

9.3 Chief Nursing Executive Report

Report distributed prior to the meeting.

This item ended at 5:09 pm.

9.4 Foundation Report

T Bailey thanked members of the Board for their support for the PRISM fund-raising initiative. Solicitation of Board members is well underway.

The request for funding from the Hallman Foundation was not successful. The foundation's objective this year was to maximize immediate impact and St Mary's request fits this objective well.

10.0 Items for Consent

It was moved by L Kotseff, and seconded by G Bellew that the following motions be approved.

Carried.

10.1 Board Minutes of September 26, 2017

That the Board of Directors accept the minutes from the public meeting held September 26, 2017 as circulated.

10.2 Terms of Reference for Board Committees

That the Board of Directors approve the changes to the Terms of Reference for Board Committees as circulated.

11.0 Items for Information

The following items for information were included in the package and received:

11.1 Committee Items

11.1.1 Medical Advisory Committee Public Minutes

Action: A letter of appreciation from the Board to the outgoing Chief of the Emergency Medicine be prepared.

11.1.2 Resources Committee

11.1.2.1 Minutes

11.1.2.2 Financial Management September 2017 Report

11.1.2.3 Q2 2017-18 Major Capital Projects Summary Report

11.1.2.4 Work Plans (Resources and Pension)

11.1.2.5 Resources Scorecard

11.1.3 Governance Committee

11.1.3.1 Minutes

11.1.3.2 Work Plan

11.1.4 QPS Committee

Action: Invite the whole Board to the hospital tour mentioned in the QPS minutes.

11.1.4.1 Minutes

11.1.4.2 QPS Scorecard

11.1.4.3 Work Plan

11.1.5 Executive Committee

11.1.5.1 Minutes

11.1.5.2 Conflict of Interest Declarations from Senior Leaders

11.1.5.3 Work Plan

11.1.6 Audit Committee

11.1.6.1 Work Plan

11.2 Calendar of Board and Board Committee Meetings

11.3 Board Education Opportunities

11.4 WWLHIN Dashboard

11.5 Board Attendance Report

12.0 Adjournment

There being no further business, it was moved by L Kotseff and seconded by G Bellew that the public meeting be adjourned.

Carried.

The public meeting adjourned at 5:14 p.m.

M. Maxwell,
Secretary

J. Deganis,
Chair