

**Grand River Hospital  
Draft Minutes of a Public Meeting  
of The Board of Directors  
Held on May 29, 2018  
Freeport Boardroom**

**Present:**

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

**Staff:**

T. Bailey  
C. Easton  
C. Heal  
M. Karjaluoto

L. Kotseff (teleconference)  
J. Linton  
M. Maxwell  
J McMurray (teleconference)  
P. Potts  
J. Schlegel  
S. Spracklin (teleconference)  
H. Wakeling  
K. Wetteskind  
K. Lavoie  
Y. Lee  
T. Mah  
J. Martin  
J. O'Brien

**Regrets:**

H. Hoediono  
P. Hendrikse  
B. Vrbanovic

**Guest:**

None

**Recorder:** C. Heal

**1.0 Call To Order**

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

**1.1 Acceptance of Agenda**

It was requested that 9.5.2 be moved from the Consent section and to the Governance section.

<b>MOTION:</b>	That the public agenda for the May 29, 2018 Board of Directors meeting be accepted, as amended.
<b>MOVED BY:</b>	G Bellew
<b>SECONDED BY:</b>	D Graham
<b>CARRIED</b>	

**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**

None.

**2.0 Quality**

**2.1 Report on Behalf of the Chair of the Quality and Patient Safety Committee**

S Hanmer gave a report of the QPS Committee on behalf of the Committee Chair. Jennifer Lounsbury and Dr. Gregory Knight gave an informative presentation on cancer care. There was a discussion on the design of the QPS scorecard. Dr. Jeremy Theal, CMIO at North York General Hospital will be a guest speaker at the June meeting. All Directors will be invited to attend.

### **3.0 Resources**

#### **3.1 Report by the Chair of the Resources Committee**

#### **3.2 Update on SIP&P**

Early this year, the SIP&P was updated to permit an investment approach that would be more suitable due to the upcoming merger. The revised version was approved by the Pension Committee and the Board in February 2018. Our advisor has since further reviewed the situation and recommended no revision.

### **4.0 Audit**

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

The Audit committee reviewed the financial statements in depth with the auditor. The Committee also received the Internal Audit Report, which will be updated quarterly. In addition, the Committee received an update on information security and privacy. Ongoing information privacy and security efforts have been designed to achieve a recommended Level 4 maturity score for our ISMS (Information Security Management System). Level 4 involves the implementation of a well-defined, proactive information security management system. By the end of FY 2017-18, a maturity level of 2.9 was achieved, just short of the target of Level 3.0.

##### **4.1.1 Audited Financial Statements: Corporation**

The accounting approach of the pension transfer, which will impact the financial statements for fiscal 2019-10, was discussed. Management will review the required accounting with our auditors and communicate the key future issues in the financial statements to stakeholders.

<b>MOTION:</b>	That the Board of Directors accept the Audited Financial Statements of Grand River Hospital Corporation for the year ended March 31, 2018.
<b>MOVED BY:</b>	J Schlegel
<b>SECONDED BY:</b>	L Kotseff
<b>CARRIED</b>	

##### **4.1.2 Audited Financial Statements: Pension Plan**

There were no questions.

<b>MOTION:</b>	That the Board of Directors accept the Audited Financial Statements of Pension Plan for Employees of the Kitchener-Waterloo Hospital for the year ended December 31, 2017 as presented.
<b>MOVED BY:</b>	J Schlegel
<b>SECONDED BY:</b>	D Graham
<b>CARRIED</b>	

### **5.0 Governance and Community Engagement**

#### **5.1 Report by the Chair of the Governance and Community Engagement Committee**

The Nominations Sub-committee has completed its work and its recommendations will come during the in-camera agenda.

#### **9.5.2 Revisions to 3-B-03 Confidentiality**

As per the discussion at the April GCEC meeting, the sentence in Policy 3-B-03 Confidentiality, "Every Director should ensure that no statement not authorized by the Board is made by the press or public." should be replaced with the following:

"Unless authorized by the board, directors may not speak about any confidential information, or to the media, on behalf of the board."

### **5.2 Update on By-Law Revisions**

Staff investigated the revisions needed to be made to the GRH Corporate By-law to bring it in line with the recent changes in the Corporations Act. Upon review of the OHA sample by-law and after seeking legal advice, staff recommended to the GCEC a more extensive review of the By-law to be conducted in early 2019 to reflect other legislative changes that came into effect since the last OHA sample was published. Deferring the review will also allow the new CEO to participate in the process. The GCEC accepted the recommendation and a review will be started in early 2019.

### **5.3 Update on Board Portal Software**

The Board Portal project is moving forward. GRH devices have been brought to this meeting for pick up. Directors who plan to use their own devices need to have the devices' security level verified. The portal will be tested at the June meeting, with a full implementation planned for September.

## **6.0 Health Information System Renewal**

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

The project is progressing well; however, the Cerner go-live time has been postponed to June, 2019.

The allocation of the reimbursement from developing the Cerner Provincial Reference Model (CPRM) is deferred to the in-camera agenda.

## **7.0 Executive Committee**

### **7.1 Report by the Chair of the Executive Committee**

None

## **8.0 Executive Highlights**

### **8.1 Board Chair Report**

The Chair attended a luncheon for the winners of the Award of Excellence on May 28. She was pleased to see outstanding staff members rewarded and learn about their contributions.

### **8.2 President and Chief Executive Officer Report**

In addition to his report included in the package, the CEO shared that GRH should be proud that staff helped the hospital to be the top blood donor in the country last year. Recently, GRH was recognized by Canadian Blood Services and the work of Mark Karjaluo. Mark Karjaluo will be going to Ottawa to receive an award on the hospital's behalf.

The proposed regional pain management clinic is to be located at Freeport partly because of the availability of staff resources at that site. It will handle chronic pain,

an issue that is tied to opioid addiction. The clinic is tied to a provincial program and GRH will become the lead agency for the region.

Several Hacking Health Cafés have been held. They facilitate relationship building and raise GRH's profile in the research and innovation community.

The Board will acknowledge the contribution from the Volunteer Association via a letter. J Linton will also speak to this when she speaks at the upcoming AGM of the Association.

**Action:** Staff to send a letter from the Board to the Volunteer Association thanking it for its donation.

### 8.3 Motion: Guiding Principles for Innovation

T. Mah and Dr. Potts have had extensive discussions on research and innovation at recent GCEC meetings. The plan is to set some key principles to guide GRH's work in this area.

T Mah thanked the GCEC in helping shape the principles being presented to the Board. There has been governance oversight on GRH's research work through the QPS Committee and policies and structure are in place. Innovation is new to GRH. It was concluded at the GCEC meetings that principles on innovation should be brought forward to the Board for discussion.

T. Mah gave an overview of the proposed principles. She added that she has been applying these principles when reviewing recent items and found them very helpful.

Intellectual property in regards to innovation initiatives should be a corporate policy and the Board should be made aware of the existence of the policy. The policy has been drafted and is based on the "Inventor Owned" approach used successfully by the University of Waterloo. This approach differs from many hospitals' approach, which is based on proportional sharing of profits from commercialization. Any profits would be applied first to reimburse GRH for its expenses.

The motion was deferred to the generative discussion agenda item in the in-camera session.

<b>MOTION:</b>	That the Board of Directors accept the recommendation of the Governance and Community Engagement Committee and approve the proposed principles by which management will operationalize the innovation and research strategic priority and additionally, that the Board shall receive a progress report on the innovation strategic priority as set out in the 2017-2019 Strategic Plan on a semi-annual basis.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	
<b>DEFERRED</b>	

### 8.4 Biannual Strategic Plan Updates on Innovation and Neuroscience

T. Mah highlighted some of the contents in the Research and Innovation Progress Report circulated. A discussion ensued around data sharing, the definition of intellectual property, GRH's work on clinical trials, GRH's internal strengths and the note-worthy examples of GRH's work in research.

T. Mah pointed out that innovation is a continuum along with GRH is searching for an appropriate fit. Relationship building activities such as Hacking Health cafes are helpful. Research is going on in each of our clinical departments.

Research selection is a two-stage process that involves hospital committees evaluating alignment with the hospital's goals, the financial aspect and our capacity to host a certain research study.

The administrative review of all research proposals includes a review of the insurance and level of risk. Common law also applies.

Dr Potts referred to the report on neurosciences included in the package and added that GRH is working with Garrison Health to move the process along. Cardiac program at SMGH is mentioned as an example of what GRH is aiming to achieve in neurosurgery. GRH will also be working with McMaster and providing a statement of need to the Ministry. A statement of need is akin to a business case in the medical field which shows the area that would be served, their estimated needs and how they are or are not being served. Given certain levels of needs and provincial resources, the question is where the care should be provided.

## **8.5 Chief Nursing Executive Report**

The CNE report was circulated. J Linton added that PRISM was the reason for harmonizing of the policy practice committees, and it has been long-time coming.

B Collingwood commended J Linton and staff on the significant progress on reduction in falls.

## **8.6 Foundation Report**

T Bailey spoke about the dream home lottery and encouraged Board members to purchase tickets. Forms are available at the meeting or online.

The first "Insiders' Talk" has taken place and was very successful. It focused on diagnostic imaging. T Bailey thanked S Hanmer from the GRH Board and Ron Caudle from the Foundation Board for hosting the first event. H Hoediono will host the second event, which will focus on men's health.

Fifteen volunteers have been recruited to the PRISM campaign. It is a busy time of year for the Foundation with several upcoming events including an expected 400 people at the NICU picnic this weekend, and the event at Janet Lynn Bistro on May 30. Board members are encouraged to attend these events.

## **9.0 Items for Consent**

### **9.1 Board Minutes of March 27, 2018**

<b>MOTION:</b>	That the Board of Directors accept the minutes for the public meeting held March 27, 2018 as circulated.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

### **9.2 CitiCall Declaration of Compliance 2017-18**

<b>MOTION:</b>	The Grand River Hospital Board of Directors authorize Janice Deganis to sign the CitiCall declaration of compliance.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

### **9.3 Revisions to Policy 3\_B-3.2 Use of GRH Information and Devices**

<b>MOTION:</b>	That the Board of Directors accept the proposed revisions to Policy 3-B-3.2.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

### **9.4 Adoption of Annual Declaration: Use of GRH Information and Devices**

<b>MOTION:</b>	That the Board of Directors approve the Annual Declaration Form on Use of GRH Information and Devices as an annual requirement to be signed by all Directors and Committee Members.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

### **9.5 Policy Revisions and Retirements**

#### **9.5.1 Revisions to 3-B-02 Code of Conduct**

#### **9.5.2 Revisions to 3-B-03 Confidentiality**

#### **9.5.3 Retirement of 3-B-2A Annual Director Declaration and Consent Form**

#### **9.5.4 Retirement of 3-B-2B Annual Community Member Declaration and Consent Form**

<b>MOTION:</b>	That the Board of Directors approve the following policy changes: 1. Revisions to 3-B-2 Code of Conduct as indicated in the attached draft; 2. Retirement of 3-B-2A, Annual Director Declaration and Consent Form, and continuation of its use as an administrative tool; 3. Retirement of 3-B-2B, Annual Community Member Declaration and Consent Form and continuation of its use it as an administrative tool; 4. Revisions to 3-B-3, Confidentiality Policy as indicated in the attached draft
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

#### **9.5.5 Revisions to 5-1 Delegation of Authority**

<b>MOTION:</b>	That the Board of Directors approve the revisions to Policy 5-1 Delegation of Authority, as recommended by the Governance and Community Engagement Committee.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

#### **9.5.6 Retirement of 5-3 Signing Authority**

<b>MOTION:</b>	That the Board of Directors approve the retirement of Policy 5-3 Signing Authority, as recommended by the Governance and Community Engagement Committee.
----------------	--

<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

## **10.0 Items for Information**

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

### **10.1 Committee Items**

#### **10.1.1 Medical Advisory Committee Public Minutes**

##### **10.1.1.1 April Public MAC Minutes**

##### **10.1.1.2 Draft May Public MAC Minutes**

#### **10.1.2 Resources Committee**

##### **10.1.2.1 March Resources Minutes**

##### **10.1.2.2 Draft May Resources Minutes**

##### **10.1.2.3 March 31, 2018 Preliminary Financial Results**

#### **10.1.3 QPS Committee**

##### **10.1.3.1 WWLHIN Scorecard**

##### **10.1.3.2 QPS Scorecard**

##### **10.1.3.3 April QPS Minutes**

##### **10.1.3.4 Draft May QPS Minutes**

##### **10.1.3.5 BN Patient Experience Year End Report**

#### **10.1.4 GCEC**

##### **10.1.4.1 April GCEC Public Minutes**

##### **10.1.4.2 Draft May GCEC Public Minutes**

### **10.2 Calendar of Board and Board Committee Meetings**

### **10.3 Board Scorecard**

## **11.0 Adjournment**

<b>MOTION:</b>	That the meeting adjourn at 5:33 p.m.
<b>MOVED BY:</b>	S Hanmer
<b>SECONDED BY:</b>	D Bennett
<b>CARRIED</b>	

\_\_\_\_\_  
M. Maxwell,  
Secretary

\_\_\_\_\_  
J. Deganis,  
Chair