

**Grand River Hospital
Minutes Of An Public Meeting
Of The Board Of Directors
Held On May 28, 2019
In The Freeport Boardroom**

Present:

Dave Bennett	Harry Hoediono
Janice Deganis	Larry Kotseff
Diane Freeman	Judy Linton
Ron Gagnon	Gary Pooley
David Graham	Peter Potts
Rob Hall	Sue Robertson
Sandra Hanmer	Karen Wetteskind
Paul Hendrikse	

Regrets:

Debbie Chapman
Jim Erb
James Schlegel
Stephen Spracklin

Staff:

Cassandra Easton	Jane Martin
Catherine Heal	Doug Murray
Kathleen Lavoie*	Jennifer O'Brien
Young Lee	Aubrey Walters
Tina Mah	Denise Wren

Guest:

Ruthe Anne Conyngham
Andrew Falconer

Recorder: Cassandra Easton

*participated via teleconference

1.0 Call to Order

Board Chair Janice Deganis called the public meeting to order at 4:02 p.m.

1.1. Acceptance of Agenda

Motion:	That the public agenda for the May 28, 2019 Grand River Hospital Board of Directors Meeting be accepted.
Moved By:	Harry Hoediono
Seconded By:	Diane Freeman
Carried.	

1.2 Executive Summary

An Executive Summary of the meeting was included in the meeting package.

1.3 Declaration of Conflict of Interest

None

1.4 Application of Decision Making and Ethics Framework

The Decision Making and Ethics Framework are available on the Board Portal and linked through the agenda.

2.0 Items for Decision

2.2 GRH Audited Financial Statements, March 31, 2019

The audited financial statements of the Grand River Hospital Corporation as of March 31, 2019 were included in the meeting package for approval. The Audit

Committee reported that they reviewed the notes thoroughly and, through good discussion, concluded that it is a fair report and statement. Much attention was paid to ensure clear disclosure of significant changes.

Motion:	That the Grand River Hospital Board of Directors approves the Audited Financial Statements of Grand River Hospital Corporation for the year ended March 31, 2019 as presented.
Moved By:	Gary Pooley
Seconded By:	David Graham
Carried.	

Due to the discussions, the report of the Audit Committee was moved up in the agenda.

4.4 Audit Committee

A report from the Audit Committee was included in the meeting package. Gary Pooley reported that the Committee met twice to review the statements.

2.3 Audited Financial Statements for KW Pension Plan, March 31, 2019

The audited financial statements for the KW Hospital Pension Plan as of March 31, 2019 were included in the meeting package for review. Doug Murray provided an overview. The Auditors were satisfied with the treatments in disclosure.

Motion:	That the Grand River Hospital Board of Directors approves the Audited Financial Statements of the Pension Plan for Employees of the Kitchener-Waterloo Hospital for the year ended December 31, 2018 as presented.
Moved By:	Gary Pooley
Seconded By:	David Graham
Carried.	

2.1 Proposed Board Leadership, Composition, Structure and Relevant By-Law Amendments to GRH Corporation By-Law No.1

Briefing notes and materials regarding proposed Board leadership, composition, structure, and relevant By-Law amendments were included in the meeting package. Sandra Hanmer provided an overview of the work that has been done at the Governance and Community Engagement Committee, and the Executive Committee to examine the appropriate board size and composition.

The GCEC is recommending up to 12 directors so that the Board does not overextend itself with the current committee structure. A minimum of three directors are required by legislation. The provision to appoint Special Directors remains in the By-law.

In terms of municipal representatives on the Board, the appointments will now be considered as nominations from the municipalities, which will be reviewed as part of the annual nomination process in accordance with the recruitment policy and requirements.

Motion:	That the Grand River Hospital Board of Directors approves the recommendation from the Governance and Community Engagement Committee that: 1) The GRH Board of Directors consist of a minimum of three (3) and up to a maximum of twelve (12) elected Directors; 2) The City of Kitchener, City of Waterloo and the Region of Waterloo be invited to submit nominees for consideration, through the GRH nominations process, for election as Directors. The number of nominees from the municipalities would total no more than three (3); 3) The GRH President and CEO, Joint Chief of Staff, Chief Nursing Executive and President of the Professional Staff Association be the only ex-officio directors; and 4) The position of Second Vice Chair be created and included as an Officer of the Corporation.
Moved By:	Sandra Hanmer
Seconded By:	Larry Kotseff
Carried.	

The corporate By-law is being revised to reflect recent policy and practice changes, changes in board size and composition, legislative changes and minor updates. The GCEC reviewed the proposed revisions at its meeting in May.

The Not-For-Profit Corporations Act, when enacted, will affect likely necessitate revisions to the By-law.

Motion:	That the Grand River Hospital Board of Directors approves the proposed amendments to Grand River Hospital Corporation By-law No.1 and recommends to the members of the Corporation to approve the same.
Moved By:	Sandra Hanmer
Seconded By:	Larry Kotseff
Carried.	

2.4 Balanced Scorecard

The updated Balanced Scorecard and briefing note were included in the meeting package for review. The latest version reflects the input given by senior staff and the Board. Various factors were considered in setting the targets.

The Balanced Scorecard will be reviewed regularly by staff, monthly by SLT, and quarterly by the Board.

Clarifications on some of the indicators were provided. Management will consider forward-looking indicators in future versions of the scorecard. The Balanced Scorecard has been designed for governance purposes. Indicators that are operational in nature will continue to be monitored by management.

Motion:	That the Grand River Hospital Board of Directors approves the balanced scorecard and proposed targets.
Moved By:	Harry Hoediono
Seconded By:	Gary Pooley
Carried.	

4:46 pm

Andrew Falconer, President of SMGH, joined the meeting.

3.0 Items for Discussion

3.1 Operating Plan Q4 and Risk Assessment Report

The Q4 Operating Plan status update and risk assessment report were included in the meeting package for review. The results have also come to the relevant committees.

3.2 Meeting Evaluation Form

A meeting evaluation form was included in the package for review and use at this and future meetings. Governance Chair, Ms. Hanmer explained that GCEC has been using a similar form for the last few months, where at each meeting, a committee member volunteers to be the meeting observer and provides the feedback at the end of the meeting. This will now be done at Board meeting, with Ms. Hanmer volunteering to be the observer.

Diane Freeman will be unable to attend the June meeting, therefore, the May meeting was her last board meeting. The Board Chair, Ms. Deganis, took the opportunity to thank Diane Freeman for her 9 years of service and her numerous contributions to the Board.

4.0 Reports

4.1 Board Chair

None

4.2 President and CEO

The President and CEO's report was included in the meeting package. The Board expressed appreciation for the recent joint meeting with the Ontario Veterinary College and thanked Tina Mah, VP, Research and Innovation, and her team for their efforts in organizing the event.

4.3 Chief Nursing Executive

The Chief Nursing Executive's report was included in the meeting package.

4.5 Executive Committee

A report from the Executive Committee was included in the meeting package.

4.6 Quality and Patient Safety Committee

A report from the Quality and Patient Safety Committee was included in the meeting package.

4.7 Governance and Community Engagement Committee

A report from the Governance and Community Engagement Committee and Nominations Sub-Committee was included in the meeting package.

5.0 Items for Consent

Motion:	That the Grand River Hospital Board of Directors approves the following consent items as circulated.
Moved By:	Diane Freeman
Seconded By:	David Graham
Carried.	

5.1 Board Minutes, Public, April 30, 2019

Motion:	That the Grand River Hospital Board of Directors accepts the minutes for the public Board meeting held on April 30, 2019.
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5.2 CitiCall Declaration of Compliance

Motion:	That the Grand River Hospital Board of Directors authorize Janice Deganis to sign the CitiCall declaration of compliance.
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5.3 Unaudited Financial Statements, March 31, 2019

Motion:	That the Grand River Hospital Board of Directors accept the unaudited Financial Statements to March 31, 2019.
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6.0 Items for Information

The following items were included in the meeting package as information items.

- 6.1 QPS Scorecard
- 6.2 Resource Scorecard
- 6.3 Accreditation (Governance) Update
- 6.4 Update on Community External Relations
- 6.5 FIPPA Report, 2018
- 6.6 Board Attendance Report
- 6.7 Calendar of Board and Board Committee Meetings
- 6.8 Board Educational Opportunities

7.0 Adjournment

Motion:	That the Public Board of Directors meeting on May 28, 2019 be adjourned at 4:53 p.m.
Moved By:	Karen Wetteskind
Seconded By:	Diane Freeman
Carried.	

The Public Meeting ended at 4:53 p.m.

R. Gagnon,
Secretary

J. Deganis,
Chair