

**Grand River Hospital
Minutes Of The Open Meeting
Of The Board Of Directors
Held On June 25, 2019
In The Freeport Boardroom**

Present:

Janice Deganis	Harry Hoediono
Jim Erb	Larry Kotseff
Ron Gagnon	Judy Linton
David Graham	Gary Pooley
Rob Hall	Peter Potts
Sandra Hanmer	James Schlegel
Paul Hendrikse	

Regrets:

Dave Bennett
Diane Freeman
Sue Robertson
Karen Wetteskind

Staff:

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

Guests:

Karen Grant
Susan Size
Sara-Jane Wilke

Recorder: Cassandra Easton

1.0 Call to Order

Board Chair Janice Deganis called the open meeting to order at 4:18 p.m.

1.1. Acceptance of Agenda

Motion:	That the public agenda for the June 25, 2019 Grand River Hospital Board of Directors Meeting be accepted.
Moved By:	Harry Hoediono
Seconded By:	Larry Kotseff
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.

1.5 Appreciation of Service

On behalf of the Board of Directors, Janice Deganis, Board Chair expressed appreciation for the contributions of the board members who were retiring at the end of that day's meetings, or departed the Board during the last year. Their names and lengths of service are as follows (by alphabetical order of last name):

- Dave Bennett, 3 years of service

- Debbie Chapman, 8 months of service
- Diane Freeman, 9 years of service
- Dr. Brian Hanna, 1 year of service
- Paul Hendrikse, 9 years of service
- Josephine McMurray, 1 year and 9 months of service
- Sue Robertson, 1 year of service (will be serving as on a board committee)
- James Schlegel, 9 years of service
- Stephen Spracklin, 2 years of service
- Heather Wakeling, 2 years and 8 months of service

As a token of appreciation for the contributions of these board members, the hospital will make a donation to the GRH Foundation in their honour.

4:22 p.m.

2.0 Delegation Presentations

Delegates Karen Grant, Susan Size and Sara-Jane Wilke attended the meeting to address the Board regarding their disappointment in the cancelled pension merger and changes they have observed at the hospital. They expressed the following concerns:

- the perceived disparity in benefits among staff on the two different pension plans
- stress associated with the staff changes
- concerns about the stability and longevity of the KW Pension Plan
- clarity of the information regarding the previously proposed transfer to HOOPP, e.g., the reason for which the cost increased drastically from the estimate at the beginning of the process

Board members asked the presenters for further clarifications of their concerns and observations.

After the presenters departed, the Board concluded that the presentation and the subsequent conversation with the presenters provided the Board and senior management insight on the types of information that need to be communicated to staff in the upcoming months regarding the KW Pension Plan and the pension strategy. Management will act on the communication needs identified.

5:36 p.m.

3.0 Items for Decision

None.

4.0 Items for Discussion

None.

5.0 Reports

5.1 Board Chair

None

5.2 President and CEO

The President and CEO's report was included in the meeting package.

Ron Gagnon added that there have been significant changes to Cancer Care Ontario due to the provincial changes through the recently established Ontario Health. The model of funding has changed, especially around regional leads.

5.3 Chief Nursing Executive

The Chief Nursing Executive's report was included in the meeting package. The Board appreciated hearing about the results from the pain management program, and expressed appreciation for staff's effort in it.

5.4 Governance and Community Engagement Committee

A report from the Governance and Community Engagement Committee was included in the meeting package. Committee Chair, Sandra Hanmer, summarized the report, highlighting the work on policy review, including a change in the Board Attendance Policy emphasizing the requirement to attend meetings in person. The Governance Coach, Ruthe Anne Conyngham, designed a series of four education sessions for the Board including one on quality patient care and safety.

To further clarify the roles of the first vice chair and second vice chair, Manager of Governance and Corporate Projects was directed to add a statement to the Policy 3B16 Role Description of the Vice Chairs (see Section 6.4).

5.5 Executive Committee

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

5.6 Quality and Patient Safety Committee

A report from the Quality and Patient Safety Committee was included in the meeting package. Harry Hoediono highlighted a comment from the oncology department regarding the lack of space.

5.7 Resources Committee

A report from the Resources Committee was included in the meeting package. David Graham highlighted the Debt Services Plan that is included for review.

6.0 Items for Consent

Motion:	That the Grand River Hospital Board of Directors approves the following consent items as circulated.
Moved By:	Sandra Hanmer
Seconded By:	Larry Kotseff
Carried.	

6.1 Board Minutes, Public, May 28, 2019

Motion:	That the Grand River Hospital Board of Directors approve the minutes for the public Board meeting held on May 28, 2019.
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6.2 Minor By-law Amendment

Motion:	<p>That the Grand River Hospital Board of Directors approve the following amendment to By-law No.1 (2019):</p> <p>4.2(b) Board Composition</p> <p>The terms of the elected Directors shall be staggered such that the term of three (3) at least four (4) elected Directors shall expire each year at the time of the annual general meeting of the Corporation, or until their successors are elected or appointed. The expiring terms shall be filled annually, for one (1), two (2) or three (3) year terms, by election by the Members of the Corporation in accordance with the provisions of the By-Law of the Corporation. An outgoing Board Chair who has completed their nine-year (9-year) term, a one-year (1-year) term may be elected by the members for an additional one-year (1-year) term.</p>
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6.3 Legislative Compliance Report, 2019

Motion:	That the Grand River Hospital Board of Directors accept the results of the Legislative Compliance Review completed in May 2019
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6.4 Revision to Various Board Policies

Motion:	<p>That the Grand River Hospital Board of Directors approve the proposed revisions of the policies listed in Appendix 1.</p> <p>As discussed in Item 5.4 of this meeting, that the following statement be added to the Policy 3B16, Role Description of the Vice Chairs:</p> <p style="padding-left: 40px;">‘Where the term “Vice Chair” is used in any board policies, it is to be interpreted as the “First Vice Chair.”</p>
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6.5 BPSAA Attestation

Clarification was made around radiation numbers.

Motion:	<p>That the Grand River Hospital Board of Directors support the execution of the attached Attestation document (Appendix A) by the CEO and Board Chair for filing with the WWLHIN by the June 30, 2019.</p> <p>Upon signature, Finance will post the final document on the hospital’s internal and external websites prior to the deadline of August 31, 2019.</p>
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6.6 M-SAA Declaration of Compliance

Motion:	<p>That the Grand River Hospital Board of Directors authorizes the Board Chair, or designate, to sign Schedule G, Form of Compliance Declaration that declares to the Board as follows:</p> <p>After making inquiries of the appropriate officers of the Health Service Provider (HSP) and subject to any exceptions identified on Schedule G, to the best of the Board's knowledge and belief, the HSP has fulfilled its obligations under the service accountability agreement (the M-SAA) in effect during the Applicable period (April 1, 2018 to March 31, 2019).</p> <p>Without limiting the generality of the foregoing, the HSP has complied with:</p> <ul style="list-style-type: none">i) Article 4.8 of the M-SAA concerning applicable procurement practices;ii) The Local Health System Integration Act, 2006; andiii) The Public Sector Compensation Restraint to Protect Public Services Act, 2010.
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7.0 Items for Information

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

7.1 QPS Related Reports

7.1.1 **Quality and Patient Safety Year-end Report, 2018/19**

7.1.2 **QPS Scorecard**

7.1.3 **Falls with Harm Indicator on QPS Scorecard**

7.1.4 **Publically Reported Indicators, Q4 Performance**

7.1.5 **Risk, Patient Safety and Critical Incident Report, Q4, 2018/19**

7.1.6 **Semi-Annual Patient Safety Culture Survey Results**

7.1.7 **Patient Safety Culture Survey Results, 2019**

7.1.8 **Hospital Harm Indicator**

7.1.9 **Year-end Ethics Report**

7.1.10 **Cancer Program Report for QPS Committee, 2018/19**

7.2 **Resource Scorecard**

7.3 **WWLHIN Scorecard**

7.4 **Board Scorecard, Q4, 2018/19**

7.5 **Accreditation (Governance) Update**

7.6 **Annual Declarations**

8.0 Meeting Evaluation

Sandra Hanmer was the assigned evaluator and she provided her feedback at the end of the post AGM meeting.

9.0 Adjournment

Motion:	That the Open Board of Directors meeting on June 25, 2019 be adjourned at 5:47 p.m.
Moved By:	Larry Kotseff
Seconded By:	Sandra Hanmer
Carried.	

The Public Meeting ended at 5:47 p.m.

R. Gagnon,
Secretary

J. Deganis,
Chair

**Grand River Hospital
Minutes of The Closed Meeting
of The Board of Directors
Held On June 25, 2019
In The Freeport Boardroom**

Present:

Janice Deganis
Jim Erb
Ron Gagnon
David Graham
Rob Hall
Sandra Hanmer
Paul Hendrikse

Harry Hoediono
Larry Kotseff
Judy Linton
Gary Pooley
Peter Potts

Regrets:

Dave Bennett
Diane Freeman
Sue Robertson
James Schlegel
Karen Wetteskind

Staff:

Cassandra Easton
Catherine Heal
Kathleen Lavoie
Young Lee
Tina Mah

Jane Martin
Doug Murray
Jennifer O'Brien
Aubrey Walters
Denise Wren

Guest:

None

Recorder: Cassandra Easton

1.0 Call to Order

Janice Deganis called the closed meeting to order at 3:02 p.m.

1.1. Acceptance of Agenda

Added discussion regarding ONA letters at item 2.4

Motion:	That the In-Camera agenda for the June 25, 2019 Board of Directors meeting be accepted as amended.
Moved By:	Harry Hoediono
Seconded By:	Sandra Hanmer
Carried	

1.2. Executive Summary

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

1.3. Declaration of Conflict of Interest

Janice Deganis declared a conflict regarding all reports associated with Ernst and Young. This includes the financing strategy (Debt Service Plan mentioned in 5.7, Open Resources Committee Meeting Summary); and investment of the KW Pension Plan assets (mentioned in 4.2 CEO Closed Report and 4.5 Closed Resources Committee Meeting Summary). None of these items required voting/decisions.

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.

1.5 Assignment of Meeting Evaluator

Sandra Hanmer volunteered to be the Meeting Evaluator.

2.0 Items for Discussion

2.1 WHCC Partnership

2.2 Joint Master Planning

Item 2.1 and 2.2 were covered jointly at the meeting. A briefing note outlining the recent discussions at the Waterloo Hospital Collaborative Council, and the committee's current Terms of Reference were included in the meeting package. Ron Gagnon explained that there has been encouragement from members of the community to create a Waterloo Region healthcare strategy. At the recent WHCC meeting, it was agreed that it would be beneficial to have all three hospitals work together, and Cambridge Memorial Hospital indicated that it would work with GRH and SMGH on the development of a joint plan.

The Board was supportive of the premise of integrated planning of services among the area hospitals as long as there is a sound business case, and deferred to senior management to work jointly with our hospital partners on this. The Board also directed senior management to engage clinicians on the associated discussions.

It was suggested that the joint master planning committee (to be formed) first develop a decision making framework before detailed discussions on the planning process. The Board was open to the concept of having an external (third party) lead on the committee, and probably a separate fundraising lead. The terms of reference for the joint committee is yet to be developed.

3.0 Items for Decision

3.1 Credentialing Report

The Credentialing Report was included in the meeting package and presented by Peter Potts.

Motion:	That the Grand River Hospital Board of Directors approve the appointments, re-appointments and changes to the Professional Staff of Grand River Hospital as recommended by the Jt. Credentials Committee on June 6, 2019 and based upon completion of due diligence by the Chief of Staff, Chief of the respective department(s), the Joint Credentials Committee and the Joint Medical Advisory Committee.
Moved By:	Larry Kotseff
Seconded By:	Paul Hendrikse
Carried.	

3.2 Appointment of Chief of Anesthesia

A briefing note outlining the appointment of Dr. Magid Morgan to the position of Chief of Chief of Anesthesia for Grand River Hospital, for a three-year term was included in the meeting package and presented by Peter Potts. Dr. Morgan's wife is also an anesthesiologist, it has been decided that any issues with her will be dealt with by the chief of surgery due to their close work.

Motion:	That the Grand River Hospital Board of Directors approve the appointment of Dr. Magid Morgan to the position of Chief of Anesthesia for Grand River Hospital, for a three-year term effective July 1, 2019.
Moved By:	Rob Hall
Seconded By:	Sandra Hanmer
Carried.	

4.0 Reports

4.1 Board Chair

None.

4.2 President and CEO

A report from the President and CEO, Ron Gagnon, was included in the meeting package. The second report on Hallway Medicine was released on the day of this meeting. Management was yet to review it. There was a meeting earlier on the day of this meeting with the KW4 OHT Steering Committee. Presentations on the development of Ontario Health Teams are being developed for municipal Councils. Ron Gagnon will provide the membership of the Steering Committee.

Senior Management will estimate the potential figure associated with the SWAP agreement with HOOPP to inform planning.

It was clarified that the report to be prepared by the Office of the Auditor General of Ontario on the Value for Money Audit will provide information at the provincial level, not hospital specific information.

4.3 Chief of Staff

A report from Joint Chief of Staff, Dr. Peter Potts, was included in the meeting package. Dr. Potts highlighted the Dr. Sharma bursary recipients, it is felt the recipients are deserving of this award and reflect the objectives of the award well.

The Least Restraint Policy has been undated. It is very thorough. The key highlight is that there will be regular reviews of appropriate restraints, if any are warranted.

4.4 Chief Nursing Executive

None

4.5 Resources Committee

A report from the Resources Committee prepared by Committee Chair, David Graham, was included in the meeting package.

4.6 Joint HIS Committee

A report from the Joint HIS Committee was included in the meeting package and presented by Young Lee who added that in addition to the committee summary, GRH and SMGH have developed a Statement of Work for Information Technology, which is included in the package as Item 5.2 of the Consent Agenda.

It was clarified that the Joint HIS committee is expected to continue to the end of this fiscal year. After that, it will be an operational matter.

There was a very brief discussion on the potential approach to handling the governance aspect of various joint projects. It was suggested that a single joint committee be formed to address multiple joint projects, as opposed to forming multiple project-specific joint committees. No conclusion was reached.

5.0 Items for Consent

Motion:	That the Grand River Hospital Board of Directors approves the following consent items as circulated.
Moved By:	Harry Hoediono
Seconded By:	Sandra Hanmer
Carried	

5.1 Closed Board Minutes of May 28, 2019

Motion:	That the Grand River Hospital Board of Directors accepts the minutes for the closed meeting held on May 28, 2019 as circulated.
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5.2 Statement of Work for Information Technology

Motion:	That the Grand River Hospital Board of Directors accept the recommendation from the Joint HIS Committee to provide directional approval and delegation of authority to finalize the Statement of Work to the CEO/President.
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3:57 pm

~~~~~The in-camera minutes for Sections 7.0 are kept separately.~~~~~

## 8.0 Adjournment

Subsequent to the in-camera meeting without management, the closed meeting was adjourned.

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|---------------------|--------------------------------------------------------------------------------------|
| <b>Motion:</b>      | That the Board of Directors closed meeting on June 25, 2019 be adjourned at 4:17 pm. |
| <b>Moved By:</b>    | Paul Hendrikse                                                                       |
| <b>Seconded By:</b> | Larry Kotseff                                                                        |
| <b>Carried</b>      |                                                                                      |

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R. Gagnon,  
Secretary

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J. Deganis,  
Chair

**Grand River Hospital  
Minutes of an In-Camera Meeting  
of The Board of Directors  
Held on June 25, 2019  
in The Freeport Boardroom**

**Present:**

Janice Deganis  
Jim Erb  
Ron Gagnon  
David Graham  
Rob Hall  
Sandra Hanmer  
Paul Hendrikse

Harry Hoediono  
Larry Kotseff  
Judy Linton  
Gary Pooley  
Peter Potts  
James Schlegel

**Regrets:**

Dave Bennett  
Diane Freeman  
Sue Robertson  
Karen Wetteskind

**Staff:**

Catherine Heal

**Guest:**

**Recorder:** Catherine Heal and Sandra Hanmer

~~~~~The in-camera minutes for Sections 1 – 6 are kept separately.~~~~~

The In-camera session of the board meeting started at 3:57 pm.

7.0 Oversight of Management

7.1 JCOS Performance Evaluation Results, 2018/19

Board Chair, Janice Deganis, explained that an evaluation process had been completed. GRH's Executive Committee had an opportunity to review the results. The President and Board Chair of SMGH, and the Board Chair and President and CEO of GRH met and had a discussion with the JCOS before finalizing the recommendation.

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| Motion: | That the GRH Board of Directors approve the Joint Chief of Staff final pay-for-performance compensation of 92.25% for fiscal 2018-2019 as recommended by a committee consisted of the President and Board Chair of SMGH, and the President & CEO and Board Chair of GRH. |
| Moved By: | Paul Hendrikse |
| Seconded By: | Harry Hoediono |
| Carried | |

7.2 JCOS Goals and Objectives, 2019/20

Based on discussions among the President and Board Chair of SMGH, and the Board Chair and President and CEO of GRH, a couple of revisions were made to an earlier draft of the JCOS's goals and objectives for 2019/20. The proposed goals and objectives for the JOCS for fiscal 2019/20 were included in the package.

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| Motion: | That the GRH Board of Directors approve the Joint Chief of Staff goals and objectives for 2019/20 as presented, subject to the agreement of the JCOS, Dr. Peter Potts. |
| Moved By: | Sandra Hanmer |
| Seconded By: | Harry Hoediono |

Carried

7.3 Item for Consent

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| Motion: | That the Grand River Hospital Board of Directors approves the following consent items as circulated. |
| Moved By: | Rob Hall |
| Seconded By: | Gary Pooley |
| Carried | |

7.3.1 In-camera Board Minutes, May 28, 2019

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| Motion: | That the Grand River Hospital Board of Directors accepts the minutes for the in-camera meeting held on May 28, 2019 as circulated. |
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7.4 Item for Information

7.4.1 Executive Compensation

This item was included in the meeting package as an information item.

8.0 Adjournment

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|---------------------|--|
| Motion: | That the Board of Directors in-camera meeting without management on June 25, 2019 be adjourned at 4:17 pm. |
| Moved By: | Sandra Hanmer |
| Seconded By: | Rob Hall |
| Carried | |

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|---------------------|--|
| Motion: | That the Board of Directors closed meeting on June 25, 2019 be adjourned at 4:17 pm. |
| Moved By: | Paul Hendrikse |
| Seconded By: | Larry Kotseff |
| Carried | |

H. Hoediono,
Vice Chair

J. Deganis,
Chair