

**GRAND RIVER HOSPITAL
MINUTES OF A PUBLIC MEETING
OF THE BOARD OF DIRECTORS
HELD ON JUNE 26, 2012
IN THE FREEPORT BOARDROOM**

PRESENT:

Bellew, G.
Bleaney, T.
Collingwood, B.
Delamere, D.
Elop, T.
Freeman, D.
Harris, B.
Maxwell, M.

McIlwham, K.
Robertson, S.
Schlegel, J.
Sellers, L.
Sharma, A.
Singh, P.
Uffelmann, D.
Weiler, B.

REGRETS:

Hendrikse, P.
Maki, P.

STAFF:

Cavrag, K.
Cheal, G.
Hewat, N.

Higgs, G.
Karjaluo, M.
Lillepold, A.

Recording Secretary: Karen Taylor

1.0 CALL TO ORDER

D. Delamere called the meeting to order at 3:00 p.m.

1.1 ACCEPTANCE OF AGENDA

The new format of the agenda was introduced

MOTION:

**IT WAS MOVED BY T. BLEANEY AND SECONDED BY K. MCILWHAM THAT
THE AGENDA BE APPROVED AS PRESENTED.
CARRIED.**

1.2 DECLARATION OF CONFLICT OF INTEREST

None.

2.0 BOARD CHAIR AND CEO REPORT

2.1 PRESIDENT AND CHIEF EXECUTIVE OFFICER

The report from the President and CEO was included in the Board package. Additionally it was mentioned that funding discussions have taken place with the WWLHIN, and the WWLHIN has asked for a 3-month extension on the H-SAA, holding in place the provisions of the 2011-2012 agreement for an additional 90 days. It is contemplated that a 2012-2013 H-SAA document will be ready by the end of July 2012. The following motion was made to enable the 3-month H-SAA extension.

MOTION:

IT WAS MOVED BY T. BLEANEY AND SECONDED BY B. HARRIS THAT THE BOARD OF DIRECTORS APPROVE THE 3-MONTH EXTENSION TO THE H-SAA AND DELEGATE AUTHORITY TO THE BOARD CHAIR AND PRESIDENT AND CEO TO SIGN THE EXTENDING AGREEMENT ON BEHALF OF GRAND RIVER HOSPITAL. CARRIED.

In response to a request by the WWLHIN, GRH will respond with a note outlining sustainability plans and go forward direction regarding the emergency department. GRH has also participated with the MoHLTC and the WWLHIN in H-BAM funding discussions.

GRH has communicated details regarding compensation adjustments for non-union staff who have not had a salary increase for the past 2 years. A detailed evaluation of 24 positions, whose wages in comparison with peer group hospitals are lower, is taking place. These activities are being implemented within the funding policy set by the Board of Directors.

It was also informed that the Waterloo Wellington Hospital CEOs are working to develop a list of 5-7 integration projects to focus on in the upcoming year.

2.2 BOARD CHAIR

During the verbal report provided by D. Delamere, an overview of the May 31, 2012 meeting of the Waterloo Wellington Hospital and WWLHIN Chairs and Vice Chairs was provided. Relations with the primary care sector and the strategic priorities of the WWLHIN were highlights of discussion at the meeting.

A recent media event saw GRH recognized by Osteoporosis Canada for their lead in radiology using a unique process, the first of its kind in Canada.

A recent inaugural meeting with representatives from the GRH Foundation and GRH Board of Directors served to launch an on-going working relationship that is hoped to closely align marketing activities and to provide a venue for effective communication between the two entities.

2.2.1 ANNUAL UPDATE FROM THE BOARD AND BOARD COMMITTEES

A copy of the annual update from the Board and Board Committee was included in the Board package and D. Delamere commented on the diligent work accomplished by the Board Committees. The support of the management team was applauded.

3.0 QUALITY

3.1 REPORT BY CHAIR OF THE QUALITY AND PATIENT SAFETY COMMITTEE

T. Elop provided an update following the meeting of the Waterloo Wellington (WW) quality committee Chairs. During the meeting GRH's Enterprise Risk Management and Ethical Framework documents were shared and following discussion with the Chairs it was apparent that GRH is further ahead in this process than the other WW Hospitals.

During the last meeting of GRH's QPS Committee presentations were made by the Cancer program and by Pharmacy. During the presentation by the Pharmacy area risk associated with current facilities not being up to par was highlighted. Management had previously informed the Board about this risk and medication safety is being rolled out in the upcoming year's quality plan.

A high level overview was provided for the reports included in the items for information.

4.0 RESOURCES

4.1 REPORT BY CHAIR OF THE RESOURCES COMMITTEE

D. Uffelmann provided a verbal financial report that informed that GRH is operating slightly above the breakeven point at the end of May 2012.

4.2 FINANCIAL REPORT

The financial report was included in the Board package.

4.3 APPROVAL TO COMPLETE H-SAA NEGOTIATIONS

Previously the Board approved the preliminary Operating Budget subject to finalization of numbers from the MoHLTC and the WWLHIN. Funding to GRH cannot flow from the WWLHIN without a signed H-SAA. To allow management to complete negotiations with the WWLHIN, leading to the signing of the 2012/2013 H-SAA, a motion from the Board is required for the Board Chair and the CEO to sign the document.

MOTION:

**IT WAS MOVED BY D. UFFELMANN AND SECONDED BY B. HARRIS THAT THE BOARD OF DIRECTORS PROVIDE AUTHORITY TO THE BOARD CHAIR AND CEO TO SIGN AN H-SAA WITH THE WWLHIN FOR THE 2012/2013 FISCAL YEAR.
CARRIED.**

4.4 M-SAA COMPLIANCE

Bi-annually for the next 2 years the Board of Directors needs to review and approve a M-SAA compliance declaration under the terms of the 2006 Local Health System Integration Act. The M-SAA enables the WWLHIN to provide funding to GRH for provision of services.

MOTION:

IT WAS MOVED BY D. UFFELMANN AND SECONDED BY B. COLLINGWOOD THAT THE BOARD CHAIR AND CEO SIGN THE ATTESTATION CERTIFICATE, FORM OF COMPLIANCE DECLARATION IN THE M-SAA THAT DECLARES TO THE BOARD AS FOLLOWS:

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 (OCTOBER 1, 2011 TO MARCH 31, 2012).

WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, THE HSP HAS COMPLIED WITH:

- I) ARTICLE 4.8 OF THE M-SAA CONCERNING APPLICABLE PROCUREMENT PRACTICES;**
 - II) THE LOCAL HEALTH SYSTEM INTEGRATION ACT 2006; AND,**
 - III) THE PUBLIC SECTOR COMPENSATION RESTRAINT TO PROTECT PUBLIC SERVICES ACT, 2010.**
- CARRIED.**

5.0 GOVERNANCE

5.1 REPORT BY CHAIR OF THE GOVERNANCE COMMITTEE

None.

5.2 REPORT FROM THE GOVERNANCE WORKING GROUP

The report from the Governance Working Group on how to make meetings of the Board and Board Committees most effective was included in the Board package.

6.0 OTHER

6.1 CEO PERFORMANCE OBJECTIVES FOR 2012/2013

The CEO performance objectives for 2012/2013, as reviewed by the Compensation and Executive Resources and the Executive Committees, was included in the Board package.

6.2 ALLOCATION OF FUNDS

To strengthen the reputation of GRH through the participation of Members of the GRH Board of Directors at community events and functions, it was suggested that funds be made available to defer registration costs. The Board members will look to GRH senior management for advice on which community events are important to attend.

MOTION:

IT WAS MOVED BY D. UFFELMANN AND SECONDED BY B. HARRIS THAT THE GRH BOARD OF DIRECTORS APPROVE \$3,000 OF ANNUAL FUNDS FROM WITHIN THE BOARD OF DIRECTORS COST CENTRE TO BE USED TOWARDS REPRESENTATION OF BOARD MEMBERS AT COMMUNITY EVENTS AND FUNCTIONS AS APPROVED BY THE CHAIR.

CARRIED.

6.3 COMMITTEE TERMS OF REFERENCE

It was requested that the Committee terms of reference be removed from the

Items for Consent for discussion. While it was agreed that building relationships with Committees having a similar mandate to that of the Board Committee was a worthwhile endeavor, as worded this places a significant expectation on Board Committee Chairs and the members of their Committee. The wording within the Relationship Management section of the Terms of Reference for the Board Committees will change to: *Through the Committee Chair, when appropriate, develop a collegial and working relationship with committees having a similar mandate at WWLHIN hospitals and the CCAC.*

MOTION:

IT WAS MOVED BY B. HARRIS AND SECONDED BY T. BLEANEY THAT THE COMMITTEE TERMS OF REFERENCE BE APPROVED AS PROPOSED BY THE GOVERNANCE COMMITTEE, AND AS AMENDED IN THE RELATIONSHIP MANAGEMENT SECTION TO REFLECT THAT: THROUGH THE COMMITTEE CHAIR, WHEN APPROPRIATE, DEVELOP A COLLEGIAL AND WORKING RELATIONSHIP WITH COMMITTEES HAVING A SIMILAR MANDATE AT WWLHIN HOSPITALS AND THE CCAC. CARRIED.

7.0 EXECUTIVE HIGHLIGHTS

7.1 CHIEF OF STAFF REPORT

The Chief of Staff report was included in the Board package.

7.2 VICE PRESIDENT CLINICAL SERVICES & CHIEF NURSING OFFICER REPORT

The report from the VP Clinical Services and Chief Nursing Officer was included in the Board package.

7.3 FOUNDATION REPORT

In addition to the report from the Foundation included in the Board package, N. Hewat informed that the sold-out Inside the Ropes event took place on June 26. The GRH Foundation has a 3 year commitment for this event which immediately follows the LPGA tournament.

8.0 ITEMS FOR CONSENT

8.1 BOARD MINUTES OF MAY 29, 2012

The May 29, 2012 minutes were included in the Board package.

8.2 COMMITTEE TERMS OF REFERENCE REVIEW

This item was pulled from the Items for Consent and appears above as item 6.3.

8.3 BOARD MANUAL POLICY UPDATES

8.3.1 BOARD QUALITY POLICY

The Board Quality policy was included in the Board package.

8.3.2 ENTERPRISE RISK MANAGEMENT POLICY

The Enterprise Risk Management policy was included in the Board package.

MOTION:

IT WAS MOVED BY J. SCHLEGEL AND SECONDED BY T. BLEANEY THAT THE BOARD OF DIRECTORS APPROVE THE ITEMS FOR CONSENT. CARRIED.

9.0 ITEMS FOR INFORMATION

9.1 COMMITTEE MINUTES

9.1.1 EXECUTIVE COMMITTEE MINUTES

The Executive Committee minutes of June 19, 2012 were included in the Board package for information.

9.1.2 GOVERNANCE COMMITTEE MIUTES

The Governance Committee minutes of June 5, 2012 were included in the Board package for information.

9.1.3 RESOURCES COMMITTEE

9.1.3.1 RESOURCES COMMITTEE MINUTES

Minutes from the Resources Committee meeting of June 12, 2012 were included in the Board package.

9.1.3.2 RESOURCES SCORECARD

The Resources scorecard was included in the Board package for information.

9.1.4 QUALITY AND PATIENT SAFETY COMMITTEE

9.1.4.1 ED/ALC REPORT

The Board Package included the ED/ALC Report.

9.1.4.2 REPORT ON PATIENT EXPERIENCE WITH CARE

The Report on Patient Experience with Care appeared in the Board package.

9.1.4.3 QUALITY AND PATIENT SAFETY PLAN YEAR END REPORT

The Quality and Patient Safety Plan Year End Report was included in the Board Package for information.

9.1.4.4 QUALITY AND PATIENT SAFETY COMMITTEE MINUTES

The minutes of the June 13, 2012 QPS Meeting were included in the Board package.

9.1.4.5 QUALITY AND PATIENT SAFETY COMMITTEE SCORECARD

The QPS scorecard was included in the Board package for information.

9.1.5 MEDICAL ADVISORY COMMITTEE MINUTES

The June 12, 2012 minutes of the Medical Advisory Committee were included in the Board package.

9.1.6 COMMUNITY ENGAGEMENT COMMITTEE MINUTES

The June 6, 2012 minutes of the Community Engagement Committee were included in the Board package.

9.1.7 COMPENSATION AND EXECUTIVE RESOURCES COMMITTEE

Minutes of the June 6, 2012 meeting of the Compensation and Executive Resources Committee were included in the Board package.

9.1.8 NORTH WATERLOO HOSPITALS COLLABORATIVE COMMITTEE MINUTES

The Board package contained minutes of the June 5, 2012 meeting of the North Waterloo Hospitals Collaborative Committee.

9.1.9 AUDIT COMMITTEE MINUTES

Minutes of the May 25, 2012 Audit Committee were distributed at the meeting.

9.2 BOARD WORK PLAN

The Board work plan was included in the Board package for information.

9.3 BOARD EDUCATION OPPORTUNITIES

A list of Board education opportunities was included in the Board package.

9.4 JULY AND AUGUST BOARD CALENDAR OF EVENTS

The July and August Board event calendars were included in the Board package.

9.5 GRH BOARD 2012 MEETING SCHEDULE

The schedule of 2012 GRH Board meetings was included in the Board package.

9.6 WWLHIN ITEMS

9.6.1 WWLHIN BOARD 2012 MEETING SCHEDULE

The schedule of 2012 WWLHIN Board meetings was included in the Board package.

10.0 ADJOURNMENT

THERE BEING NO FURTHER BUSINESS, IT WAS MOVED BY D. DELAMERE AND SECONDED BY G. BELLEW THAT THE PUBLIC MEETING BE ADJOURNED. CARRIED.

Malcolm Maxwell,
Secretary

D'Arcy Delamere,
Chair