

**GRAND RIVER HOSPITAL
MINUTES OF A PUBLIC MEETING
OF THE BOARD OF DIRECTORS
HELD ON FEBRUARY 26, 2013
IN THE FREEPORT BOARDROOM**

PRESENT:

Bellew, G.
Bleaney, T.
Deganis, J.
Delamere, D.
Elop, T.
Freeman, D.
Hendrikse, P.

Maki, P.
Maxwell, M.
McIlwham, K.
Robertson, S.
Schlegel, J.
Sellers, L.
Sharma, A.

REGRETS:

Collingwood, B.
Freeman, D.
Harris, B.
Rice, K.
Singh, P.

STAFF:

Berry, M.
Cavrag, K.
Cheal, B.
DeLenardo, C.

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

Recording Secretary: Karen Taylor

1.0 CALL TO ORDER

The meeting was called to order at 4:05 p.m.

1.1 ACCEPTANCE OF AGENDA

The agenda was amended to add 5.3: Nominating Committee Chair.

1.2 DECLARATION OF CONFLICT OF INTEREST

None.

2.0 BOARD CHAIR AND CEO REPORT

2.1 PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and CEO's report was included in the Board package. The hospital activity report was expanded to further report the tight margin that Grand River Hospital (GRH) runs. Generally when GRH is running at surge more weighted cases are generated from a set of beds, workload increases more than staffing costs, and this increases efficiency.

2.2 BOARD CHAIR

D. Delamere provided a verbal report that detailed: at the February 21 Business Excellence Awards GRH presented MTE Consultants Inc. with the Healthy Workplace Award in recognition of their many health initiatives in their workplace environment; and, on February 22 M. Maxwell and D. Delamere met with MPPs Michael Harris and Christine Elliott and discussed the local healthcare environment and how GRH is involved within the community. D. Delamere also reminded Board members about the extension of the March board meeting to

accommodate a presentation by Emmi Perkins and Marianne Walker on the rehab and stroke programs. A request was made that board members complete the board committees, committee chairs and board chair survey that will be sent following the February 26 meeting. As well, an overview of items to be conveyed during the in-camera session was conveyed.

ACTION ITEM: Board members to complete the board survey by March 18.

3.0 QUALITY

3.1 REPORT BY CHAIR OF THE QUALITY AND PATIENT SAFETY COMMITTEE

T. Elop provided an overview of the February QPS Committee meeting and informed that presentations were made by medical imaging, mental health and addictions, infection control and housekeeping. The committee spent extensive time at the meeting reviewing the Quality Improvement Plan (QIP) which sets our quality targets and indicators for the next fiscal year. At a recent meeting of the Waterloo Wellington chairs of quality committees targets, and rationale for their selection, were discussed.

ACTION ITEM: Board members to review the QIP indicators and direct questions to Tracy Elop prior to March 6.

4.0 RESOURCES

4.1 REPORT BY CHAIR OF THE RESOURCES COMMITTEE

P. Hendrikse reported on themes from the February meeting of the resources committee: an overview of GRH's financial position was relayed; no major changes have occurred in the pension environment and GRH is still waiting for regulatory approval to further discussions with HOOPP; the revised information technology plan was reviewed; discussion regarding human resources focused on the credentialing process, which will be the focus of a future board education session; and, the capital plan was reviewed.

5.0 GOVERNANCE

5.1 REPORT BY CHAIR OF THE GOVERNANCE COMMITTEE

P. Maki provided highlights from the governance committee meeting held on February 13. Suggestions for a Spring board retreat informed that the topic will focus on governance practices, what to change, how to empower committees and new best practices in the governance world. This session could also focus on the role of the board pertaining to the credentialing process and segue into the medical manpower plan.

The board education session will be held following the May meeting and will focus on the topic of research.

ACTION ITEM: Karen Taylor to survey the board of directors for their availability to participate in a Spring board retreat.

5.2 NOMINATING COMMITTEE MEMBERSHIP

At the January meeting the board tasked the chair of the governance committee to proceed with the preliminary work of the nominating committee. A list of nominees to complete the 2013 nominating committee membership was prepared for the board's consideration.

MOTION:

IT WAS MOVED BY P. MAKI AND SECONDED BY K. MCILWHAM THAT THE GRH BOARD OF DIRECTORS APPROVE THE FOLLOWING MEMBERS OF THE 2013 NOMINATING COMMITTEE:

GRH BOARD DIRECTORS:	GEOFF BELLEW, TED BLEANEY, BERYL COLLINGWOOD, DIANE FREEMAN
PRESIDENT AND CEO:	MALCOLM MAXWELL
MEDICAL STAFF:	DR. DIMITRIOS DIVARIS
GRH FOUNDATION:	RON CAUDLE
COMMUNITY HEALTH CARE AGENCY:	MICHAEL DELISLE, WATERLOO WELLINGTON COMMUNITY CARE ACCESS CENTRE.

CARRIED.

5.3 NOMINATING COMMITTEE CHAIR

Following a poll of the GRH board directors nominated to serve on the 2013 nominating committee, the governance committee recommended that Geoff Bellew be nominated to chair the nominating committee.

MOTION:

**IT WAS MOVED BY P. MAKI AND SECONDED BY T. BLEANEY THAT THE GRH BOARD OF DIRECTORS CONFIRM THE APPOINTMENT OF G. BELLEW AS CHAIR OF THE 2013 NOMINATING COMMITTEE.
CARRIED.**

6.0 OTHER

6.1 Q3 OPERATING PLAN PROGRESS REPORT

The Q3 progress report on the 2013/13 operating plan was provided in the Board package. During the review of the progress report it was advised that one of the challenges to achieve the objectives relates to key resources required, such as IT involvement. Management will in future identify the most important actions in the operating plan in relation to the Enterprise Risk Management Assessment and use a project management report for those priority items.

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

The Foundation report was included in the Board package.

8.0 ITEMS FOR CONSENT

8.1 BOARD MINUTES OF JANUARY 22, 2013

The minutes from the January 22, 2013 meeting were included in the package.

8.2 CORPORATE MEMBERSHIP

A motion to approve the 2013 members of the corporation was included in the board package.

8.3 BOARD MANUAL POLICY REVIEW

Changes to the following Board Manual policies were included in the Board package: audit committee terms of reference; board policy development and review; board agenda development policy; board motion format; rules of procedure at board meetings; director recruitment, nomination and election; and, selection of board officers, committee chairs and committee members.

8.4 BOARD MANUAL POLICY FORMAT

The board package contained a motion pertaining to the format of policies in the board manual.

8.5 MAJOR CAPITAL PROJECTS SUMMARY REPORT

The major capital projects summary report for the period ending December 31, 2012 was included in the board manual.

8.6 ANNUAL CAPITAL PURCHASE STATUS REPORT

The 5-year annual capital purchase status report was included in the board package.

MOTION:

**IT WAS MOVED BY J. DEGANIS AND SECONDED BY G. BELLEW THAT THE ITEMS FOR CONSENT BE APPROVED.
CARRIED.**

9.0 ITEMS FOR INFORMATION

9.1 COMMITTEE ITEMS

9.1.1 MEDICAL ADVISORY COMMITTEE MINUTES

The February 5, 2013 minutes of the medical advisory committee were included in the board package.

9.1.2 COMMUNITY ENGAGEMENT COMMITTEE MINUTES

The minutes from the January 16, 2013 meeting of the community engagement committee were included in the board package.

9.1.3 GOVERNANCE COMMITTEE

The February 13, 2013 governance committee minutes were included in the package.

9.1.4 QUALITY AND PATIENT SAFETY COMMITTEE

Information items from the quality and patient safety committee that appeared in the board package: minutes from the February 12, 2013 meeting; scorecard; quality improvement plan; and, ED/ALC report.

9.1.5 RESOURCES COMMITTEE

Minutes from the February 12, 2013 meeting of the resources committee, as well as the scorecard and financial report, appeared in the board package.

9.1.6 EXECUTIVE COMMITTEE

The minutes from the January 17, 2013 meeting of the executive committee were included in the board package. Refer to the in-camera minutes for discussion regarding the medical leadership succession plan.

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 MARCH BOARD CALENDARS OF EVENTS

The March Board event calendar was included in the board package. A poll of the membership of the resources committee will be made to ensure quorum for the March meeting.

9.5 GRH BOARD 2012/2013 MEETING SCHEDULE

The schedule of 2012/2013 GRH Board meetings was included in the board package.

9.6 WWLHIN ITEMS

9.6.1 WWLHIN BOARD 2013 MEETING SCHEDULE

The schedule of 2013 WWLHIN Board meetings was included in the board package.

10.0 ADJOURNMENT

**THERE BEING NO FURTHER BUSINESS, IT WAS MOVED BY T. ELOP AND
SECONDED BY K. McILWHAM THAT THE PUBLIC MEETING BE ADJOURNED.
CARRIED.**

Malcolm Maxwell,
Secretary

D'Arcy Delamere,
Chair