

**GRAND RIVER HOSPITAL  
MINUTES OF A PUBLIC MEETING  
OF THE BOARD OF DIRECTORS  
HELD ON JUNE 28, 2016  
IN THE FREEPORT BOARDROOM**

**PRESENT:**

B. Collingwood  
J. Deganis  
D. Freeman  
D. Graham  
P. Hendrikse  
H. Hoediono  
Z. Janecki  
P. Maki

M. Maxwell  
K. Olson  
P. Potts  
K. Rice  
G. Sarkaria  
J. Schlegel  
B. Vrbanovic  
H. Wakeling  
R. Wells

**REGRETS:**

G. Bellew  
T. Elop

**STAFF:**

Bailey, T.  
Cheal, B.  
Linton, J.  
Julius, L.

Karjaluoto, M.  
Mah, T.  
O'Brien, J.  
Wren, D.

**GUESTS:**

Boardi, J.  
Hanmer, S.

**Recording Secretary:** K. Taylor

**1.0 CALL TO ORDER**

The meeting was called to order at 5:05 p.m. by J. Deganis.

**1.1 ACCEPTANCE OF AGENDA**

The agenda was accepted as circulated in the meeting package.

**MOTION:**

**IT WAS MOVED BY D. FREEMAN AND SECONDED BY P. HENDRIKSE THAT THE PUBLIC AGENDA FOR THE JUNE 28, 2016 BOARD OF DIRECTORS MEETING BE ACCEPTED AS PRESENTED. CARRIED.**

**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**

The Board was informed that GRH has received five bids in response to the RFP released to seek a vendor for the renewal of the health information system.

## **2.0 QUALITY**

### **2.1 REPORT BY THE CHAIR OF THE QUALITY AND PATIENT SAFETY COMMITTEE**

Highlights from the June meeting of the Quality and Patient Safety Committee (QPS) informed of the requirement for the Board to acknowledge the organization's compliance with six CritiCall tasks.

#### **2.1.1 CRITICAL DECLARATION OF COMPLIANCE**

The obligation for compliance is mandated by the Ministry of Health and Long-Term Care (MOHLTC) and administered through the Waterloo Wellington Local Health Integration Network (WWLHIN). GRH is compliant with all obligations.

#### **MOTION:**

**IT WAS MOVED BY D. FREEMAN AND SECONDED BY H. WAKELING THAT THE GRAND RIVER HOSPITAL BOARD OF DIRECTORS AUTHORIZE THE BOARD CHAIR, OR DESIGNATE, TO SIGN THE CRITICAL DECLARATION OF COMPLIANCE. CARRIED.**

## **3.0 RESOURCES**

### **3.1 REPORT BY CHAIR OF THE RESOURCES COMMITTEE**

A verbal report from the June meeting of the Resources Committee was provided by Chair, P. Hendrikse with updates highlighting the Quality Based Procedure funding model and its inherent complications; discussions amongst the hospitals for a shared vision for capital planning, with further discussions in the Fall; and a CIS project report.

#### **3.1.1 CIS UPDATE**

Discussion of the topic occurred during the in-camera meeting.

## **4.0 AUDIT**

### **4.1 AUDIT COMMITTEE REPORT**

K. Rice provided an update following the Audit Committee's June 16 meeting. The meeting focused on the report from the external audit; external audit activities; and ERMA Q4 results. As a result of the Audit Committee's ERMA discussion, M. Maxwell and J. Konior will note in the quarterly reports progress on ERMA items and highlights from management regarding emerging risks on preparedness and responsiveness to environmental risks that might cause risk changes through the year.

#### **4.1.1 BPSAA ATTESTATION**

The motion from the Audit Committee reports on management's declaration with respect to BPSAA compliance. Two minor exceptions

were noted regarding where consulting services were not competitively awarded and in its resolution, management training has been provided.

**MOTION:**

**IT WAS MOVED BY P. HENDRIKSE AND SECONDED BY H. WAKELING THAT THE BOARD OF DIRECTORS ACCEPTS THE AUDITED FINANCIAL STATEMENTS OF GRAND RIVER HOSPITAL CORPORATION FOR THE YEAR ENDED MARCH 31, 2016. CARRIED.**

**4.1.2 AUDITED FINANCIAL STATEMENTS: KW PENSION PLAN**

**MOTION:**

**IT WAS MOVED BY D. GRAHAM AND SECONDED BY D. FREEMAN THAT THE BOARD OF DIRECTORS AUTHORIZES THE BOARD CHAIR TO SIGN THE BPSAA ATTESTATION THAT DECLARES TO THE BOARD THAT THE HOSPITAL ATTESTS TO:**

- **THE COMPLETION AND ACCURACY OF REPORTS REQUIRED OF THE HOSPITAL PURSUANT TO SECTION 6 OF THE BPSAA ON THE USE OF CONSULTANTS;**
  - **THE HOSPITAL'S COMPLIANCE WITH THE PROHIBITION IN SECTION 4 OF THE BPSAA ON ENGAGING LOBBYIST SERVICES USING PUBLIC FUNDS;**
  - **THE HOSPITAL'S COMPLIANCE WITH ANY APPLICABLE EXPENSE CLAIMS DIRECTIVES ISSUED UNDER SECTION 10 OF THE BPSAA BY THE MANAGEMENT BOARD OF CABINET;**
  - **THE HOSPITAL'S COMPLIANCE WITH ANY APPLICABLE PERQUISITE DIRECTIVES ISSUED UNDER SECTION 11.1 OF THE BPSAA BY THE MANAGEMENT BOARD OF CABINET; AND**
  - **THE HOSPITAL'S COMPLIANCE WITH ANY APPLICABLE PROCUREMENT DIRECTIVES ISSUED UNDER SECTION 12 OF THE BPSAA BY THE MANAGEMENT BOARD OF CABINET, ANY UNKNOWN EXCEPTIONS TO THE ABOVE ARE DOCUMENTED IN SCHEDULE A AND WILL BE SUBMITTED WITH THE ATTESTATION.**
- CARRIED.**

**5.0 GOVERNANCE AND COMMUNITY ENGAGEMENT**

**5.1 REPORT BY CHAIR OF THE GOVERNANCE AND COMMUNITY ENGAGEMENT COMMITTEE**

H. Hoediono, Chair of the Governance and Community Engagement Committee, provided an update from the June 7 meeting. During the meeting several Board manual documents were updated and appear as items for consent; an outline for the August 23 Board orientation session was presented and approved; By-Laws for the Corporation and Professional Staff were reviewed; and, the draft work plan for GCEC for 2016-2017 was discussed. Following the June 7 meeting GCEC members reviewed and approved a motion regarding the terms of reference for the Health Information System Renewal Committee.

J. Boadi was commended for his participation as a Youth on Board member and presented with a token of recognition from the Board. While he has completed all requirements to graduate from the program, the official graduation will be held in the Fall.

#### **5.1.1 HEALTH INFORMATION SYSTEM RENEWAL COMMITTEE TERMS OF REFERENCE**

The members of the Audit, Executive and Governance and Community Engagement Committees previously reviewed the terms of reference to guide the governance processes of the HIS Renewal Committee in their oversight of the renewal of the hospital's clinical information system.

##### **MOTION:**

**IT WAS MOVED BY B. VRBANOVIC AND SECONDED BY B. COLLINGWOOD THAT THE GRAND RIVER HOSPITAL BOARD OF DIRECTORS APPROVES THE TERMS OF REFERENCE FOR THE HEALTH INFORMATION SYSTEM RENEWAL COMMITTEE, WHICH INCLUDES AS APPENDIX A AN OUTLINE OF THE SCOPE OF THE CONSULTANTS' INDEPENDENT REVIEW OF THE HEALTH INFORMATION SYSTEM.  
CARRIED.**

## **6.0 OTHER**

### **6.1 Q4 OPERATING PLAN AND ERMA UPDATE**

The Q4 report appeared in the public meeting package. Going forward the report will be revised, as requested by the Audit Committee, to provide a fuller report on risk; specifically to provide an area to reflect observations against reduction of ERMA risk.

#### **6.1.1 OPERATING PLAN PRIORITY DISPOSITION**

For 2016-2017 an additional priority is required to reflect an item carried over from the 2014-2015 operating plan which was approved for deferral to the 2016-2017 Operating Plan by the Board in June 2015.

##### **MOTION:**

**IT WAS MOVED BY P. HENDRIKSE AND SECONDED BY H. WAKELING THAT THE BOARD OF DIRECTORS ACCEPTS THE INCLUSION IN THE 2016-2017 OPERATING PLAN OF A NEW PRIORITY WHICH WAS DEFERRED FROM THE 2014/15 OPERATING PLAN:**

- **ENSURE THAT ACCOUNTABILITY WITHIN GRH IS SUPPORTED BY ROBUST ROLE DESCRIPTIONS.**

**CARRIED.**

### **6.2 Q4 BOARD SCORECARD**

The Q4 scorecard was included in the public meeting package.

**6.3 HOSPITAL SERVICE ACCOUNTABILITY AGREEMENT EXTENSION**

A copy of the motion for the Hospital Service Accountability Agreement (H-SAA) extension was circulated at the meeting. GRH received an H-SAA Amending Agreement to extend the original April 1, 2008 H-SAA to March 31, 2017.

**MOTION:**

**IT WAS MOVED BY P. HENDRIKSE AND SECONDED BY B. COLLINGWOOD THAT THE BOARD OF DIRECTORS AUTHORIZE THE CHAIR AND THE CHIEF EXECUTIVE OFFICER TO SIGN AN AMENDING AGREEMENT TO THE APRIL 1, 2008-2016 H-SAA AGREEMENT. CARRIED.**

**7.0 EXECUTIVE HIGHLIGHTS**

**7.1 BOARD CHAIR REPORT**

In the report that J. Deganis conveyed on behalf of the Chair, she recognized Dr. Potts for the inaugural John L. Mazurka award he received for excellence in teaching from the McMaster University School of Medicine Waterloo campus residents.

**7.2 PRESIDENT AND CHIEF EXECUTIVE OFFICER REPORT**

In addition to the report from the President and CEO which was included in the Board package, M. Maxwell thanked L. Julius for her contributions and invited J. Linton to provide an update on GRH's new service for stem cell transplant patients. J. Linton advised that GRH has received its first patient and that the partnership with Hamilton Health Sciences has been positive.

**7.3 CHIEF OF STAFF REPORT**

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

**7.4 CHIEF NURSING EXECUTIVE REPORT**

The report from the Chief Nursing Executive appeared in the package.

**7.4 FOUNDATION REPORT**

In addition to the Foundation report which was included in the public package, T. Bailey advised of the performance review that the Foundation Board was undertaking of her and invited members of the GRH Board to provide any feedback to J. O'Brien.

**8.0 ITEMS FOR CONSENT**

The items for consent included:

**8.1 PUBLIC BOARD MINUTES FROM MAY 24, 2016**

**8.2 BOARD MANUAL UPDATES**

**8.2.1 AUDIT COMMITTEE TERMS OF REFERENCE**

**8.2.2 COMPENSATION AND EXECUTIVE RESOURCES TOR**

**8.2.3 EXECUTIVE COMMITTEE TERMS OF REFERENCE**

**8.2.4 PENSION COMMITTEE TERMS OF REFERENCE**

**8.2.5 QUALITY AND PATIENT SAFETY COMMITTEE TOR**

- 8.2.6 RESOURCES COMMITTEE TERMS OF REFERENCE**
- 8.2.7 NOMINATING COMMITTEE TERMS OF REFERENCE**
- 8.2.8 GOVERNANCE AND COMMUNITY ENGAGEMENT TOR**
- 8.2.9 WATERLOO HOSPITALS COLLABORATIVE COMMITTEE TOR**
- 8.2.10 BOARD QUALITY POLICY**
- 8.2.11 SUCCESSION PLANNING PROCESS**
- 8.2.12 PENSION PLAN GOVERNANCE POLICY**
- 8.3 M-SAA DECLARATION OF COMPLIANCE**  
GRH is compliant with all terms within the Multi-Sector Service Accountability Agreement. The Resources Committee submitted a motion support sign back of the declaration of compliance.
- 8.4 REVISED SIP&P AND REVISED ASSET MIX ALLOCATION**  
The Resources Committee recommended the approval of the Revised Statement of Investment Policies and Procedures for the Pension Plan for Employees of the Kitchener-Waterloo Plan.

**MOTION:**

**IT WAS MOVED BY H. WAKELING AND SECONDED BY H. HOEDIONO 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 Medical Advisory Committee June public minutes were included in the package.

**9.1.2 QUALITY AND PATIENT SAFETY COMMITTEE**

Included in the package:

**9.1.3.1 SCORECARD**

**9.1.3.2 WWLHIN SCORECARD**

**9.1.3.3 RESEARCH YEAR END REPORT**

**9.1.3 RESOURCES COMMITTEE**

Included as an item for information from the Resources Committee:

**9.1.3.1 MINUTES**

**9.1.3.2 FINANCIALS**

**9.1.4 GOVERNANCE AND COMMUNITY ENGAGEMENT COMMITTEE**

**9.1.4.1 MINUTES**

**9.1.4.2 UPDATE ON COMMUNITY AND EXTERNAL HEALTH CARE ENVIRONMENT**

**9.1.4.3 UPDATE ON THE SEPTEMBER 29, 2016 COMMUNITY EVENT**

**9.1.4.4 UPDATE ON THE AUGUST 23, 2016 ORIENTATION SESSION**

**9.1.4.5 YOUTH ON BOARD UPDATE**

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**9.1.5 AUDIT COMMITTEE MINUTES**

Public minutes from the June 16 Audit Committee were included in the package.

**9.2 BOARD WORK PLAN**

The package contained the work plan for the Board of Directors.

**9.3 BOARD EDUCATION OPPORTUNITIES**

The current listing of Board education opportunities was included in the package.

**9.4 JULY, AUGUST AND SEPTEMBER CALENDARS OF BOARD EVENTS**

The Board package contained events for July, August and September.

**10.0 ADJOURNMENT**

**THERE BEING NO FURTHER BUSINESS, IT WAS MOVED BY B. COLLINGWOOD AND SECONDED BY D. FREEMAN THAT THE PUBLIC MEETING BE ADJOURNED. CARRIED.**

The public meeting adjourned at 6:00 p.m.

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Malcolm Maxwell,  
Secretary

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Janice Deganis,  
Vice Chair