

**GRAND RIVER HOSPITAL
MINUTES OF A PUBLIC MEETING
OF THE BOARD OF DIRECTORS
HELD ON MAY 28, 2013
IN THE FREEPORT BOARDROOM**

PRESENT:

Bellew, G.
Bleaney, T.
Collingwood, B.
Deganis, J.
Delamere, D.
Elop, T.
Harris, B.

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

REGRETS:

Freeman, D.
Hendrikse, P.
Rice, K.

STAFF:

Berry, M.
Cavrag, K.
Cheal, B.
Hewat, N.
Higgs, G.

Karjaluocto, M.
Lillepold, A.
Mah, T.
Rajaballey, J.

GUEST:

Enns, J.

Recording Secretary: Karen Taylor

1.0 CALL TO ORDER

The meeting was called to order at 4:07 p.m.

1.1 ACCEPTANCE OF AGENDA

The agenda was amended to move consent items 8.3: Audited Financial Statements and 8.4: Audited Pension Statements to items for discussion 4.3 and 4.4 respectively.

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. Additional information pertaining to the changes in child and adolescent outpatient psychiatry services informed that there was no impact for service to children and adolescents requiring urgent treatment. Grand River Hospital continues to explore collaborative models to optimize available resources. While psychiatrists play an important role in child and adolescent outpatient psychiatry services, it was acknowledged that family physicians are major care providers.

2.2 BOARD CHAIR

D. Delamere provided a verbal report. S. Robertson was commended for her years of dedication and commitment to patient centred care and for her valued contributions as a member of the board of directors. Board members were

informed about the June 25 board recognition event that follows the brief board meeting that will convene after the annual meeting. Highlights from the board education event hosted by St. Mary's General Hospital (SMGH) informed about LEAN principles embraced by ThedaCare. ThedaCare is an organization operating in the United States that uses LEAN as a mechanism to improve care.

3.0 QUALITY

3.1 REPORT BY CHAIR OF THE QUALITY AND PATIENT SAFETY COMMITTEE

Highlights from the May meeting of the quality and patient safety (QPS) committee provided an update about the renal and surgery program and informed that the committee is taking a look at how it can be more strategic with what it reviews.

3.2 QUALITY AND PATIENT SAFETY YEAR END REPORT

A briefing note detailing the framework for the quality and patient safety plan year end report to be presented at the June 2013 meeting of QPS was provided in the board package.

4.0 RESOURCES

4.1 REPORT BY CHAIR OF THE RESOURCES COMMITTEE

None.

4.2 APPROACH TO A COMMON SYSTEMS PROPOSAL

The board engaged in a fulsome discussion that supported the creation of a common system proposal between GRH and SMGH. The board was also open to exploring future opportunities to partner with other healthcare providers. The common systems proposal is expected to enable GRH and SMGH to move to a common clinical information system. G. Higgs was commended for his part in moving the concept forward in a way that maintained confidence and credibility in both organizations.

MOTION:

**IT WAS MOVED BY P. SINGH AND SECONDED BY G. BELLEW THAT THE BOARD OF DIRECTORS OF GRAND RIVER HOSPITAL APPROVE THE APPROACH TO A COMMON SYSTEMS PROPOSAL WITH ST. MARY'S GENERAL HOSPITAL.
CARRIED.**

4.3 AUDITED FINANCIAL STATEMENTS

A document outlining minor changes to the financial statements was circulated at the meeting. The audited financial statements appeared in the board package. It was confirmed that the auditors found no difference between the reconciliation of the operating and the financial statements. The reconciliation adjustment made to the Ministry of Health and Long Term Care (MoHLTC) post construction operating plan funding removes ambiguity and clarifies that the funds are one-time, not recurring funds.

MOTION:

**IT WAS MOVED BY J. DEGANIS AND SECONDED BY T. BLEANEY THAT THE BOARD OF DIRECTORS ACCEPTS THE AUDITED FINANCIAL STATEMENTS OF GRAND RIVER HOSPITAL CORPORATION FOR THE YEAR ENDED MARCH 31, 2013.
CARRIED.**

4.4 AUDITED PENSION STATEMENTS

The audited pension statements were circulated in the board package.

MOTION:

**IT WAS MOVED BY J. DEGANIS AND SECONDED BY T. BLEANEY THAT THE BOARD OF DIRECTORS ACCEPTS THE AUDITED FINANCIAL STATEMENTS OF THE PENSION PLAN FOR EMPLOYEES OF THE KITCHENER-WATERLOO HOSPITAL FOR THE YEAR ENDED DECEMBER 31, 2012 AS PRESENTED.
CARRIED.**

5.0 GOVERNANCE

5.1 REPORT BY CHAIR OF THE GOVERNANCE COMMITTEE

Highlights of the May meeting of the governance committee were provided by P. Maki.

5.2 CORPORATE BY-LAW NO. 1 (2013)

By-law No. 1 (2013) amends certain provisions of the Corporation By-Law No. 1 (2011), including a provision that all directors, including ex-officio directors, would be members and entitled to vote at meetings of members. The by-law requires approval by a majority of members in attendance and voting at the annual meeting in June. Following discussion, the proposed by-law No. 1 (2013) was further amended to remove Article 4.5 (a) (i) and points that followed were renumbered.

MOTION:

**IT WAS MOVED BY P. MAKI AND SECONDED BY J. DEGANIS THAT THE GRH BOARD OF DIRECTORS APPROVE A RESOLUTION APPROVING AMENDED AND RESTATED CORPORATE BY-LAW NO. 1 (2013), BEING A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF THE CORPORATION. BE IT RESOLVED THAT ARTICLES 1 TO 11 INCLUSIVE AND ARTICLE 21 OF THE BY-LAW NO. 1 (2011) ARE AMENDED AND RESTATED AS BY-LAW NO. 1 (2013), INCLUDING CHANGES HIGHLIGHTED IN THE FORM PRESENTED TO THE BOARD MEMBERS AT THIS MEETING, AND AS DISCUSSED BY THE BOARD AT THE MEETING, INCLUDING THE REMOVAL OF ARTICLE 4.5 (a) (i). THE BY-LAW WILL BECOME EFFECTIVE UPON CONFIRMATION BY THE MEMBERS.
CARRIED.**

6.0 OTHER

6.1 PROFESSIONAL STAFF BY-LAWS

The revised professional staff by-laws incorporate recent Provincial legislation and MoHLTC policies. Legal counsel recommended that the professional staff by-laws not be included as part of the corporate administrative by-laws to facilitate future amendments.

MOTION:

**IT WAS MOVED BY A. SHARMA AND SECONDED BY G. BELLEW THAT THE GRH BOARD OF DIRECTORS APPROVE PROFESSIONAL STAFF BY-LAWS (2013). BE IT RESOLVED THAT THE PROFESSIONAL STAFF BY-LAWS IN THE FORM PRESENTED TO THE MEETING IS HEREBY APPROVED, SUCH APPROVAL TO TAKE EFFECT UPON CONFIRMATION BY THE MEMBERS.
CARRIED.**

6.2 DECLARATION OF CRITICAL COMPLIANCE

The requirement for submission of the CitiCall declaration is mandated by the MoHLTC and administered by the Waterloo Wellington Local Health Integration Network (WWLHIN). GRH has fulfilled its obligations and has no exceptions to report.

MOTION:

**IT WAS MOVED BY T. BLEANEY AND SECONDED BY B. HARRIS THAT THE GRAND RIVER HOSPITAL BOARD OF DIRECTORS AUTHORIZE D'ARCY DELAMERE TO SIGN THE CRITICAL DECLARATION OF COMPLIANCE.
CARRIED.**

7.0 EXECUTIVE HIGHLIGHTS

7.1 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.

7.2 FOUNDATION REPORT

The Foundation report was included in the board package. It was informed that the Foundation is working with CommuniTech on launching a GRH app that will enable donations to be made on personal devices.

8.0 ITEMS FOR CONSENT

8.1 BOARD MINUTES OF APRIL 23, 2013

The April 23 public minutes were included in the board package.

8.2 BOARD MANUAL POLICY REVIEW

The following revised policies were included in the board package:

8.2.1 BOARD MEMBER RECOGNITION

8.2.2 BOARD ORIENTATION

8.2.3 CEO PERFORMANCE EVALUATION

8.2.4 COS PERFORMANCE EVALUATION

MOTION:

**IT WAS MOVED BY P. MAKI 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 May 14, 2013 public minutes of the medical advisory committee were included in the board package.

**9.1.2 COMPENSATION AND EXECUTIVE RESOURCES COMMITTEE
MINUTES**

The minutes from the May 15, 2013 meeting of the compensation and executive resources committee were included in the board package.

9.1.3 EXECUTIVE COMMITTEE MINUTES

The May 7, 2013 minutes from the executive committee were included.

9.1.4 GOVERNANCE COMMITTEE

9.1.4.1 GOVERNANCE COMMITTEE MINUTES

The board package included minutes from the May 8, 2013 governance committee meeting.

9.1.4.2 BOARD ATTENDANCE REPORT

The board attendance report was included in the board package.

9.1.5 RESOURCES COMMITTEE

9.1.5.1 RESOURCES COMMITTEE MINUTES

Minutes from May 15, 2013 were included in the board package.

9.1.5.2 FINANCIAL STATEMENTS

The March 31, 2013 financial report appeared in the board package.

9.1.5.3 SCORECARD

The resources scorecard was included in the board package.

9.1.5.4 MAJOR CAPITAL PROJECTS REPORT

The major capital projects summary report for the period ending March 31, 2013 was included in the package.

9.1.6 QUALITY AND PATIENT SAFETY COMMITTEE

9.1.6.1 QUALITY AND PATIENT SAFETY COMMITTEE MINUTES

The package included minutes from the May 8, 2013 meeting.

9.1.6.2 SCORECARD

The QPS scorecard was included in the board package.

9.1.6.3 ED/ALC REPORT

The Q4 ED/ALC report results were included in the board package.

9.2 BOARD WORK PLAN

The Board work plan was included in the board package.

9.3 BOARD EDUCATION OPPORTUNITIES

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

9.4 JUNE BOARD CALENDARS OF EVENTS

The calendar of June board events was included in the board package.

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 MEETING SCHEDULE

The schedule of 2013/14 WWLHIN board meetings was included in the board package.

10.0 ADJOURNMENT

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

The public meeting adjourned at 5:05 p.m.