

**GRAND RIVER HOSPITAL
MINUTES OF A PUBLIC MEETING
OF THE BOARD OF DIRECTORS
HELD ON JANUARY 28, 2014
IN THE FREEPORT BOARDROOM**

PRESENT:

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

Maki, P.
Maxwell, M.
Olson, K.
Rice, K.
Schlegel, J.
Sharma, A.
Vrbanovic, B.
Wells, R.

REGRETS:

Freeman, D.
Hendrikse, P.
Paun, B.

STAFF:

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

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

GUESTS:

Enns, J.
Verma, L.

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

B. Vrbanovic and K. Olson were introduced and welcomed to the meeting. The agenda was accepted as circulated.

1.2 DECLARATION OF CONFLICT OF INTEREST

None.

2.0 BOARD CHAIR AND CEO REPORT

2.1 PRESIDENT AND CHIEF EXECUTIVE OFFICER

In addition to the report from President and CEO which was contained in the board package, a verbal update informed of the status of post construction operating plan (PCOP) funding. Once construction is complete the Ministry of Health and Long Term Care (MoHLTC) allows for a ramped up expansion of activity of which an amount is paid in relation to care provided. The MoHLTC has advised GRH of a settlement of two projects which will result in a one-time surplus at fiscal year end. The impact of PCOP funding for 2014/15 remains uncertain.

An update on the common clinical system advised that McKesson will not bring its Paragon product to Canada, thus narrowing options being considered by GRH and St. Mary's General Hospital (SMGH).

During a January 27 meeting held to discuss the clinical teaching unit, representatives from McMaster University advised the opening of the unit would move into 2015. The deferment of the original date proposed for July 2014 is due to McMaster's upcoming accreditation survey.

2.2 BOARD CHAIR

Highlights from the January 13 meeting of the Waterloo Wellington Collaborative Committee (WWCC) were provided. During that meeting integrated program plans were discussed and the CEOs presented the Chairs and Vice Chairs with an overview of the Optimus SBR report and toolkit. There will be a change to a diagram in the report to indicate the involvement of the Waterloo Wellington (WW) Hospital Boards. The program council model was promoted by the CEOs and at a future WWCC meeting a report from the CEOs will advise of other possible integration models that were considered. The Chairs and Vice Chairs are aware of organizational capacity concerns and are mindful of impact of the number of programs undergoing integration activities.

A list of WWLHIN Board meetings was made available for GRH Board members to sign up to attend and those who had previously committed to attend a meeting were thanked.

3.0 QUALITY

3.1 REPORT BY CHAIR OF THE QUALITY AND PATIENT SAFETY COMMITTEE

Highlights from the January 8 meeting of the QPS committee were conveyed by G. Bellew. The committee was advised of horizontal healthcare segments, particularly important to the WW stroke community. There is an opportunity to improve the use of Freeport resources. The minutes from the meeting appeared in the information section of the Board meeting package.

4.0 RESOURCES

4.1 REPORT BY CHAIR OF THE RESOURCES COMMITTEE

The report was provided by Chair, T. Elop and advised of the status of the common system work. It was suggested that a committee of members representing the SMGH and GRH Boards be developed to provide oversight to this initiative. Members of the GRH Board were invited to forward their name to T. Elop if they were interested in joining this group. It was also suggested that there might be non-director members of the Board whose expertise would be valuable.

ACTION ITEM: Board members to provide notice to T. Elop if they are interested in joining a joint board common system committee.

Following a December meeting with MPP John Milloy it was advised that the merger of pension plans would not be possible by regulation and that legislation

would be required to accomplish this change. This will result in delays to the merger process.

Prior to the Board's consideration, the draft budget will be taken to the Resources Committee in March.

5.0 GOVERNANCE AND OTHER COMMITTEES

5.1 REPORT BY CHAIR OF THE GOVERNANCE COMMITTEE

The report was provided by Chair, T. Elop and conveyed highlights from the January 15 meeting, minutes of which were included in the information section of the Board package. The committee is reviewing the nominating committee process with a view to streamlining the proceedings.

A reminder for the Board to respond to the self-assessment and peer surveys by January 31 was provided.

5.1.1 YOUTH ON BOARD

L. Verma left the meeting to enable a discussion of the motion to clarify the status of the Youth on Board representative.

MOTION:

IT WAS MOVED BY T. BLEANEY AND SECONDED BY D. DELAMERE THAT THE BOARD OF DIRECTORS APPROVE THE PARTICIPATION OF THE YOUTH ON BOARD LEADERSHIP WATERLOO REGION REPRESENTATIVE TO ATTEND BOARD MEETINGS AS NON VOTING GUEST, WITH THE RIGHT TO SPEAK AND BE RECOGNIZED, TO RECEIVE ANY MATERIALS IN ADVANCE AND TO ATTEND THE IN-CAMERA SESSIONS SUBJECT TO THE DISCRETION OF THE BOARD CHAIR. THE YOUTH ON BOARD REPRESENTATIVE WOULD BE EXCLUDED FROM THE DIRECTORS ONLY MEETING. THE YOUTH ON BOARD REPRESENTATIVE WILL BE REQUIRED TO SIGN A CONFIDENTIALITY AGREEMENT. CARRIED.

L. Verma rejoined the meeting, was advised of his non-voting status and invited to remain for the in-camera session. He was informed that D. Freeman would be his mentor and he was invited to join meetings of the Governance Committee.

5.1.2 DIRECTOR APPOINTMENT

On November 25 the City of Kitchener appointed Councilor Berry Vrbanovic to the GRH Board of Directors for a one-year term, effective December 1, 2013 to replace retiring member Paul Singh.

MOTION:

IT WAS MOVED BY H. HOEDIONO AND SECONDED BY J. SCHLEGEL THAT THE BOARD OF DIRECTORS: APPROVE THE APPOINTMENT OF BERRY VRBANOVIC AS AN EX-OFFICIO

**DIRECTOR REPRESENTING THE CITY OF KITCHENER; AND,
APPROVE HIS APPOINTMENT TO THE COMMUNITY ENGAGEMENT
COMMITTEE.
CARRIED.**

5.2 COMMUNITY ENGAGEMENT COMMITTEE

The 5th wave of the PMG community survey yielded positive results and M. Karjaluo was thanked for his work. PMG has been asked to develop a scorecard to reflect year over year improvements and opportunities. GRH's Director of Community and Marketing, Aubrey Walters, will participate in future meetings of the committee.

5.3 AUDIT COMMITTEE

At the last meeting of the audit committee there was a discussion about revenue models, impact on financial statements. As well at the meeting an update on the enterprise risk management assessment was provided and future updates to the report were suggested.

6.0 OTHER

6.1 Q2 BOARD SCORECARD

The Q2 Board scorecard was reviewed and it was informed that in the coming year there would be a focus on CTAS IV and CTAS V. There will be an investigation into the rationale for the low results for responses relating to overall satisfaction with emergency department care.

7.0 EXECUTIVE HIGHLIGHTS

7.1 VICE PRESIDENT CLINICAL SERVICES & CHIEF NURSING EXECUTIVE REPORT

The report from the VP clinical services and chief nursing executive was included in the board package. Congratulations on behalf of the Board will be sent to the team that worked on the Baby Friendly Initiative.

7.2 FOUNDATION REPORT

The foundation report was included in the Board package.

8.0 ITEMS FOR CONSENT

8.1 BOARD MINUTES OF NOVEMBER 26, 2013

The public meeting minutes from the November 26, 2013 were included in the package.

8.2 PUBLICLY REPORTED INDICATORS REPORT

The board package contained the publicly reported indicators report.

8.3 BOARD MANUAL UPDATES

Updates to the board manual were included in the board package.

8.3.1 BOARD ACCOUNTABILITY STATEMENT (REVISED)

8.3.2 STATEMENT OF THE ROLES AND RESPONSIBILITIES OF THE BOARD (REVISED)

8.3.3 RESPONSIBILITIES OF A DIRECTOR (PORTIONS COMBINED WITH THE ROLE DESCRIPTION – DUTIES AND EXPECTATIONS OF A DIRECTOR AND THE REMAINDER DELETED)

8.3.4 POSITION DESCRIPTION FOR THE BOARD CHAIR (REVISED)

8.3.5 POSITION DESCRIPTION FOR THE BOARD VICE CHAIR (REVIEWED, NO CHANGES)

8.3.6 POSITION DESCRIPTION FOR THE BOARD SECRETARY (REVISED)

8.3.7 POSITION DESCRIPTION FOR THE BOARD TREASURER (REVISED)

8.3.8 POSITION DESCRIPTION FOR A BOARD COMMITTEE CHAIR (REVISED)

8.3.9 ROLE DESCRIPTION – DUTIES AND EXPECTATIONS OF A DIRECTOR (REVISED)

8.3.10 ROLE DESCRIPTION – NON DIRECTORS ON BOARD COMMITTEES (REVISED)

8.3.11 REIMBURSEMENT OF DIRECTOR EXPENSES (REVISED)

8.3.12 EVALUATION OF INDIVIDUAL DIRECTORS AND NON-DIRECTOR COMMITTEE MEMBERS (REVISED)

MOTION:

**IT WAS MOVED BY T. BLEANEY 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 January 14, 2014 public minutes of the Medical Advisory Committee were included in the Board package.

9.1.2 WATERLOO HOSPITALS COLLABORATIVE COMMITTEE

The minutes from the December 8, 2013 meeting were in the package.

9.1.3 GOVERNANCE COMMITTEE

The minutes from the January 15 meeting of the Governance committee were contained in the package.

9.1.4 COMMUNITY ENGAGEMENT COMMITTEE

The December 3, 2013 minutes appeared in the package.

9.1.5 AUDIT COMMITTEE

Minutes from the January 9, 2014 meeting were included in the Board package.

9.1.6 RESOURCES COMMITTEE

9.1.6.1 MINUTES

The January 14, 2014 minutes appeared in the Board package.

9.1.6.2 SCORECARD

The scorecard was included in the package.

9.1.6.3 FINANCIAL REPORT

The financial results to November 30 appeared in the package.

9.1.7 QUALITY AND PATIENT SAFETY COMMITTEE

9.1.7.1 MINUTES

The minutes from the January 8, 2014 meeting was included.

9.1.7.2 SCORECARD

The package contained the scorecard.

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. Board members were encouraged to review the list and to contact K. Taylor for assistance with registration.

9.4 FEBRUARY BOARD CALENDAR OF EVENTS

The February 2014 calendar of events appeared in the board package.

9.5 GRH BOARD 2014 MEETING SCHEDULE

The schedule of 2014 GRH Board meetings was included in the board package.

9.6 WWLHIN ITEMS

9.6.1 WWLHIN BOARD MEETING SCHEDULE

The schedule of 2014 WWLHIN board meetings was included in the Board package. Board directors are invited to attend any of the WWLHIN Board meetings.

9.6.2 WWLHIN BOARD MEETING MATERIAL

A copy of the minutes from the October 24 WWLHIN public meeting were included in the Board package.

10.0 ADJOURNMENT

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

The public meeting adjourned at 5:30 p.m.

Malcolm Maxwell,
Secretary

Tracy Elop,
Chair