

**Hamilton Health Sciences
Board of Directors**

Minutes

DATE: February 9, 2017

TIME: 4:00 to 8:00 PM

LOCATION: 100 King Street West, 23rd Floor, Room 23-009 / 23-010, Hamilton, Ontario

IN ATTENDANCE: Norm Col (Chair), Chantel Broten, David Collie, Charles Criminisi, Julia Kamula, Richard Koroscil, Bill Laidlaw, Mary Catherine Lindberg (*by Phone*), Scott Maki, Keith Monrose, Dr. Terry Shields, Anna Ventresca, Mary Volk, Kurt Whitnell, Kirsten Krull, Rob MacIsaac. Dr. Paul Miller, Dr. Paul O'Byrne, Dr. Chris Ricci, Adrianna Bogris (Recording Secretary)

GUESTS: Michele Beals, Kelly Campbell, Renato Discenza, Andrew Doppler, Mark Farrow, Brenda Flaherty, Aaron Levo, Dave McCaig, Dr. Richard McLean, Dr. Ralph Meyer, Dr. Frank Naus, Sharon Pierson, Sandra Ramelli, Deborah Redwood, Aaron Berk and Chris Barry (*partial attendance for KPMG HITS Strategy presentation*)

Generative Discussion – Collaborative Governance

The Board covered the Generative Discussion portion of the meeting and received the article titled, “*A New Model of Governance for Improving Community Health*”. Terry Shields presented on Collaborative Governance.

The Board discussed the potential role of collaborative governance in our strategy and potential organizations and stakeholders to explore forming partnerships, creating strategic alliances with partners and building on those relationships and updating the LHIN and Ministry on key initiatives.

The Chair thanked Terry for her informative presentation on Collaborative Governance.

Further discussion will take place at the March retreat

Education Session – HITS Strategy Update

Aaron Berk and Chris Barry from KPMG presented an update of the HITS Strategy Plan. Aaron provided an overview of the changes since the last Board update, noting that Patient Safety is a key area of focus. Projects were identified with respect to Patient Safety initiatives. The Board provided feedback on expanding on the guiding principles around Patient Safety as well as reporting on project outcomes done by clinicians.

Aaron advised that KPMG will move into the next phase of planning, working with Management on developing a costing framework and incorporating feedback received from the Board which will be presented to PMC at the March 7th meeting and brought to the Board for approval at its March 24th meeting.

Following the HITS Strategy Presentation, Aaron Berk and Chris Barry depart from the meeting.

1. **Opening**

The Chair welcomed everyone to the Board meeting.

1.1 Quorum

The recording secretary advised that quorum was present.

1.2 Declarations of Conflict of Interest

No conflicts were declared.

1.3 Adoption of the Agenda

Scott Maki requested that Report 2017 02 FC-009 Terms of Reference, Fiscal Advisory Committee be moved to the consent agenda. The Chair requested a motion to adopt the agenda, as amended.

It was moved by Scott Maki and seconded by Richard Koroscil that the Board adopt the Agenda for the open portion of the meeting, as amended.

CARRIED

2. **Minutes**

2.1 Approval of the Minutes of December 8, 2016

It was moved by Keith Monrose and seconded by Charles Criminisi that the Board approves the minutes of the December 8, 2016 meeting as circulated.

CARRIED

COMMITTEE REPORTS

3. Performance Monitoring Committee – January 10, 2017

Charles Criminisi presented the items arising from the January 10, 2017 Performance Monitoring Committee meeting. Charles advised that three Consent Agenda items were being presented for the Board's approval:

3.1 Consent Agenda

3.1.1 2017 01 PMC-001 Education Session: Continuous Quality Improvement

3.1.2 2017 01 PMC-004 Our Healthy Future Community Engagement Process

3.1.3 2017 01 PMC-005 People Strategy and Plan

It was moved by Charles Criminisi and seconded by Richard Koroscil that the Board approve the items on the Performance Monitoring Committee Consent Agenda.

CARRIED

Charles advised that two decision items were being presented for Board approval.

3.2 Decision Items

3.2.1 2017 01 PMC-002 HITS Strategic Plan Draft

Charles advised that the Committee is seeking approval on the amended recommendation revised to include next steps and process into the final HITS Strategy which will be submitted to the Board at its March 2017 meeting.

The following *amended* motion was moved by Charles Criminisi and seconded by Keith Monroe:

THAT the Board of Directors receives for information the draft Health Information Technology Services (HITS) Strategic Plan as set out in Report 2017 01 PMC-002;

AND THAT staff be directed to provide the final version of the Report at the next Committee meeting taking into account feedback and comments provided by the Committee and the full board.

AND THAT staff be directed to include next steps and process into the final HITS Strategic Plan report for submission to the Board for approval.

CARRIED

Charles provided highlights from the Meditech visit in Albany, Georgia in January, including an overview of U.S. governing policies around medical practices and examples of software implementation. The Chair advised that the final version of the HITS Strategic Plan and the overall process to move forward will be approved at the next Board Meeting. Management advised that the capital budget will be reviewed over the coming months followed by development of a business case including costs and benefit analysis of different systems, with project selection and implementation strategy coming back to the Board for approval in the fall of 2017.

3.2.2 2017 01 PMC-003 Annual Communication, Advocacy & Stakeholder Engagement Plan Updates

Charles advised that the Committee is seeking the Board's approval on the Annual Communication, Advocacy and Stakeholder Engagement Plan Updates. He noted that staff committed to provide an annual report on changes occurring year over year. This report will be added to the schedule for next year with an update which will be provided by the Manager, Stakeholder Relations.

The following motion was moved by Charles Criminisi and seconded by Anna Ventresca:

THAT the Board of Directors receives for information a quarterly update on the work undertaken in support of the Communication, Advocacy & Stakeholder Engagement Plan as set out in Report 2017 01 PMC-003;

AND THAT staff be directed to provide another update at the next Committee meeting.

CARRIED

4. Compensation Committee – January 19, 2017

The Chair advised that the Compensation Committee is bringing one consent agenda item to the Board for approval being an update on the Executive Compensation Framework. He noted that Management is working toward completing the Framework by June and that the Committee will reconvene to keep the process moving forward in order to ensure that the final Compensation Framework goes to the Board for approval in June. The final draft will be brought to the Board for weigh in prior to it being posted.

4.1 Consent Agenda

4.1.1 2017 01 CC-004 Executive Compensation Framework

It was moved by Terry Shields and seconded by David Collie that the Board approve the item on the Compensation Committee Consent Agenda.

CARRIED

4.2 Decision Items

4.2.1 2017 01 CC-001 Review of Terms of Reference

The Chair advised that the Committee's Terms of Reference were reviewed with no recommended changes at this time.

The following motion was moved by Terry Shields and seconded by Anna Ventresca:

THAT the Board of Directors approves the Compensation Committee Terms of Reference as set out in Appendix A to report 2017 01 CC-001.

CARRIED

4.2.2 2017 01 CC-002 Approval of Work Plan

The Chair highlighted revisions to the Committee's work plan which include adding the review of the executive compensation framework amendment on the timing of CEO annual evaluation and also adding a June meeting to finalize the 'at risk' compensation.

The following *amended* motion was moved by Terry Shields and seconded by Keith Monrose:

THAT the Board of Directors approves the 2017 Compensation Committee Work Plan as amended to include the review of the executive compensation framework, amendment on the timing of CEO annual evaluation and also adding a June meeting to finalize the 'at risk' compensation. set out in Appendix A of report 2017-01-CC-002.

CARRIED

5. Governance Committee – January 25, 2017

Terry Shields presented the consent item arising from the January 25, 2017 Governance Committee meeting and provided updates on the two verbal updates on the Scholarship Awards and the Board Retreat, noting that a Board meeting will be tagged onto the Board Retreat given the large gap of time between the February and April Board meetings.

5.1 Consent Agenda

Terry advised that Roger Campbell provided an overview and report of the process with respect to the comprehensive review and revisions of the Board of Directors Governance Policies for the Committee's review and consideration. She noted that a number of housekeeping revisions required for clarity and consistency were outlined and various sample policies excerpted from the Guide to Good Governance to replace particular current Board Policies or to supplement current Board Policies were also presented for consideration.

Comments from Committee members as to the housekeeping revisions and sample policies from the Guide to Good Governance, along with particular identified issues as to the current Board Policies, will be submitted to the Chair. A further report will be brought to the Board outlining the process and providing Board Members with an opportunity to provide feedback.

5.1.1 2017 01 GC-001 Board of Directors Governance Policies

It was moved by Terry Shields and seconded by Bill Laidlaw that the Board approves the item on the Governance Committee consent agenda.

CARRIED

5.2 Decision Items

5.2.1 2017 01 GC-003 Directors Standing for Re-election

Terry advised that the Committee is seeking the Board's approval on the Directors Standing for Re-election, noting that the report outlines the process for the two directors who intend to put their names forward for re-election. Terry provided an overview of the process in accordance with Board Policy 1.23 Nomination Process Policy.

The following motion was moved by Terry Shields and seconded by Anna Ventresca:

THAT the Board of Directors receives for information Report No. 2017 01 GC-003 Directors Standing for Re-election;

AND THAT the Governance Committee initiates the self and peer assessment surveys as required pursuant to Board Policy 1.23 Nomination Process Policy;

AND THAT the Governance Committee approves the use of the current Board Member End of Year Performance Evaluation tool attached as Appendix A for the assessment of board members seeking re-election to the Board;

AND THAT Scott Maki and Terry Shields be asked to complete the self assessment portion of the tool by March 24, 2017;

AND THAT a summary report be prepared by Management for the May 24th meeting of the Governance Committee for consideration as part of the recommended slate of nominations for election at the annual meeting.

CARRIED

6. Quality Committee – January 26, 2017

Richard Koroscil presented the Consent Agenda items arising from the January 26, 2017 Quality Committee meeting. Richard advised that the Committee is seeking approval on the five Consent Agenda items:

6.1 Consent Agenda

6.1.1 2017 01 QC-001 Quality and Safety Presentation - MCH

6.1.2 2017 01 QC-002 Quality Monitor – FY 2016/17 Q2

6.1.3 2017 01 QC-003 Quality Improvement Plan Q2

6.1.4 2017 01 QC-009 Evidence Based Care: Adherence to Pneumonia QBP

6.1.5 2017 01 QC-010 Annual Review – Credentials Process

It was moved by Richard Koroscil and seconded by Julia Kamula that the Board approves the items on the Quality Committee Consent Agenda.

CARRIED

6.2 Decision Items

6.2.1 2017 01 QC-008 ED Return Visits

Richard advised that Dr. Krizmanich and Tim Dietrich provided an overview of the ED Return Visits program at HHS. The HQO program is underway and audits have been and continue to be conducted across all four sites. Discussion at the Committee meeting focused on data collection and the process for addressing quality issues identified resulting from the audits.

The following motion was moved by Richard Koroscil and seconded by Mary Volk:

THAT the Board of Directors approves the submission of both the ED Return Visit Narrative Template and the ED Return Visit Audit Results to Health Quality Ontario as set out in Appendices 1 and 2 of Report 2017 01 QC-008, respectively.

CARRIED

6.2.2 2017 01 QC-004 Quality Improvement Planning Update

Richard advised that the Committee is seeking that the Board approve the Quality Improvement Planning Update. He noted that Tim Dietrich presented the Quality Improvement Planning Update which outlined proposed indicators and targets. The Committee discussed adding details with respect to peer performance to assist with determining appropriate targets and reviewing the current targets of the QIP indicators and choosing the suitable targets.

Dr. McLean advised that the Committee will report back on the background information with respect to the lost time injury target. The Committee is also recommending that the QIP weightings remain at the same percentage as last year.

The following motion was moved by Richard Koroscil and seconded by Chantel Broten:

THAT the Board of Directors approves the proposed indicators of focus, targets, and executive compensation weightings for the 2017-18 Quality Improvement Plan as outlined in Report 2017 01 QC-004;

AND THAT staff report back at the March Quality Committee meeting with the final Quality Improvement Plan, that includes action plans, for recommendation for Board approval.

CARRIED

6.3 Information Item

6.3.1 Globe and Mail Article

Richard thanked Mary Volk for providing an article from the Globe and Mail titled, "Toronto's Mount Sinai Hospital sets example for caring for elderly patients" which was included in the Committee package as an information item.

Richard noted that Management advised that HHS is currently involved in Acute Care for Elders (ACE), and is currently practicing 13 out of the 18 initiatives with the remaining five in progress across the hospital sites. The ACE initiative has been an area of focus since merging with St. Peter's Hospital. The Committee expressed interest in an assessment of the initiative at HHS.

7. Finance Committee – February 1, 2017

Scott Maki presented the items arising from the February 1, 2017 Finance Committee meeting. Scott advised that four Consent Agenda items were being presented for the Board's approval, which included report 2017 02 FC-009 Terms of Reference, Fiscal Advisory Committee moved from decision items:

7.1 Consent Agenda

- 7.1.1 2017 02 FC-004 Revenue Generation / Business Development
- 7.1.2 2017 02 FC-007 MCYS Risk Assessment, Final Consolidated Report
- 7.1.3 2017 02 FC-008 Healthcare of Ontario Pension Plan (HOOPP) and Post-Retirement Benefits Liability Overview
- 7.1.4 2017 02 FC-009 Terms of Reference for the Fiscal Advisory Committee

It was moved by Scott Maki and seconded by Richard Koroscil that the Board approves the items on the Finance Committee Consent Agenda.

CARRIED

7.2 Decision Items

Scott advised that two decision items were being presented for the Board's approval.

7.2.1 2017 02 FC-001 Quarterly Operation Results, Q3

Scott noted that the Report provides an update on the Q3 operating results noting that inpatient volumes continue to affect the numbers. The Finance Team was acknowledged for their work on the preparation of the Operation Results.

The following motion was moved by Scott Maki and seconded by Charles Criminisi:

THAT the Board of Directors receives for information the third quarter financial report, 2017 02 FC-001 for the period ending December 31, 2016.

CARRIED

7.2.2 2017 02 FC-002 H-SAA, M-SAA, MCYS Agreements

Scott provided an overview on the H-SAA, M-SAA, MCYS Agreements which was discussed at the Committee meeting, noting that the final approval will be coming to the Board at its next meeting.

The following motion was moved by Scott Maki and seconded by Kurt Whitnell:

THAT the Board of Directors receives for information the 2017/18 Operating Budget update as outlined in Report 2017 02 FC-002 and acknowledges that because of ongoing budget restraint by the Province, Management may recommend a final Operating budget to the Board which diverges from the capital re-investment strategies set forth in the LRP;

AND THAT the Board of Directors approves the related 2017/18 Hospital Accountability Planning Submission (HAPS) to the HNBH LHIN;

AND THAT the Board authorizes execution of the Hospital Sector Accountability Agreement (H-SAA) for fiscal 17/18, provided the final agreement is materially consistent with expected financial and performance obligations.

AND THAT upon confirmation of 2017/18 Ministry funding, and finalization of budget strategies by management, management be directed to bring back a final budget report for approval by the Board of Directors.

8. Reports of the Medical Advisory Committee

Dr. Paul Miller advised the Board that the Medical Advisory Committee is presenting Reports from its meetings held on December 14, 2016 and January 11, 2017.

A motion was made by Dr. Miller and was seconded by Terry Shields:

THAT the Board of Directors accept the MAC Board Reports from its December 14, 2016 and January 11, 2017 meetings, as distributed.

CARRIED

9. CEO's Report

Rob MacIsaac presented the CEO's report to the Board.

10. HHS Foundation Update

The following motion was moved by Anna Ventresca and seconded by Scott Maki:

THAT the Board of Directors accepts the HHS Foundation Update as distributed.

CARRIED

11. Motion to move to In Camera Session

It was moved by Scott Maki and seconded by Julia Kamula that the meeting move in camera.

CARRIED

Adjournment – Following the In Camera Session, the meeting adjourned at 8:15 pm.

It was moved by Kurt Whitnell and seconded by Terry Shields that the meeting be adjourned.

CARRIED

Norm Col
Chair

Scott Maki
Secretary / Treasurer