

**Hamilton Health Sciences
Board of Directors**

Minutes

DATE: November 26, 2015

TIME: 4:00 to 7:30 PM

LOCATION: Auditorium – David Braley Research Building – 20 Copeland Avenue, Hamilton, Ontario

IN ATTENDANCE: Norm Col (Chair), Rob MacIsaac, Bruce Barch, Chantel Broten, Charles Criminisi, Glenn Gibson, Richard Koroscil, Kirsten Krull, Mary Catherine Lindberg, Scott Maki, Dr. Paul Miller, Dr. Chris Ricci, Mark Rizzo (*departed prior to Item 11*), Dr. Terry Shields, Anna Ventresca, Mary Volk, Kurt Whitnell, Adrianna Bogris (Recording Secretary)

REGRETS: Dr. John Kelton, Julia Kamula

GUESTS: Fran Agnew, Michele Beals, Kelly Campbell, Roger Campbell, Renato Discenza, Andrew Doppler, Mark Farrow, Dr. Peter Fitzgerald, Brenda Flaherty, Aaron Levo, Dave McCaig, Dr. Richard McLean, Frank Naus, Deborah Redwood, Teresa Smith, Pearl Veenema, Lucas Milinovich, Debbie Turner, Faren Hill

1. Education Session: Quality Improvement Plan (QIP)

Dr. Richard McLean presented the Quality Improvement Plan ('QIP') providing an overview of the seven mandatory QIP indicators required under the *Excellent Care for All Act*. Dr. McLean advised that these seven core indicators were prepared based on patient relations data.

2. Education Session: Continuous Quality Improvement Management System

Rob MacIsaac presented the Continuous Quality Improvement Management System, providing information on this initiative and the impact on HHS. Rob commented on the cultural shift taking place and changing day-to-day behaviour which focuses on continuous improvement aimed at increasing value for patients. Following a comprehensive review, Rob noted that HHS will adapt ThedaCare elements and he provided an overview of ThedaCare's Management System and reviewed the Model Cell Approach. He advised that two selected working groups are currently following the process, resulting in a standardized approach and that daily stat sheets have been developed and are being used by front line staff.

Lucas Milinovich, Clinical Manager, Faren Hill, Charge Nurse from the ED at the General; and Debbie Turner Clinical Manager from 3C in the Children's Hospital were introduced and invited to share their experiences and perspectives as frontline staff on using the Model Cell approach and the positive impact of this system on their work.

The Board discussion centred on the effectiveness of reward and recognition systems. The frontline staff concurred that acknowledgement and team recognition play an important part reinforcing culture change and behaviour. Management agreed to provide an update on the progress of the Model Cells.

Following their presentation Lucas Milinovich, Faren Hill and Debbie Turner departed the meeting.

3. **Opening**

Norm Col opened the meeting and advised the Board members that the Annual Declaration and Consent forms have been distributed and are to be completed by each Board member. Deborah Redwood, a new member of the General Counsel's Office and Michele Beals, VP - Finance were introduced and welcomed to their first Board meeting.

3.1 Quorum

The Chair advised that quorum was present.

3.2 Declarations of Conflict of Interest

No conflicts of interest were declared

3.3 Adoption of the Agenda

It was moved by Terry Shields and seconded by Anna Ventresca that the agenda be adopted as distributed.

CARRIED

4. 4.1 Approval of the Minutes of October 1, 2015

The minutes were approved, however it was noted that Mark Rizzo was not in attendance at the October 1st Board meeting.

It was moved by Mary Catherine Lindberg and seconded by Scott Maki that the minutes of the October 1, 2015 meeting be approved as circulated, with the correction showing Mark Rizzo was absent.

CARRIED

Committee Reports

5. 5.1 Performance Monitoring Committee – November 10, 2015

Chantel Broten presented the Performance Monitoring Committee (PMC) report to the Board, advising that the following four consent agenda items are presented for the Board's approval:

5.2 Consent Items

- 5.2.1 Performance Monitoring Dashboard Q2
- 5.2.2 Communications & Public Affairs Update
- 5.2.3 Annual Stakeholder Relations Plan/Strategy Update
- 5.2.4 Annual HR Report – October 2015

It was moved by Chantel Broten and seconded by Glenn Gibson that the items on the PMC consent agenda be adopted as distributed.

CARRIED

5.3 Decision Items

Chantel Broten outlined the three decision items being presented for Board approval.

5.3.1 Strategic Plan Objectives Q2 Report

Chantel advised that the PMC recommends an amendment to the definition for the metric attributed to the second objective in the Patients goal of the strategic plan, noting that the objective captures HHS' commitment:

To continuously refining our care delivery to raise quality, improve safety and enhance value.

The metric measures the success rate in achieving performance in our Quality Based Procedures (QBP) and was originally set to benchmark our performance against our peer hospitals. However, because the results from other hospitals are only available annually and with a two-year lag, the metric does not provide the opportunity for continuous improvement. It was noted that the proposed revision will illustrate our ability to sustain success in QBP performance by calculating the improvements obtained in the most recent 12 months compared to the previous 12-month period.

At this time, HHS is following the performance of five QBPs which were selected by the province for improvement beginning in 2013/14. Each of the QBPs is assigned two measures that reflect patient outcomes. It is proposed that the target remain at 75%.

The following motion was moved by Chantel Broten and seconded by Terry Shields:

THAT the Board of Directors receives for information the Strategic Objectives Update for Q2;

AND THAT the Board of Directors approves the definition for the measure Success rate in achieving performance for each QBP be calculated as the percentage of selected QBP indicators that improved during the most recent rolling 12-month

period compared to the previous 12-month period. The target will be 75%, as this is reasonable with the new definition.

CARRIED

5.3.2 Our Healthy Future – Stakeholder Engagement and Clinical Visioning Update

Chantel Broten informed the Board that the PMC has received an update from staff on the timeline for the work that is necessary to complete the Master Program for the Our Healthy Future initiative. After reviewing the timeline, the Committee was concerned that there was not sufficient time built into the March 2016 deadline to ensure that the Board has the appropriate opportunities to consider, debate and approve the plan. In addition, Chantel stated on behalf of the Committee that the timeline would not provide enough time to engage internal and external stakeholders. Therefore, the Committee recommended to the Board that the deadline be extended to June 2016.

Chantel moved the following motion, which was seconded by Anna Ventresca, highlighting that the staff recommendation was *amended* to include the extension of the deadline for the delivery of the Master Program and that staff provide a Supplementary Report to the November 26, 2015 Board meeting.

THAT the Board of Directors receives for information an update on stakeholder engagement and clinical visioning for the Our Healthy Future initiative;

AND THAT the end date of the timeline for the Master Program be extended from March 2016 to June 2016;

AND THAT staff be directed to provide a Supplementary Report to the November 26, 2015 Board meeting with a revised timeline for development of the Master Program.

Chantel invited Aaron Levo to provide an update on community engagement. Aaron advised the Board that five events have occurred and five more are planned before the end of February. Deliberation and discussions are centred on population health with the Patient Centred Working Group (PCWG). He confirmed that both internal and external audiences are being engaged.

The Board discussion centred on revised timelines relating to work on Our Healthy Future Initiative.

CARRIED

5.3.3 Supplementary Report: Our Healthy Future

Chantel Broten advised that the supplementary report provides information requested by the Committee in the previous motion.

It was moved by Chantel Broten and seconded by Mary Volk that the following motion be approved:

THAT the Board of Directors receives for information an update on the stakeholder engagement and Master Programing for the Our Healthy Future initiative.

CARRIED

6. 6.1 Finance Committee – November 12, 2015

Scott Maki presented the Finance Committee report to the Board.

6.2 Consent Items

Scott Maki advised that there is one consent agenda item being presented for Board approval. He noted that the consent item provides a review of new contract activity and monitors compliance with the BPS requirements.

6.2.1 Procurement Policy and Contract Review

It was moved by Scott Maki and seconded by Anna Ventresca that the consent agenda be approved.

CARRIED

6.3 Decision Items

Scott Maki outlined the five decision items being presented for Board approval.

6.3.1 2016/17 Financial Planning Directions – Presentation

Scott Maki outlined the directions in the development of the 2016 – 17 financial operating plan, noting that the plan is consistent with the five year operating long range plan. He called on Dave McCaig to present the 2016/17 Financial Planning Directions.

The following motion was moved by Scott Maki and seconded by Chantel Broten:

THAT the Board reaffirm its commitment to the Long Range Plan goal of increasing the HHS annual capital contribution from operations by \$10M for F16/17;

AND THAT Management proceed with preparing the operating financial plan for F16/17 on the basis of reduction targets to programs of 2%, together with an additional 2% “what-if” set of decision packages to allow HHS to build budget options needed to achieve targets consistent with the Long Range Plan;

AND THAT the Board acknowledge that in achieving budget targets for F16/17, Management will be considering a combination of new efficiencies, budget reductions, and service level reductions;

AND THAT where necessary to achieve budget strategies in F16/17, Management be directed to begin implementing budget strategies in advance of final budget approval provided that any measures affecting quality or access to services, and our academic mission be brought back to the Board for specific approval prior, with the final proposed budget to be brought back to the March 2017 Board meeting cycle.

CARRIED

6.3.2 Small Projects Capital Submission to Ministry of Health ('MOH')

Scott Maki advised that the Board's approval is being sought to submit the following four small capital projects to the LHIN and MOH:

1. Redevelopment of the Hamilton General Emergency Department;
2. Outfitting of the Juravinski Level 4 Shell space to create additional inpatient and outpatient capacity for Stem Cell Transplant activity;
3. Renovations to accommodate two new and two shelled ICU beds at the General, and
4. Various infrastructure projects at St. Peter's, the General, MUMC and Juravinski Cancer Centre.

The following motion was moved by Scott Maki and seconded by Terry Shields:

THAT the Board of Directors approves submission of four small capital projects (defined as under \$10M per project) to the HNHB LHIN and Ministry of Health Capital Branch for funding consideration.

CARRIED

6.3.3 Revenue Generation Playbook Update

Scott Maki provided an update on the Revenue Generation Playbook outlining opportunities to work with and request support from the Bay Area Health Trust to establish a Business Development Office and provide governance oversight for revenue opportunities. He also thanked Norm Col for his work with BAHT. Scott noted that the Committee amended the resolution to reflect that an interim report be brought to the Finance Committee at the February 2016 meeting.

The following motion was moved by Scott Maki and seconded by Richard Koroscil:

THAT the Board of Directors receives for information this status update on the Revenue Playbook;

AND THAT the Board directs management to work with the BAHT proposal in the creation of an Investment Committee at BAHT, with a view to participating in a more collaborative approach to developing and implementing the Business Development investments of HHS, and to bring an interim report to Finance Committee at the February 2016 meeting;

AND THAT the Board appoints Charles Criminisi as the HHS Board representative to the BAHT Investment Committee.

CARRIED

6.3.4 Quarterly Operating Statements, Q2

Scott Maki provided an update on the review of quarterly operating statements, noting favourable results to budget, and therefore the Board's approval is being sought for the Capital Release B.

The following motion was moved by Scott Maki and seconded by Glenn Gibson:

THAT the Board of Directors receives for information the Financial Report for the second quarter ending September 30th, 2015;

AND THAT the Board of Directors approves the fiscal 15/16 Capital Release B of \$13.6M.

CARRIED

6.3.5 Bridge Financing 2016

Scott Maki advised that the Board's approval is being sought for bridge financing to ensure an appropriate cash flow associated with the repayment of the Ministry's cash advance.

The following motion was moved by Scott Maki and seconded by Mary Volk:

THAT the Board of Directors approves Bridge Financing with Royal Bank of Canada (RBC) in the amount of \$75,000,000 to offset the claw back of the Ministry of Health and Long-Term Care (MOHLTC) Cash Advance of \$75,000,000.

CARRIED

7. 7.1 Audit Committee – November 17, 2015

Scott Maki presented the Audit Committee report to the Board noting that the following five consent agenda items are presented for the Board's approval:

7.2 Consent Items

7.2.1 Internal Audit Plan

- 7.2.2 MOHLTC Required Audits
- 7.2.3 Internal Controls Review – Human Resources and Payroll
- 7.2.4 Annual Insurance Report
- 7.2.5 Legal Proceedings Liability Report

It was moved by Scott Maki and seconded by Terry Shields that the items on the Audit Committee consent agenda be adopted as distributed.

CARRIED

7.3 Decision Items

Scott Maki outlined the three decision items being presented for Board approval.

7.3.1 External Audit Plan

Scott Maki advised that the Committee met with representatives of the External Audit team from PwC, who reported there were no known reporting errors and no significant proposed changes to the accounting standards that impact HHS.

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

THAT the Board of Directors approves the audit plan, attached as Appendix A, for the year ending March 31, 2016;

AND THAT the Audit Committee Chair and the Executive Vice President, Corporate Affairs and Chief Financial Officer be authorized to sign the engagement letters, attached as Appendix B in the audit plan.

CARRIED

7.3.2 Enterprise Risk Management

Scott Maki advised that the Committee was presented with an extensive report and presentation at the November 17th Audit Committee meeting outlining the work management has taken to establish an effective Enterprise Risk Management program. He highlighted that a good foundation that can be leveraged going forward has been established. In the interest of time, a summary of the program was reported to the Board. The Enterprise Risk Management program was well received by the Board and questions were asked relating to IT strategies and steps being taken to mitigate risks. Renato Discenza commented that the risk is measured against current existing standards with a full back-up system.

The following motion was moved by Scott Maki and seconded by Richard Koroscil:

THAT the Board of Directors approves the approach to Enterprise Risk Management outlined in this report;

AND THAT the Board reviews and approves the Enterprise Risk Management policy attached as (Appendix A).

CARRIED

7.3.3 MCYS Annual Reconciliations

Scott Maki advised that Board approval is being sought for the annual submission to the Ministry of Children and Youth Services for reconciliation of revenues and expenditures that HHS provides for the Regional Autism Program, the Child and Youth Mental Health Program and the Development Pediatrics and Rehabilitation Program. It was noted that the review was completed by the external auditors, PwC.

The following motion was moved by Scott Maki and seconded by Richard Koroscil:

THAT the Board of Directors approves the Transfer Payment Annual Reconciliations (TPAR) and Annual Reconciliation Report (ARR) for the year ended March 31, 2015, for the Ministry of Children & Youth Services programs – attached as Appendices A to E.

CARRIED

8. 8.1 Quality Committee – November 19, 2015

Richard Koroscil presented the Quality Committee report advising the Board that the Quality Committee had a full agenda at its meeting last week.

Richard noted that, in addition to an extensive presentation outlining the vast amount of work underway to enhance Patient Experience at HHS, the committee reviewed three mandated reports on patient safety and the annual Patient Experience Report.

8.2 Consent Items

Richard noted that the following seven consent agenda items are presented for the Board's approval:

- 8.2.1 Education Session
- 8.2.2 Critical Incidents Report –September/October 2015
- 8.2.3 Patient Experience Report 2014/2015
- 8.2.4 Risk Assessment Checklist Report
- 8.2.5 Death & Adverse Event Review – Q3 – 2014/2015
- 8.2.6 CQI Article – Dr. John Toussaint
- 8.2.7 Quality Matters: Realizing Excellent Care for All – Health Quality Ontario

It was moved by Richard Koroscil and seconded by Mary Volk that the items on the Quality Committee consent agenda be adopted as distributed.

CARRIED

8.3 Decision Items

Richard Koroscil outlined the two decision items being presented for Board approval.

8.3.1 2016/17 Quality Improvement Planning (QIP)

Richard advised that the first item provides the Board with the planning timelines for development of the 2016-17 QIP.

The following motion was moved by Richard Koroscil and seconded by Anna Ventresca:

THAT the Board of Directors approves the 2016-17 Quality Improvement Plan (QIP) planning timelines as outlined below:

1. Review alignment between current QIP and Strategic Plan (Nov-Dec 2015)
2. Select Draft Indicators (Nov – Dec 2015)
3. Indicators and Targets to Quality Committee of Board for Approval January 2016
4. QIP approval and Sign off March 2016
5. QIP Publicly posted April 1, 2016

CARRIED

8.3.2 Readiness for QCIPA Recommendations for Legislative Change

Richard Koroscil presented the second report advising that the Committee is seeking the Board's approval for the work plan to prepare HHS for proposed changes to the *Quality of Care Information Protection Act* legislation, noting that the three components outlined in the report are:

1. Creation of a policy to outline the concepts of a Just Culture as described in the legislation when it is passed;
2. Development of a process to ensure appropriate opportunity for patients and their families to provide input into critical incident reviews; and
3. Development of an appeals process for complaint and critical incident follow-up.

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

THAT the Board of Directors approves the work-plan as outlined in this report to prepare HHS for proposed changes to *Quality of Care Information Protection Act* legislation.

CARRIED

9. 9.1 Governance Committee – November 18, 2015

Terry Shields presented the Governance Committee report to the Board.

9.2 Decision Items

9.2.1 Director Recruitment and Nomination Process

Terry Shields outlined the five decision items being presented for Board approval. Terry noted that the first item deals with the current Board vacancy created by the resignation of Paul Chapin at the end of the last Board term and the Committee recommends that the process to fill that vacancy be initiated.

The following motion was moved by Terry Shields and seconded by Richard Koroscil:

THAT the Board of Directors initiates the director recruitment and nomination process provided in Policy 1.23 (Appendix A) as to the current Board vacancy and in preparation for the upcoming vacancies which will arise by the end of the term.

CARRIED

9.2.2 Annual Review of Governance Committee Terms of Reference

Terry Shields stated that since this was the Committee's first meeting of the new term, the Committee's Terms of Reference were reviewed and it was agreed that the Committee would not make any changes to the Terms of Reference at this time.

The following motion was moved by Terry Shields and seconded by Glenn Gibson:

THAT the Board of Directors approves the Governance Committee Terms of Reference as attached in Appendix A.

CARRIED

9.2.3 Annual Governance Committee Work Plan

Terry Shields noted that the Committee also reviewed its Work Plan.

She advised that in addition to enhancing the Governance Committee's responsibility for board development, the committee agreed that it is time for a comprehensive review of the Administrative and Professional Staff By-Law 3, noting that a review of the by-law has not occurred for more than five years to the best of the committee's knowledge.

Terry informed the Board that there is best practice evidence suggesting the separation of the Administrative and the Professional Staff portions of the by-law into two separate by-laws. She further noted that the review of the by-law will also trigger a review of the Board Policies to ensure compliance with the revised By-Law.

The following motion was moved by Terry Shields and seconded by Richard Koroscil:

THAT the Board of Directors approves the revised 2015-16 Governance Committee Work Plan as attached in Appendix A, with amendment to the wording as to “Board Development” to read “Recommend development and education framework for Board members”;

AND THAT the General Counsel (Interim) be directed to conduct a comprehensive review of HHS’ Administrative and Professional Staff By-Law 3;

AND THAT management be directed to subsequently conduct an accelerated comprehensive review of the Board Policies to reflect any changes as required by revisions to By-Law 3.

CARRIED

9.2.4 Policies 3.2 and 1.18 Review and Revisions

Terry Shields advised the Board that, although a full review of the Board’s policies is planned, there are three policies which require immediate revision. She noted that the first revision relates to the Financial and Contract Approval Policy, which was triggered by changes to the Approval Authority Schedule approved by the Board at its last meeting, stating that the levels contained in policy 3.2 are no longer current. The proposed revision recommends removing the guidelines from the policy as they are redundant to the AAS. The second revision allows for the new practice of splitting the consent agenda by standing committee on the Board agenda.

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

THAT the Board of Directors approves the amendments to Policy 3.2 Financial and Contract Approval and to Policy 1.18 Consent Agenda as set out in Appendices A and B, respectively.

CARRIED

9.2.5 Policy 1.7 Revisions – Committee Principles and Structure

Terry Shields presented the revisions to the third policy which amends the Committee Principles and Structure to reflect changes to the Finance, Audit and Performance Monitoring committees Terms of Reference as approved by the Board at its last meeting.

The following motion was moved by Terry Shields and seconded by Kurt Whitnell:

THAT the Board of Directors approves the amendments to Policy 1.7 Committee Principles and Structure to reflect the amendments to the Finance / Audit Committee's Terms of Reference and the Performance Monitoring Committee's Terms of Reference as attached in Appendix A.

CARRIED

10. Report of the Medical Advisory Committee

Dr. Paul Miller presented to the Board four reports (items 10.1, 10.2, 10.3 and 10.4) of the Medical Advisory Committee.

A motion was made by Dr. Miller and was seconded by Terry Shields that the following reports be accepted as distributed and that the Board approves the recommendations as to appointment and re-appointment of Professional Staff:

- 10.1 MAC Board Report – Special Meeting – October 5, 2015
- 10.2 MAC Board Report - October 14, 2015
- 10.3 Credentials Report
- 10.4 MAC Board Report – November 11, 2015

CARRIED

11. Chief Executive Officer's Report

Rob MacIsaac presented the Chief Executive Officer's Report beginning with acknowledging the Board members who attended the November 17th official opening of the Ron Joyce Children's Health Centre. He also thanked the special events staff for a great program, which was highlighted by the attendance of Ron Joyce. During the event Mr. Joyce announced he would be donating \$20 million towards the centre.

Highlights of the Report included:

- HHS was ranked 2nd among Canada's top 40 research hospitals for 2015 by RESEARCH Infosource.
- HHS was recognized at the November HealthAchieve conference with a silver level award for Quality Healthcare Workplace.
- HHS was also the recipient of two other awards at HealthAchieve. Senior leadership accepted the Energy Efficiency Award and the Waste Management Award.
- An Award of Excellence in Urban Architecture was received from the City of Hamilton for the design of the CIBC Breast Assessment Centre at the Juravinski Hospital and Cancer Centre.
- Rob noted that a number of metrics are trending well above target, including improved wait times at HGH.
- A white paper report has been prepared by staff on the process for managing ALC. This extensive document of 60 pages, including recommendations, will be ready for circulation to the Board early next week. It will also be presented to the Quality Committee and then to a meeting of the Board.

Rob invited Dr. Peter Fitzgerald to share positive results around feedback received at the Children's Hospital from patients and families. Dr. Fitzgerald circulated a Quality Counts Post Card noting that commentary on care was received from patients and family and results over past year. He noted that this is a real time opportunity to provide monthly feedback to physicians and nursing staff and it is currently being rolled out in the Children's Hospital.

Rob provided an update on the Accreditation process noting that an appeal process is underway as concerns were raised regarding the methodology used to conduct the survey. In addition, Rob noted that an Accreditation application was submitted regarding Stroke Services Distinction and results of the application status will be reported as it becomes available.

Rob informed the Board that the Physician Hospital Partnership Working Group held a World Café session on November 16, 2015, which was well attended by hospital leadership and physicians. Rob noted that opportunities were identified to initiate positive changes and that the majority felt that these conversations should continue. Positive feedback was received by attendees and many next steps were identified.

Rob concluded the report by providing an update on the Ontario Economic Summit held at the end of October, noting he attended a round table discussion with Premier Wynne and provided key messages around health and economic prosperity.

12. HHS Foundation Update

Pearl Veenema provided an update on the HHS Foundation, advising that a tribute and thank you to Mr. Ron Joyce will be posted in an upcoming edition of the Globe and Mail. She advised that RBC has offered a corporate match for all donations received supporting McMaster Children's Hospital, up to a maximum of \$15,000. The match will run throughout the Month of December.

13. WLMH CAC Report to the Board – September 2015

The Board received for information a report from the September 2015 meeting of the West Lincoln Memorial Hospital Community Advisory Committee. There were no questions.

14. Matters for Consideration and Generative Discussion

Norm Col advised that time has been set aside to discuss the Quality Improvement Plan (QIP) and the Continuous Quality Improvement Management System presentations brought before the Board at the beginning of the meeting. Discussions centred on patient experience, population health and how to meet health care needs of the community and integrate primary care with other agencies outside of hospitals.

Highlights from the discussion included:

- Shared primary care vision – hospitals coming together with shared primary care vision making it easier to navigate the system
- Transparency to members of the community surrounding screening and prevention
- Working to close gaps by understanding patient stories and viewing the journey from the patient perspective

- Visioning – Children’s Hospital investing in mental health and working with partners including schools and collaboration with community groups such as health clubs to promote health and wellbeing

Discussions ensued on collaborative partnerships.

15. Motion to move to In Camera Session

It was moved by Mary Catherine Lindberg and seconded by Charles Criminisi that the meeting moves in camera.

CARRIED

16. **Adjournment** – Following the In Camera Session, the meeting adjourned at 7:10 pm.

Norm Col
Chair

Scott Maki
Secretary / Treasurer