

**Hamilton Health Sciences  
Board of Directors**

**Minutes**

**DATE:** May 26, 2016

**TIME:** 3:00 to 5:00 PM

**LOCATION:** Boardroom – Hamilton General Hospital, 237 Barton St. E., Hamilton, Ontario

**IN ATTENDANCE:** Norm Col (Chair), Rob MacIsaac, Charles Criminisi, Richard Koroscil, Kirsten Krull, Mary Catherine Lindberg (*by phone*), Scott Maki, Dr. Paul Miller, Dr. Chris Ricci, Dr. Terry Shields, Anna Ventresca, Mary Volk, Kurt Whitnell, Adrianna Bogris (Recording Secretary)

**REGRETS:** Bruce Barch, Chantel Broten, Glenn Gibson, Julia Kamula, Dr. John Kelton, Mark Rizzo

**GUESTS:** Fran Agnew, Michele Beals, Kelly Campbell, Roger Campbell, Andrew Doppler, Mark Farrow, Brenda Flaherty, Dave McCaig, Dr. Richard McLean, Mafaaz Nayyar, Nicole Rakowski, Deborah Redwood, Rebecca Repa, Katie Rubinoff, Teresa Smith, Pearl Veenema

**1. Opening**

The Chair welcomed everyone to the meeting and advised that the Board Scholarship Awards will be held following the meeting.

**1.1 Quorum**

The Chair advised that quorum was present.

**1.2 Declarations of Conflict of Interest**

Certain conflicts of interest will be addressed at the time of the presentation of the agenda item.

**1.3 Adoption of the Agenda**

The Chair advised there are six Finance reports listed on the agenda for the open session, and one PMC item that would be more appropriately considered during the In Camera portion of the meeting. In addition, these include a supplementary report requested by the Finance Committee and a further presentation requested by the Performance Monitoring Committee.

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

**CARRIED**

2. **Minutes**

2.1 Approval of the Minutes of March 31, 2016

It was moved by Richard Koroscil and seconded by Mary Volk that the minutes of the March 31, 2016 meeting be approved as circulated.

**CARRIED**

**Committee Reports**

3. **Compensation Committee Meeting – April 21, 2016**

The Chair advised the Board that one decision item is being brought by the Compensation Committee to the open portion of the Board meeting. He noted that the Compensation Committee is recommending one change in the process for this year's annual evaluation of the CEO's performance.

3.1 Decision Items

3.1.1 2016 05 CC-005 – Annual Performance Evaluation of CEO

The following motion was moved by Terry Shields and seconded by Charles Criminisi:

**THAT the Board of Directors approves the use of the CEO Performance Evaluation Questionnaire, attached as Appendix A, for the CEO's 2015-16 evaluation;**

**AND THAT the Board of Directors approves that notwithstanding Board Policy 2.2: CEO – Evaluation Process, a 360° performance survey for the CEO not be required as part of the 2015-16 CEO performance review;**

**AND THAT the Committee's review of the CEO's final personal goals and objectives be conducted at a meeting to be scheduled in May or June.**

**CARRIED**

4. Performance Monitoring Committee Meeting – May 10, 2016

On behalf of Chantel Broten, Mary Volk (who had acted as Chair at the May 10, 2016 meeting of the Performance Monitoring Committee) presented the items arising from the May 10, 2016 Performance Monitoring Committee meeting. Mary advised that three consent agenda items were being presented for the Board's approval in the open portion of the meeting:

4.1 Consent Items

4.1.1 2016 05 PMC-010 – Q4 Dashboard Review

4.1.2 2016 05 PMC-013 – HITS Strategy Update

4.1.3 2016 05 PMC-016 – HITS Dashboard

It was moved by Mary Volk and seconded by Anna Ventresca that the items on the Performance Monitoring Committee consent agenda be approved.

**CARRIED**

Mary Volk advised that five decision items were being presented for Board approval, one of which will be addressed during the in camera portion of the meeting.

4.2 Decision Items

4.2.1 2016 05 PMC-009 – Strategic Plan Objectives Q4 Report

Mary directed the Board's attention to the Strategic Plan Objectives Q4 Report found in the Board package and confirmed that the variable compensation calculation of the Executive Leadership Team was also outlined in the Report. She further explained that the results influence between 2 and 3% of the maximum 15% at risk payment to the team.

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

**THAT the Board of Directors receives for information Report: 2016 05 PMC-009 the Strategic Objectives Update for Q4.**

**AND THAT the Strategic Objectives Update for Q4 be used to inform variable pay outcomes for the Executive Leadership Team.**

**CARRIED**

4.2.2 2016 05 PMC-011 – Stakeholder Engagement Q4 Update

Mary Volk advised that the report on Stakeholder Engagement for Q4 provides the Board with an update on the stakeholder engagement activities in support of Our Healthy Future.

The following motion was moved by Mary Volk and seconded by Terry Shields:

**THAT the Board of Directors receives for information an update on the stakeholder engagement work in support of the Our Healthy Future initiative;**

**AND THAT Management conduct further consultations with key stakeholders between now and the June Board meeting and report back to the Board on its findings.**

**CARRIED**

4.2.3 2016 05 PMC-014 – Rationalizing and Simplifying HHS Metrics – Performance Monitoring Committee

Mary Volk advised that the Committee had a number of questions and comments on the Rationalizing and Simplifying HHS Metrics - PMC report and has recommended that the report be referred back to staff.

The following *amended* motion was moved by Mary Volk and seconded by Anna Ventresca:

~~THAT the Board of Directors approves Report # 2016 05 PMC-014 titled Rationalizing and Simplifying HHS Metrics – Performance Monitoring Committee;~~

~~AND THAT in conjunction with the reports from the Quality and Finance Committees, the Board approves the metrics slate as described in Appendix B.~~

*THAT the Board of Directors refers report 2016 05 PMC-014 Rationalizing and Simplifying HHS Metrics – Performance Monitoring Committee back to staff.*

CARRIED

4.2.4 2016 05 PMC-015 – Stakeholder Relations Strategy Q4 Status Update

Mary Volk advised the Board that the report on Stakeholder Relations Strategy provides an update on the work being done by the Communications and Public Affairs department to provide HHS with a strategic stakeholder relations program and that the recommendation includes timing on when a further update is to be provided by staff. It was noted that Rob MacIsaac met with the City of Hamilton Council to provide a high level overview on the Our Healthy Future initiative.

The following *amended* motion was moved by Mary Volk and seconded by Terry Shields:

**THAT the Board of Directors receives for information an update on the work to develop a stakeholder relations strategy for HHS;**

**AND THAT staff be directed to provide a further update at the next committee meeting *in the Fall of 2016.***

CARRIED

5. Finance Committee Meeting – May 16, 2016

Scott Maki advised the Board that two consent agenda items were being presented for the Board's approval in the open portion of the meeting:

5.1 Consent Items

5.1.1 2016 05 FC-009 – Quarterly Operating Results, Q4

5.1.2 2016 05 FC-010 – Captive Insurance Update

**It was moved by Scott Maki and seconded by Terry Shields that the items on the Finance Committee consent agenda be approved.**

**CARRIED**

The Chair advised that the Finance Committee decision items have been moved to the in camera section of the meeting.

6. Governance Committee Meeting – May 18, 2016

Terry Shields advised the Board that one consent agenda item was being presented for the Board's approval in the open portion of the meeting:

6.1 Consent Item

6.1.1 2016 05 GC-008 – Tracking Board Development and Training

**It was moved by Terry Shields and seconded by Mary Volk that the item on the Governance Committee consent agenda be approved.**

**CARRIED**

Terry Shields outlined the three decision items being presented for Board approval in the open portion of the Board meeting.

6.2 Decision Items

6.2.1 2016 05 GC-006 – Consideration of new Corporate By-law and new Professional Staff By-law

Terry Shields invited Roger Campbell to provide an overview on the Consideration of a new Corporate By-law and a new Professional Staff By-law. Roger advised that the two By-laws being presented for Board approval are the new Corporate By-law and the new Professional Staff By-law, which have been prepared upon the direction of the Board that the current By-law 3 be split into separate administrative and professional staff by-laws, with necessary revisions and corrections for clarity but without substantive changes. He advised that the current By-law 3 is to be repealed.

Roger advised that the MAC and MSA do not object to the splitting of the By-law with the revisions, but have asked for the opportunity to comment on future proposed revisions to either of the new By-laws and that provision for this has been included in both By-laws. He also advised that the MAC has recommended that there be a review of the new Professional Staff By-law in conjunction with a review of the current Medical, Dental and Midwifery Staff rules and that Management supports this recommendation.

Roger advised that he has noted that some additional necessary corrections are needed, in relation to the provisions in the new By-laws relating to amendments. He outlined the necessary corrections to the By-laws and the corresponding necessary amendments to the motion to be considered by the Board.

Dr. Miller advised that the inclusion of provisions in both new By-laws as to providing medical staff with the opportunity to comment on proposed revisions are conducive to the efforts being undertaken regarding engagement with medical staff. He also advised that there may be substantive amendments to the new Professional Staff By-law which would be beneficial and that the MAC will review and recommend substantive changes during the review process.

Dr. Ricci expressed appreciation to Roger and to Rob MacIsaac for the opportunity to be involved in dialogue as to what is provided in the split By-laws.

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

**THAT the Board of Directors approves the proposed HHS Corporate By-law (Appendix A) as HHS By-law 4 and the proposed HHS Professional Staff By-law (Appendix B) as HHS By-law 5, and the repealing of the current HHS Administrative and Professional Staff By-law 3, with the following corrections:**

- (a) *Correcting Article 18.04 of By-law 4 by interchanging the references to Article 14 and Article 18;*
- (b) *Correcting Article 14.04 of By-law 5 by interchanging the references to Article 13 and Article 14;*
- (c) *Correcting the title of Article 14 of By-law 5 to read "Amendments to the By-laws of the Corporation."*

**AND THAT the Board of Directors directs Management to proceed, in collaboration with the Medical Staff Association, to review the proposed Professional Staff By-law 5 in conjunction with a review of the current Medical / Dental / Midwifery Staff Rules and Regulations.**

**CARRIED**

6.2.2 2016 05 GC-007 – Review of Board of Directors Governance Policies

Terry Shields provided an update on the Review of Board of Directors Governance Policies. It was felt that the Guide to Good Governance provided policies which were 'crisper and cleaner' than those currently in place. Roger Campbell added that there has been no comprehensive review for some time and that the Guide's policies were cohesive and accessible. Norm Col confirmed that the policies would be reviewed and then brought to the Board over time for consideration.

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

**THAT the Board of Directors directs Staff to proceed with preparation of a comprehensive set of Board Governance Policies to be based, to the extent**

applicable to HHS, on the Governance Centre of Excellence "Guide to Good Governance" as outlined in report 2016 05 GC-007 Review of Board of Directors Governance Policies.

**CARRIED**

6.2.3 2016 05 GC-011 – Proposal for New Board Member Mentoring Program

Terry Shields provided an overview of the report regarding a Proposal for New Board Member Mentoring Program. She thanked Anna Ventresca for her contribution to the development of an enhanced mentoring program for new directors and noted that the recommendation was amended at the Committee meeting for the implementation of the program to be approved. In addition, Terry reached out to the Board members to determine interest in taking on a mentoring role.

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

~~*THAT the Board of Directors receives for information the Mentoring Document detailed in report 2016 05 GC-011.*~~

*THAT the Board of Directors approves the process outlined in report 2016 05 GC-011 for implementation.*

**CARRIED**

7. Quality Committee Meeting – May 19, 2016

Richard Koroscil advised the Board that three consent agenda items were being presented for the Board's approval in the open portion of the meeting:

7.1 Consent Items

7.1.1 2016 05 QC-018 - Education Session – ED Return Visit Rate

7.1.2 2016 05 QC-019 HIROC Annual Report (Verbal Update)

7.1.3 2016 05 QC-020 Quality Improvement Plan 2015/16: Q4 Performance

As to Item 7.1.2, Richard advised that Dr. McLean advised the Committee that HIROC had not yet submitted its report and that a report will be provided to the Committee upon the report received from HIROC.

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

**CARRIED**

Richard Koroscil advised the Board that the Committee had three decision items for Board approval.

## 7.2 Decision Items

### 7.2.1 2016 05 QC-021 – Quality Improvement Plan 2015/16: Executive Compensation

Richard Koroscil presented the report on the Quality Improvement Plan for 2015/16: Executive Compensation, noting the amended recommendation. Richard explained the oversight in not including the qualification that the reported LTI rate had yet to be confirmed by WSIB data and confirmed that the accurate number is set out in the amended recommendation. Richard noted that this delay in reporting LTI will be avoided as the measure to be used in 2016-17 has been changed so that results are determined earlier.

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

**THAT the Board of Directors approves the final performance results for the purpose of the at risk component of Executive Compensation at ~~4.6875%~~ 4.1875% of the available 5% to reflect the finalized year end LTI rate as provided to the Board of Directors at its meeting on May 26, 2016. ~~outlined in report 2016 05 QC 021 Quality Improvement Plan 2015/16: Executive Compensation.~~**

**CARRIED**

### 7.2.2 2016 05 QC-023 – ALC Rate FY 2017/18

Richard Koroscil provided an overview of the ALC Rate FY 2017/18, noting that the report establishes a directional target for the 2017-18 ALC rate for Management to work towards. He advised that the actual target will be revisited following the approval of next year's QIP resolution.

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

**THAT the Board of Directors receives for information report 2016 05 QC-023 2016/2017 ALC FY 17-18;**

**AND THAT the Board of Directors approves a 2017-2018 directional ALC target of 10.79%.**

**CARRIED**

### 7.2.3 2016 05 QC-024 – Rationalizing and Simplifying HHS Metrics – Quality Committee

Richard Koroscil presented the new metrics protocols for the Quality Committee as outlined in the Rationalizing and Simplifying HHS Metrics report. He advised that the Quality Committee has welcomed this new process for monitoring the many metrics and supported efforts to align the measures to the appropriate committee and the Strategic Plan.

Richard advised the Board that the Committee has recommended one change, as reflected in the amended motion. Given its impact on quality care, the Committee believes that the Acute Length



of Stay metric should be included in those metrics monitored by the Quality Committee. It was confirmed that the HHS metrics will be revisited at the June Board meeting.

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

**THAT the Board of Directors approves Report # 2016 05 QC-024 titled Rationalizing and Simplifying HHS Metrics - Quality Committee, with reassignment of the Key Performance Indicator for Acute Length of Stay from Finance Committee to the Quality Committee.**

**CARRIED**

8. Report of the Medical Advisory Committee

Dr. Paul Miller advised the Board that the MAC is presenting a report from its meeting on April 13, 2016. Dr. Miller highlighted to the Board that the MAC is moving ahead with the fee to cover the costs associated with transitioning to e-credentials. There were no questions.

A motion was made by Dr. Miller and was seconded by Scott Maki:

**THAT the following report be accepted as distributed:**

**8.1 MAC Board Report – April 13, 2016**

**CARRIED**

9. Chief Executive Officer's Report

Rob Maclsaac presented the Chief Executive Officer's Report noting an opportunity was being pursued to win a worldwide competition being held by IBM surrounding the use of Big Data.

10. HHS Foundation Update

Pearl Veenema provided an update on the upcoming HHS Foundation events. There were no questions.

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

**THAT the HHS Foundation report be accepted as distributed.**

**CARRIED**

11. 2016 05 BD-004 – Hamilton Anchor Institutions Leadership Activities

Rob Maclsaac provided an overview on the Hamilton Anchor Institutions Leadership Activities report. He noted HHS involvement on Population Health and advised that HAIL has member representation from McMaster University and the LHIN's CEO, and that it meets on a quarterly

basis. He noted that HAIL is not a decision making body; however, it helps shapes recommendations on the push for supportive housing, among other important issues. Positive feedback was received from the Board noting that the HAIL activities have potential to transform areas of Hamilton and bring the community together.

The following motion was moved by Charles Criminisi and seconded by Terry Shields:

**THAT the Board of Directors receives for information report 2016 05 BD-004 Hamilton Anchor Institutions Leadership Activities.**

**CARRIED**

12. 2016 05 BD-005 – HHS Submission to the Strategic Investment Fund

Rob MacIsaac provided an update on HHS' Submission for funding from the federal government's Strategic Investment Fund. He advised that both projects in the submission have previously been brought before the Board. He provided details of the submission and the matching funds requirements.

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

**THAT the Board of Directors receives for information report 2016 05 BD-005 HHS Submission to the Strategic Investment Fund.**

**CARRIED**

HHS Capital Planning Process

Kelly Campbell made a presentation as to the HHS Capital Planning Process and advised as to the next steps and the finalization of the Master Program for submission to the LHIN and Ministry. The recommendation as to this item was considered In Camera.

13. Motion to move to In Camera Session

**It was moved by Terry Shields and seconded by Anna Ventresca that the meeting move in camera.**

**CARRIED**

14. **Adjournment** – Following the In Camera Session, the meeting adjourned at 5:00 pm.

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Norm Col  
Chair

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Scott Maki  
Secretary / Treasurer

## Action List

	<i>Agenda Item</i>	<i>MRP</i>	<i>Reporting Date</i>
Nov. 26, 2015	COI process and Model Cell Approach update	Rob MacIsaac	November 2016
Nov. 26, 2015	Delivery of the Master Program	Aaron Levo and Kelly Campbell	June 2016
Nov. 26, 2015	2016/17 Financial Planning Directions – final proposed budget	Dave McCaig	March 2017 Board
June 3, 2016	PMC – Consultation with stakeholders update	Aaron Levo and Kelly Campbell	June 2016
May, 19, 2016	Quality – HIROC report	Dr. McLean	September 2016