

**Hamilton Health Sciences  
Board of Directors**

**Minutes**

**DATE:** December 8, 2016

**TIME:** 4:00 to 8:00 PM

**LOCATION:** Boardroom, Deloitte – 1005 Skyview Drive, Burlington, Ontario

**IN ATTENDANCE:** Norm Col (Chair), David Collie, Julia Kamula, Richard Koroscil, Bill Laidlaw, Mary Catherine Lindberg, Scott Maki, Keith Monrose, Dr. Terry Shields, Anna Ventresca, Mary Volk, Kurt Whitnell, Kirsten Krull, Rob MacIsaac. Dr. Paul Miller, Dr. Chris Ricci, Patricia North (General Counsel), Adrianna Bogris (Recording Secretary)

**REGRETS:** Chantel Broten, Dr. Paul O'Byrne, Charles Criminisi

**GUESTS:** Fran Agnew, Michele Beals, Kelly Campbell, Andrew Doppler, Renato Discenza, Dr. Peter Fitzgerald, Brenda Flaherty, Aaron Levo, Dave McCaig, Dr. Richard McLean, Dr. Ralph Meyer, Dr. Frank Naus, Sharon Pierson, Rebecca Repa, Teresa Smith, Pearl Veenema, Aaron Berk and Chris Barry (partial attendance for KPMG HITS Strategy presentation)

**Education Session – HITS Strategy Update**

Aaron Berk and Chris Barry from KPMG presented an overview of the HITS Strategy Update. Aaron advised the Board that an update outlining options and strategies will be coming back in February. The updated report outlining leading practices and recommendations will be vetted at the next Performance Monitoring Committee and will be presented to the Board at the February, 2017 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**

The Chair requested a motion to adopt the open portion of the Agenda, as distributed.

It was moved by Anna Ventresca and seconded by Terry Shields that the Board adopt the Agenda for the open portion of the meeting as distributed.

CARRIED

2. Minutes

2.1 Approval of the Minutes of October 13, 2016

The Chair requested that the ERM update be moved to the next Audit Committee meeting, the CQI update be moved to the Performance Monitoring Committee and the background on the Board of Director Scholarships be moved to the Governance Committee.

It was moved by Mary Volk and seconded by Mary Catherine Lindberg that the Board approves the minutes of the October 13, 2016 meeting as circulated.

CARRIED

COMMITTEE REPORTS

3. Performance Monitoring Committee – November 8, 2016

On behalf of Charles Criminisi, Mary Volk presented the items arising from the November 8, 2016 Performance Monitoring Committee meeting. Mary advised that nine Consent Agenda items were being presented for the Board's approval:

3.1 Consent Agenda

- 3.1.1 2016 11 PMC-027 Performance Monitoring Q2 Dashboard
- 3.1.2 2016 11 PMC-028 Strategic Plan Objectives Q2 Report
- 3.1.3 2016 11 PMC-032 Stakeholder Relations Framework
- 3.1.4 2016 11 PMC-033 HITS Strategy Q2 Update
- 3.1.5 2016 11 PMC-034 Health Information Technology Services Q2 Dashboard
- 3.1.6 2016 11 PMC-035 Health Information Technology Services 15/16 Annual Report
- 3.1.7 2016 11 PMC-038 Workplace Violence Prevention Program
- 3.1.8 2016 11 PMC-039 Absenteeism Initiative
- 3.1.9 2016 11 PMC-041 Pay Equity

It was moved by Mary Volk and seconded by Terry Shields that the Board approve the items on the Performance Monitoring Committee Consent Agenda.

CARRIED

Mary advised that three decision items were being presented for Board approval.

### 3.2 Decision Items

#### 3.2.1 2016 11 PMC-030 Our Healthy Future – Stakeholder Engagement Q2 Update

Mary provided an update on Our Healthy Future Stakeholder Engagement for the second quarter. She reported that staff met with all Members of Hamilton City Council and that the next update will include specific stakeholder input during this phase.

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

**THAT the Board of Directors receives for information an update on the stakeholder engagement work in support of the Our Healthy Future initiative as set out in Report 2016 11 PMC-030;**

**AND THAT staff be directed to provide a further update at the next Committee meeting.**

**CARRIED**

#### 3.2.2 2016 11 PMC-031 Communication, Advocacy & Stakeholder Engagement Plan Q2 Update

Mary advised that the Committee is seeking the Board's approval for the progress update on the annual Communication, Advocacy and Stakeholder Engagement Plan. She noted that staff committed to outline more specific information on key messages received from stakeholders and that this would be included in the next update.

The following motion was moved by Mary Volk and seconded by Keith Monrose:

**THAT the Board of Directors receives report 2016 11 PMC-031, an update on the progress on the annual Communication, Advocacy and Stakeholder Engagement Plan;**

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

**CARRIED**

#### 3.2.3 2016 11 PMC-040 Executive Compensation

Mary Volk called on Andrew Doppler to provide a presentation on the legislative changes to Executive Compensation for executive staff working in Ontario's Broader Public Sector organizations. Andrew outlined the new regulations and the new processes for establishing compensation. The Chair suggested that Human Resources seek input from the Compensation

Committee on the matter of executive compensation before the matter comes back to the Board for a decision.

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

**THAT the Board of Directors receives for information Report 2016 11 PMC-040 outlining the new regulations pertaining to executive compensation.**

**CARRIED**

4 Audit Committee – November 10, 2016

Scott Maki presented the items arising from the November 10, 2016 Audit Committee meeting. Scott advised that six Consent Agenda items were being presented for the Board's approval, which included report AC-011 MOHLTC Required Audits moved from decision items:

**It was moved by Scott Maki and seconded by Terry Shields that Report AC-011 MOHLTC Required Audits be moved into the Consent Agenda.**

4.1 Consent Agenda

- 4.1.1 2016 11 AC-010 Internal Audit Plan Update
- 4.1.2 2016 11 AC-011 MOHLTC Required Audits
- 4.1.3 2016 11 AC-012 Compliance to BPS Guidelines
- 4.1.4 2016 11 AC-013 Expense Reimbursement
- 4.1.5 2016 11 AC-014 Annual Insurance Report
- 4.1.6 2016 11 AC-015 Legal Proceedings Liability Report

Scott called on Patricia North to provide a brief update on the Legal Proceedings Liability Report. Patricia noted that the report outlines corporate matters only and she provided an overview of current corporate legal proceedings involving HHS.

**It was moved by Scott Maki and seconded by Anna Ventresca that the Board approves the items on the Audit Committee Consent Agenda.**

**CARRIED**

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

4.2 Decision Items

- 4.2.1 2016 11 AC-009 External Audit Plan

Scott advised that the Committee is seeking the Board's approval on the External Audit Plan which was presented to the Audit Committee by KPMG. He noted that the Committee discussed the various risk factors facing HHS and peer health organizations. He recommended the signing of the engagement letters included in the package.

The following motion was moved by Scott Maki and seconded by David Collie:

**THAT the Board of Directors approves the audit plan for the year ending March 31, 2017 as outlined in report 2016 11 AC-009;**

**AND THAT the Audit Committee Chair and the Executive Vice President, Corporate Affairs and Chief Financial Officer be authorized to sign the engagement letters.**

**CARRIED**

4.2.2 2016 11 AC-016 MCYS Transfer Payment Annual Reconciliations (TPAR) and Annual Reconciliation Report (ARR)

Scott advised that the Committee is seeking authorization to sign the Transfer Payment Annual Reconciliations and Annual Reconciliation Report, contained in the Addendum package. He noted that this Report is submitted to comply with guidelines established by the Ministry of Child & Youth Services, which funds the autism, mental health, and pediatric rehabilitation programs provided by HHS.

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

**THAT the Board of Directors receives the Transfer Payment Annual Reconciliations (TPAR) and Annual Reconciliation Report (ARR) for the year ended March 31, 2016, for the Ministry of Children & Youth Services programs attached in Appendices A to E as outlined in Report 2016 11 AC-016;**

**AND THAT the Board Chair is authorized to sign the TPARs and ARR on behalf of the Board of Directors.**

**CARRIED**

5 Finance Committee – November 15, 2016

Scott Maki presented the items arising from the November 15, 2016 Finance Committee meeting. Scott advised that two consent agenda items were being presented for the Board's approval:

5.1 Consent Agenda

5.1.1 2016 11 FC-033 HHSRI Update

5.1.2 2016 11 FC-034 Research Insurance Corporation and HHS Cell

**It was moved by Scott Maki and seconded by Bill Laidlaw that the Board approves the items on the Finance Committee Consent Agenda.**

**CARRIED**

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

## 5.2 Decision Items

### 5.2.1 2016 11 FC-035 Quarterly Operation Results, Q2

Scott noted that the Report provides an update on the Q2 operating results and he advised that the Committee is seeking the Board's approval on the second Capital Release for this fiscal year. He noted that the Committee Members discussed the risks associated with the release of the capital funds given that the Q2 forecast indicates a year-end financial risk in the range of \$4 million on a base of \$1.184B. The Committee was satisfied that the capital needs for essential equipment replacements and the amount of unspent, but committed funds from the first release, provide cash flow protection.

The following motion was moved by Scott Maki and seconded by David Collie:

**THAT the Board of Directors receives for information the second quarter Financial Report, 2016 11 FC-035 for the period ending September 30, 2016.**

**AND THAT the Finance Committee recommends approval of the 2016/17 Capital Release B of \$10.2M.**

**CARRIED**

### 5.2.2 2016 11 FC-037 2017/18 Multi-Sectoral Service Accountability Agreement (MSAA)

Scott advised that the 2017/18 Multi-Sectoral Service Accountability Agreement outlines the requirements of the MSAA annual amendment to update 2017-18 financial data, service activities and performance indicators. He noted that the Report identifies management's confidence in delivering the fiscal and operational requirements and seeks the Board's approval for submission to the LHIN.

The following motion was moved by Scott Maki and seconded by Keith Monrose:

**THAT the Board of Directors approves the CAPS (Community Accountability Planning Submission) which will form the foundation of the Multi-Sector Service Accountability Agreement (MSAA) 2017/18 Update as outlined in report 2016 11 FC-037;**

**AND THAT the Board authorizes the CFO and CEO to enter into MSAA negotiation with the LHIN to execute the agreement based on the information presented.**

**CARRIED**

### 5.2.3 2016 11 FC-038 2016/17 Bridge Financing

Scott provided an overview of the 2016/17 Bridge Financing and advised that the Committee is seeking the Board's approval for bridge financing to provide sufficient cash flow to offset the repayment of the cash advance from the Ministry. He noted that the advance is repayable in five installments beginning on January 15, 2017 requiring a short term bridge for approximately 120 days.

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

**THAT the Board of Directors approves Bridge Financing with Royal Bank of Canada (RBC) in the amount up to \$61M to offset the claw back of the Ministry of Health and Long-Term Care (MOHLTC) as outlined in Report 2016 11 FC-038.**

**CARRIED**

### 5.2.4 2016 11 FC-039 Investment and Compliance Report

Scott noted that the Investment and Compliance Report provides the Board with the year-end results for HHS' Restricted Fund Investment Portfolio and details compliance reporting against the Investment Policy Statement. He advised that Board Members are requested to confirm compliance with the Investment Policy Statement as set out in the recommendation.

The following motion was moved by Scott Maki and seconded by Keith Monrose:

**THAT the Board of Directors receives for information HHS Management's Investment and Compliance Report and the External Investment Advisor Report as outlined in report 2016 11 FC-039;**

**AND THAT the Members of the Board of Directors and Finance Committee confirm compliance with Section 3.2.10 of the Investment Policy Statement as follows:**

***No investment shall be made in a non-arm's length transaction with any member of the Investment Committee, Finance Committee or the Board of Directors, or any employee of, or consultant to, the Committees or the Board.***

**CARRIED**

### 5.2.5 2016 11 FC-040 Ministry Pre-Capital Submission Stem Cell Transplant Ambulatory Project

Scott advised that the Ministry Pre-Capital Submission Stem Cell Transplant Ambulatory Project report requests the Board's support for a second pre-capital project valued at \$2M to address the renovation costs for the expansion of Clinic F in the Juravinski Cancer Centre.

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

**THAT the Board of Directors approves submission of the Stem Cell Transplant Ambulatory minor project to the HNHB LHIN and Ministry of Health Capital Branch for funding consideration as outlined in Report 2016 11 FC-040.**

**CARRIED**

5.2.6 2016 11 FC-041 Investment Policy Review

Scott advised that the Committee is seeking the Board's approval to amend HHS' Investment Policy to provide alignment with the Committee's 2016/17 Work Plan by amending the reporting schedule to at least one time per year as opposed to semi-annual, unless there is a deviation from the policy in between reporting periods.

The following motion was moved by Scott Maki and seconded by Julia Kamula:

**THAT the Board of Directors approves the revisions to the Board of Directors Investment Policy as outlined in Report 2016 11 FC-041 and Appendix A;**

**AND THAT the Board of Directors receives for information the HHS Investment Policy and other related policies as outlined in Appendices B through F.**

**CARRIED**

6 Governance Committee – November 23, 2016

Terry Shields presented the items arising from the November 23, 2016 Governance Committee meeting.

Terry reported on the status of the comprehensive review of the Board policies and advised that Roger Campbell is undertaking the initial review. The work will be submitted to the Governance Committee for review at the January 25, 2017 meeting. The Committee will decide the best method to bring proposed revisions to the Board.

Terry noted that positive feedback has been received regarding the mentoring program and the board orientation from both mentors and new Board Members. She noted that a more formal evaluation of the program will take place in February and a report outlining those results will be provided to the Board.

6.1 Consent Agenda

Terry advised that the report confirmed that 10 of 14 Independent Board Members have participated in training sessions this year. She noted that the Committee discussed options for reporting on these sessions to the Board and suggested that all hand-outs would be posted on the Board Portal, along with a short description of what the Board Members consider the top three learnings from the session.



6.1.1 2016 11 GC-016 Semi-Annual Report on Board Education

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

**CARRIED**

Terry presented the two decision items from the Governance Committee meeting for the Board's consideration.

6.2 Decision Items

6.2.1 2016 11 GC-013 Annual Review of Board Committees' Terms of Reference

Terry advised that the Committee is seeking the Board's approval on the Annual Review of the Governance Committee's Terms of Reference. She noted that one minor change was made to the Terms of Reference, namely that the Committee decided to delete the specific reference to the CEO and President in the planning of Board retreats as he is already a named member of the Governance Committee, and therefore would be consulted by virtue of being a member of the Committee and thus this specific reference is not necessary.

Terry provided an overview of the amendment to the motion contained in the report. She noted that the changes to the Quality and Finance / Audit Committees' Terms were approved at the October Board meeting and the Performance Monitoring Committee did not recommend any changes, hence those portions of the motion are not required.

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

**THAT the Board of Directors approves the amendment to the Governance Committee's Terms of Reference attached as Appendix A of Report 2016 11 GC-013, updated to remove the reference to the title, President and CEO from section (d) (iii).**

~~AND THAT the Board of Directors approves the amendments to the Finance / Audit Committee's Terms of Reference attached as Appendix B;~~

~~AND THAT the Board of Directors approves the amendments to the Quality Committee's Terms of Reference as attached as Appendix C;~~

~~AND THAT no changes be made at this time to the Performance Monitoring Committee's Terms of Reference attached as Appendix D.~~

**CARRIED**

6.2.2 2016 11 GC-015 Annual Governance Committee Work Plan

Terry advised that the Committee is seeking the Board's approval on the 2016/17 Governance Committee's Work Plan.

The following motion was moved by Terry Shields and seconded by Julia Kamula:

**THAT the Board of Directors approves the 2016-17 Governance Committee Work Plan as attached in Appendix A to report 2016 11 GC-015.**

**CARRIED**

7 Quality Committee – November 24, 2016

Richard Koroscil presented the items arising from the November 24, 2016 Quality Committee meeting and noted that the Committee reviewed the Q1 Quality Dashboard and the Annual Report on Patient Leadership Walkabouts. Richard noted that discussions at the meeting focused on the recent surge in patients admitted to our hospitals. Staff highlighted the sustained nature of the October and November volume increase and its impact on patients, staff and physicians as well as on such metrics as ALC, Emergency Department Wait Times and patient falls. The Committee discussed the impact of high volumes and the financial challenges as the organization continues to do more with fewer resources.

Richard advised that three Consent Agenda items were being presented for the Board's approval and it was noted that Report QC-038 Quality Improvement Plan Update for fiscal 2015/16 is a decision item:

7.1 Consent Agenda

7.1.1 2016 11 QC-037 Quality Monitor – FY 2016/17 Q1

~~7.1.2 2016 11 QC-038 Quality Improvement Plan Update – 2015 / 16~~

7.1.3 2016 11 QC-040 Patient Leadership Walkabouts Annual Report

**It was moved by Richard Koroscil and seconded by David Collie that the Board approves the items on the Quality Committee Consent Agenda.**

**CARRIED**

Richard advised that three decision items from the Quality Committee meeting were being presented for the Board's approval.

7.2 Decision Items

7.2.1 2016 11 QC-036 Education Session – ALC Update

The Quality Committee requested that Sharon Pierson present the ALC update that she provided to the Committee on the work being done to address the important issue of ALC. Sharon presented an interesting and informative the Education Session on ALC, and was thanked by the Chair for the hard work and progress staff has made in this area which has garnered praise and attention from both the LHIN and the Ministry.

The following motion was moved by Richard Koroscil and seconded by Bill Laidlaw:

**THAT the Board of Directors receives for information an update on Alternate Level of Care (ALC) performance and the ALC Reduction Plan recommendations as set out in report 2016 11 QC-036.**

**CARRIED**

7.2.2 2016 11 QC-038 Quality Improvement Plan Planning 2017/18

Richard advised that the Committee is seeking that the Board approve the 2017-18 Quality Improvement Plan Planning. He noted that in addition to learning the eight provincial priority indicators for the 2017-18 QIP, the Committee learned about the impact that the CQI process is having in bringing the QIP metrics and targets to the front line staff.

The following motion was moved by Richard Koroscil and seconded by Julia Kamula:

**THAT the Board of Directors approves the 2017-18 Quality Improvement Plan (QIP) planning timelines as set out in in report 2016 11 QC-038.**

**CARRIED**

Richard also noted that Committee Members are taking turns reviewing a chapter of the Quality and Patient Safety Toolkit and presenting highlights of the chapters to the other Members at the end of every meeting. He noted that David Collie reviewed Chapter 1 and provided an excellent overview. He recommended the Toolkit to all Board Members, which is posted on the Board SharePoint site under Reference Documents.

8. Report of the Medical Advisory Committee

Dr. Paul Miller advised the Board that the Medical Advisory Committee is presenting a Report from its meeting on October 12, 2016. Dr. Miller provided a brief overview of the items discussed at the meeting.

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

**THAT the Board of Directors approves the October 12, 2016 MAC Board Report as distributed.**

**CARRIED**

9. New Business - 2016 12 BD-016 BAHT CoGen Capital Loan Guarantee

Dave McCaig provided an overview of the report.

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

THAT the Board of Directors approves HHS to provide a general guarantee for a capital loan to BAHT from RBC to a maximum of \$6M (six million) to be used for the purposes of accelerating capital reinvestment required to maintain and improve Cogen assets as set out in report 2016 12 BD-016.

**CARRIED**

10. CEO's Report

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

11. HHS Foundation Update

The following motion was moved by Bill Laidlaw and seconded by Terry Shields:

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

**CARRIED**

12. Motion to move to In Camera Session

It was moved by Terry Shields and seconded by Bill Laidlaw that the meeting move in camera.

**CARRIED**

**Adjournment** – Following the In Camera Session, the meeting adjourned at 8:20 pm.

It was moved by Mary Volk and seconded by Scott Maki that the meeting be adjourned.

**CARRIED**

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Norm Col  
Chair

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Scott Maki  
Secretary / Treasurer