

**Hamilton Health Sciences
Board of Directors**

Minutes

DATE: June 22, 2017

TIME: 3:00 to 6:40 PM

LOCATION: Canadian Warplane Heritage Museum, Dofasco Room, 9280 Airport Road, Mt. Hope, ON

IN ATTENDANCE: Norm Col (Chair), David Collie, Charles Criminisi (*by phone*), Julia Kamula, Richard Koroscil, Bill Laidlaw, Scott Maki, Keith Monrose, Dr. Terry Shields, Mary Volk, Kurt Whitnell, Kirsten Krull, Rob MacIsaac, Dr. Paul Miller, Dr. Chris Ricci, Anna Ventresca (General Counsel), 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, Rebecca Repa, Teresa Smith, Dr. Michael Stacey, Pearl Veenema, Dr. Halder

REGRETS: Chantel Broten, Mary Catherine Lindberg, Dr. O'Byrne

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

Norm Col declared a conflict with respect to item 5.1.7 HCMS Contract Amendment and Rob MacIsaac declared a conflict of interest under item 9.2 of the In-Camera agenda which deals with the Annual Performance Evaluation of CEO.

1.3 Adoption of the Agenda

The Chair proposed the following changes to the open portion of the agenda:

Finance Committee agenda items 5.1.2, 5.1.4 and 5.1.5 to be moved to the Consent Agenda;

5.1.2 BPSAA and M-SAA Annual Attestation Package FY April 1, 2016 to March 31, 2017– Report 2017 06 FC-016;

5.1.4 Microsoft Software Enterprise Agreement Renewal – Report 2017 06 FC-018

5.1.5 End User Computing Devices and Services Agreement – Report 2017 06 FC-019

The Finance Committee agenda items 5.1.1 Capital LRP and Funding Strategy and 5.1.3 17/18 Operating Budget would be more appropriately dealt with during the in-camera portion of the meeting.

The ERM Audit Committee agenda item 8.2.4 will be moved to the in-camera portion of the meeting.

The Chair requested a motion to adopt the open portion of the agenda, as amended.

It was moved by Terry Shields and seconded by Mary Volk 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 April 27, 2017

The Chair requested that a minor correction be made to section 4.2.1 of the open session of the Board minutes.

It was moved by Bill Laidlaw and seconded by David Collie that the Board approves the minutes of the April 27, 2017 meeting, as amended.

CARRIED

COMMITTEE REPORTS

3. Performance Monitoring Committee – May 9, 2017

Charles Criminisi presented the items arising from the May 9, 2017 Performance Monitoring Committee meeting. Charles advised that six Consent Agenda items were being presented for the Board's approval:

3.1 Consent Agenda

3.1.1 Performance Monitoring of the Board Q4 2016/17 Dashboard – Report 2017 05 PMC-014

3.1.2 Strategic Plan Objectives Q4 2016 – Report 2017 05 PMC-015

3.1.3 Annual Communication, Advocacy & Stakeholder Engagement Plan Updates – Report 2017 05 PMC-016

3.1.4 Our Healthy Future Stakeholder Engagement Q4 Update – Report 2017 05 PMC-017

3.1.5 Health Information Technology Services Dashboard Q4 Update – Report 2017 05 PMC-018

3.1.6 Update on IBM Collaboration – Report 2017 05 PMC-022

It was moved by Charles Criminisi and seconded by Keith Monrose 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 2017-18 Strategic Plan & Final Draft of North Star Metrics – Reports 2017 03 PMC-013 and 2017 05 PMC-019

Charles reported that the Committee received supplemental information under Report 2017 05 PMC-019 to provide peer comparator information. The Committee is recommending that the Board approve the 2017/18 Strategic Plan and Final Draft of North Star Metrics as outlined in Report 2017 03 PMC-013.

The following motion was moved by Charles Criminisi and seconded by Richard Koroscil:

THAT the Board of Directors receives for information the report 2017 05 PMC-019 Annual Strategic Plan & Final Draft of North Star Metrics (supplemental information);

AND THAT the Board of Directors approves the 2017 03 PMC-013 2017-18 Strategic Plan and Final Draft of North Star Metrics.

CARRIED

3.2.2 2017-18 Performance Monitoring Metrics – Report 2017 05 PMC-020

Charles advised that the Committee is seeking the Board's approval on the 2017-18 Performance Monitoring Metrics as outlined in Report 2017 05 PMC-020. There was discussion on the CIHI Report and it was noted that Hamilton Health Sciences was underperforming in certain areas in comparison against its peers. The Board agreed that Management monitor and report back to the Board via the Performance Monitoring Committee and the Quality Committee as appropriate.

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

THAT the Board of Directors approves the 2017-18 Performance Monitoring Metrics attached as Appendix A to Report 2017 05 PMC-020 2017/2018 Performance Monitoring Metrics.

CARRIED

4. Finance Committee – May 16, 2017

Scott Maki presented the items from the May 16, 2017 Finance Committee meeting. Scott advised that four Consent Agenda items were being presented for the Board's approval:

4.1 Consent Agenda

- 4.1.1 Quarterly Operating Statements, Q4 – Report 2017 05 FC-010
- 4.1.2 Business Development Office Update – Report 2017 05 FC-011
- 4.1.3 Procurement and Contract Review – Report 2017 05 FC-013
- 4.1.4 Board HHS Volunteer Association Loan Guarantee – Report 2017 05 FC-014

It was moved by Scott Maki and seconded by David Collie that the Board approve the items on the Finance Committee Consent Agenda.

CARRIED

5. Finance Committee – June 20, 2017

Scott Maki presented the Finance Committee Report from the June 20, 2017 meeting. Scott advised the following three Consent Agenda items were being presented for the Board's approval:

5.1 Consent Agenda

- 5.1.2 BPSAA and M-SAA Annual Attestation Package FY April 1, 2016 to March 31, 2017– Report 2017 06 FC-016;
- 5.1.4 Microsoft Software Enterprise Agreement Renewal – Report 2017 06 FC-018
- 5.1.5 End User Computing Devices and Services Agreement – Report 2017 06 FC-019

It was moved by Scott Maki and seconded by Kurt Whitnell that the Board approve the items on the Finance Committee Consent Agenda.

CARRIED

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

Decision Items

5.1.6 Transfer of FY2017 Research Surpluses to HHSRI – Report 2017 06 FC-020

Scott advised that the Committee is recommending that the Board approve the transfer of FY2017 Research Surpluses to HHSRI as outlined in Report 2017 06 FC-020.

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

THAT the Board of Directors approves a designated gift to the Hamilton Health Sciences Research Institute (“HHSRI”) for FY2017 of \$23,871,218.46 CAD as outlined in report 2017 06 FC-020;

AND THAT a portion of the above transfer is designated to the Population Health Research Institute (“PHRI”) fund held at HHSRI in the amount of \$22,306,865.39;

AND THAT the remaining portion of the above transfer is designed to the Research Administration/Executive Committee on Research (“RA/ECOR”) fund held at HHSRI in the amount of \$1,564,353.07.

CARRIED

5.1.7 HCMS Contract Amendment – Report 2017 06 FC-021

Scott advised that the Committee is recommending that the Board approve the amendment to the HCMS Contract as set out in Report 2017 06 FC-021.

The following motion was moved by Scott Maki and seconded by David Collie and unanimously carried, with Norm Col abstaining:

THAT the Board of Directors approves the contract amendment authorizing expenditure to a maximum of \$6.0M as per report 2017 06 FC-021 HCMS Contract Amendment.

CARRIED

6. Quality Committee – May 23, 2017

Richard Koroscil advised that the Committee requested that Kirsten Krull present the education session that she provided to the Committee on Incenting Quality by the Government – The Future of Quality Based Procedures.

Kirsten provided an overview of the Ontario Ministry of Health and Long Term Care (MOHLTC) Health System Funding Reform and provided details on Health Based Allocation Method (HBAM) and Quality Based Procedures (QBP) in particular. She provided an overview on the new QBPs being released based on input from Health Quality Ontario.

She highlighted best practice guidelines and the benefit of working with other hospitals in an integrated system to become more efficient. Kirsten also highlighted challenges within the current model insofar as it does not fully recognize efficiency, standardization and adoption of best practices.

Kirsten was thanked by the Board for providing an excellent presentation.

Richard Koroscil presented the Quality Committee Report from the May 23, 2017 meeting. Richard advised the following four Consent Agenda items were being presented for the Board's approval:

6.1 Consent Agenda

6.1.1 Incenting Quality by the Government – The Future of Quality Based Procedures – Report 2017 05 QC-019

6.1.2 Monthly Board Quality Committee Dashboard Q4 2016-17 – Report 2017 05 QC-020

- 6.1.3 Quality Improvement Plan 2016-17: Q4 Performance – Report 2017 05 QC-021
- 6.1.4 HIROC Risk Assessment Checklists 2016-17 – Report 2017 05 QC-023

It was moved by Richard Koroscil and seconded by Terry Shields that the Board approve the items on the Quality Committee Consent Agenda.

CARRIED

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

6.2 Decision Items

6.2.1 Quality Improvement Plan 2016-17: Executive Compensation – Report 2017 05 QC-024

Richard provided an overview of the Quality Improvement Plan 2016-17 with respect to Executive Compensation. He advised that the Committee is recommending that the Board approve the resolution as outlined in Report 2017 05 QC-024.

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

THAT the Board of Directors approves the at risk component of Executive Compensation from the 2016-17 Quality Improvement Plan (QIP) final performance to be 1.75% of the available 5% at risk as set out in Report 2017 05 QC-024.

CARRIED

6.2.2 Quality Committee Board Membership, Patient Family Advisor – Report 2017 05 QC-025

Richard provided an update on the Quality Committee Board Membership, Patient Family Advisor. He advised that having a patient family advisor on the Committee would add value and that the Committee is recommending that the Board approve the resolution as outlined in Report 2017 05 QC-025.

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

THAT the Board request the Governance Committee to recommend a community member to sit on the Quality Committee of the Board as a Patient Family Advisor as set out in Report 2017 05 QC-025.

CARRIED

7. **Governance Committee – May 24, 2017**

Terry Shields presented the Governance Committee Report from the May 24, 2017 meeting. Terry advised that the following Consent Agenda item was being presented for the Board's approval:

7.1 **Consent Agenda**

7.1.1 Scholarship Update – Report 2017 05 GC-008

It was moved by Terry Shields and seconded by Bill Laidlaw that the Board approve the item on the Governance Committee Consent Agenda.

CARRIED

Terry advised that one decision item was being presented for Board approval.

7.2 **Decision Item**

7.2.1 **Amendment to Board Policies – Report 2017 05 GC-006**

Terry advised that the Compensation Committee requested that the 360° performance assessment of the CEO be conducted on a biennial basis. This change is being brought forward by the Governance Committee for recommendation to the Board as outlined in Report 2017 05 GC-006.

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

THAT the Board of Directors approves the amendment to Board Policy 2.2 CEO Evaluation Process as set out in Appendix A to Report 2017 05 GC-006.

CARRIED

8. **Audit Committee – June 8, 2017 (Chaired by Norm Col)**

The Chair presented the Audit Committee Report from the June 8, 2017 meeting, noting that the following two Consent Agenda items were being presented for the Board's approval:

8.1.1 Compliance with Legislation – Report 2017 06 AC-006

8.1.2 Whistleblower Report – Report 2017 06 AC-007

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

CARRIED

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

8.2 Decision Items

8.2.1 Audit Report and Financial Statements – Report 2017 06 AC-001

The Chair provided an overview of the Audit Report and Financial Statements for the fiscal year ended March 31, 2017, noting that a clean opinion was issued. He advised that this was the first year with KPMG as Auditor. He advised that the auditors reviewed internal controls and that no significant control deficiencies were identified. He advised that KPMG will come back to Committee in the fall with observations in regards to some areas of organizational controls.

He advised that the Committee is recommending that the Board approve the resolution as outlined in Report 2017 06 AC-001.

The following motion was moved by Kurt Whitnell and seconded by Julia Kamula:

THAT the Board of Directors approves the Audited Financial Statements, as attached in Appendix 1 to report 2017 06 AC-001 for fiscal year ended March 31, 2017.

CARRIED

8.2.2 Internal Audit Plan – Report 2017 06 AC-003

The Chair reported that the Committee discussed the proposed Internal Audit work plan for the 2017/18 and 2018/19 fiscal years. The Committee in particular discussed cyber security risks and IT controls. He highlighted issues that came out of the 2016/17 Internal Audit with respect to outsourcing to MSSSI noting certain concerns identified regarding internal controls of the service provider, which concerns are being addressed by Management. He advised that the Committee is recommending the Board approve the resolution as outlined in Report 2017 06 AC-003.

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

THAT the Board of Directors approves the two-year Internal Audit Plan for 2017/18 to 2018/19 as outlined in report 2017 06 AC-003.

CARRIED

8.2.3 Appointment of External Auditors – Report 2017 06 AC-004

The Chair provided an update on the Appointment of KPMG as External Auditors noting that the 2016/17 fiscal year was year one for KPMG as auditors. He recognized the Management Team for their cooperation and proactive approach to the Audit. He highlighted benefits including ongoing communication as well as the close proximity of the Auditors.

He advised that the Committee is recommending that the Board approve the resolution as outlined in Report 2017 06 AC-004.

The following motion was moved by Terry Shields and seconded by David Collie:

THAT the Board of Directors recommends the appointment of KPMG as the auditors for HHS for the fiscal year 2017/18 as outlined in report 2017 06 AC-004.

CARRIED

9. Report of the Medical Advisory Committee

Dr. Miller advised that the recommendation regarding new Service of Pediatrics Diagnostic Imaging would be more appropriately dealt with in the In-Camera portion of the Board meeting. The Chair advised that this report will be moved to item 9.1 of the in-camera agenda. Dr. Miller advised that the Reports to the Board from the May and June MAC meetings will be provided in due course.

10. Presentation on Integrated Stroke Care

10.1 Integrated Stroke Care – Report 2017 06 BD-007

Teresa Smith provided a presentation of Integrated Stroke Care. She advised that HHS together with St. Joseph's Healthcare Hamilton are working together to implement an integrated model of stroke care for Hamilton. She highlighted the benefits of this model of care as well as the risk mitigation approach.

Teresa and her team were recognized by the Board for their proactivity on Integrated Stroke Care in Hamilton.

The Chair advised that Board approval is being sought and requested that the recommendation be amended to reflect the resolution contained in the presentation slides.

The following *amended* motion was moved by Bill Laidlaw and seconded by Keith Monrose:

~~**THAT the Board approves the model of integrated stroke care for Hamilton as set out in this Report 2017 06 BD-007.**~~

THAT the Hamilton Health Sciences Board endorse the voluntary integration of hospital based adult stroke services from SJHH to HGH to create an integrated model of stroke care.

CARRIED

11. CEO's Report

Rob MacIsaac presented his Report to the Board. He welcomed Anna Ventresca to her first Board meeting as VP Legal Services and General Counsel.

An update was provided on meetings with public officials and the LHIN to communicate challenges faced by HHS. He advised that he was appointed to Chair the OHA Election Planning Advisory Committee, noting that the Hospital agenda was receiving the attention of political parties.

Rob recognized Alison Robichaud together with Mark Farrow and his team for being selected as this year's recipient of the Innovation in the Adoption of Health Informatics Awards for the HEWS project.

An overview of the approach with respect to the Governance of the Community Health Model was provided and it was noted that the final version of the paper highlighting synthesis and concept will be submitted to the Ministry by the end of June. Rob advised that the paper submission regarding the Hamilton Community Group will be provided to the Board once it is submitted to the Ministry and the Board will be kept apprised of developments. The Chair recognized the efforts of the organization for making progress.

He provided an update from the Charrette Workshop held to facilitate a holistic approach to healthcare planning. He highlighted themes arising from the Charrette that included governance structure, funding model, alignment of services and shared data. A submission to the Ministry will be made regarding: (i) funding request for development of Population Health Asset Map and Portal; (ii) development of three to four care standardized, evidence-based interdisciplinary care management pathways; (iii) development of care coordination model; and (iv) business planning and facilitation support. Following submission to the Ministry the community will be engaged to provide feedback.

Highlights from the Physician Summit lead by Dr. McLean were provided and Rob introduced Dr. Halder to the meeting.

The Long Service Awards was held on June 5, 2017 to recognize staff and volunteers who have achieved 25 – 50 years of service at Hamilton Health Sciences.

He reported that HHS has received the Green Hospital Scorecard results from 2015 and performance has been improved with a silver rating. Rob advised that Kelly Campbell and her team are working on creating an environmental management plan.

Late additions to the Board Package were identified as a result of Committee meetings being held within days of a Board meeting. He noted that any changes to the scheduled meeting dates going forward will avoid committee meetings occurring in the same week as a Board meeting.

12. HHS Foundation Report to the Board

The Foundation Report to the Board was received. Rob thanked Pearl for efforts made on Winning Wednesday's and the Donor Recognition event.

13. WLMH CAC Report to the Board

The WLMH CAC Report to the Board was received.

The following motion was moved by Bill Laidlaw and seconded by Julia Kamula:

THAT the HHS Foundation Update and the WLMH CAC Report to the Board be accepted as distributed.

CARRIED

14. **Motion to move to In-Camera Session**

It was moved by Terry Shields and seconded by Scott Maki that the meeting move in-camera.

CARRIED

Adjournment – Following the In Camera Session, the meeting adjourned at 6:40 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

Action List

	<i>Agenda Item</i>	<i>MRP</i>	<i>Reporting Date</i>
March 2017	Board collaboration strategy with LHIN and public officials	Rob MacIsaac / Aaron Levo	Fall 2017
June 2017	Monitor areas of performance as identified in CIHI Report *	PMC/QC	Fall 2017
June 2017	Ministry submission re: Community Health Model – send to Board	Rob MacIsaac	June 2017

**Note: Add to Action list for PMC and QC*