

**Hamilton Health Sciences  
Board of Directors**

**Minutes**

**DATE:** December 7, 2017

**TIME:** 4:00 to 6:45 PM

**LOCATION:** 100 King Street West, 23<sup>rd</sup> Floor, Conference Rooms 23-009 / 23-010, Hamilton, ON

**IN ATTENDANCE:** Julia Kamula (Chair), Norm Col, Charles Criminisi (partial), Richard Koroscil, Bill Laidlaw, Dave Lazzarato, Scott Maki, Keith Monrose, Shirley Thomas-Weir, Mary Volk, Kirsten Krull, Rob MacIsaac, Dr. Paul Miller, Anna Ventresca (General Counsel), Adrianna Bogris (Recording Secretary)

**GUESTS:** Michele Beals, Kelly Campbell, Mark Farrow, Mark Haley, Aaron Levo, Dave McCaig, Dr. Richard McLean, Dr. Ralph Meyer, Sandra Ramelli, Dr. Ted Scott, Teresa Smith, Dr. Wes Stephen, Pearl Veenema

**REGRETS:** David Collie, Dr. Dereck Hunt, Dr. Paul O'Byrne, Dr. Terry Shields, Kurt Whitnell

**1. Opening**

The Chair welcomed everyone to the open portion of the Board meeting.

**1.1 Quorum**

Quorum was established.

**1.2 Declarations of Conflict of Interest**

There were no conflicts of interest 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 Bill Laidlaw and seconded by Keith Monrose that the Board adopt the Agenda for the open portion of the meeting, as distributed.**

**CARRIED**

**1.4 Approval of the Minutes from the October 12, 2017 Meeting**

As noted during the in-camera portion of the meeting, the October 12, 2017 minutes will be corrected to reflect the attendance of Dave Lazzarato and Shirley Thomas-Weir.

It was moved by Richard Koroscil and seconded by Shirley Thomas-Weir that the minutes from the October 12, 2017 meeting be approved as amended.

CARRIED

2. Strategy

2.1 Strategic Plan Framework (Verbal Update)

Dr. McLean advised that four goal committees have been established. The teams are on track and an update on the progress of the teams will be brought back to the Board at its February meeting. The final goals will be submitted to the Board for approval at its March 2018 meeting.

2.2 Quarterly Report of Corporate Strategic Results – Q2 2017/18 – 2017 12 BD-013

Ted Scott presented the Quarterly Report of Corporate Strategic Results – Q2 2017/18. He highlighted four metrics reflected as red due to increased patient volumes.

The following motion was moved by Shirley Thomas-Weir and seconded by Richard Koroscil:

**THAT the Board of Directors receives for information the Corporate Strategies Update for Q2 FY2017/2018 as set out in Report 2017 12 BD-013.**

CARRIED

COMMITTEE REPORTS

3. Performance Monitoring Committee – November 8, 2017

Richard Koroscil presented the items arising from the November 8, 2017 Performance Monitoring Committee meeting. Richard advised that two items were being presented for the Board's approval or receipt:

3.1 Stakeholder Relations Indicators – 2017 11 PMC-036

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

**THAT the Board of Directors approve the development and implementation of an annual Stakeholder Relations Indicators as set out in Report 2017 11 PMC-036.**

CARRIED

3.2 People Strategy Work Plan 2018-2021 - 2017 11 PMC-037

Richard advised that Mark Haley provided an update on the People Strategy Work Plan 2018-2021 to the Committee. He provided an overview of the deliverables and timelines. There was

discussion on next steps and Mark advised that a third party consulting firm will be retained to finalize the People Strategy.

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

**THAT the Board of Directors receives for information an update on the HHS People Strategy as set out in Report 2017 11 PMC-037.**

**CARRIED**

**4. Audit Committee – November 14, 2017**

Scott Maki presented the items from the November 14, 2017 Audit Committee meeting. Scott advised that two items were being presented for the Board's approval or receipt.

**4.1 External Audit Plan – 2017 11 FC-008**

The following motion was moved by Scott Maki and seconded by Norm Col:

**THAT the Board of Directors approves the audit plan for the year ending March 31, 2018; as outlined in Report 2017 11 AC-008;**

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

**CARRIED**

**4.2 Annual Insurance Report – 2017 11 FC-018**

The following motion was moved by Scott Maki and seconded by Dave Lazzarato:

**THAT the Board of Directors receives for information the Annual Insurance Report, as outlined in Report 2017 11 AC-018.**

**CARRIED**

**5. Quality Committee – November 23, 2017**

Mary Volk provided an overview of the items that were on the agenda for the Quality Committee meeting held on November 23, 2017. Mary advised that the Committee is seeking Board approval on one item.

**5.1 Quality Improvement Plan Planning 2018/19 – 2017 11 QC-040**

Mary Volk provided an overview of the Quality Improvement Plan (QIP) Planning noting that one new mandatory indicator has been added to the 2018/19 QIP (Incidents of Workplace Violence).

She advised that the final indicators and targets will be brought to the Quality Committee meeting in January 2018 in advance of the March 31, 2018 submission deadline to Health Quality Ontario. Some discussion ensued.

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

**THAT the Board of Directors approves the 2018-19 Quality Improvement Plan (QIP) planning timelines as set out in Report 2017 11 QC-040:**

1. Review alignment between current QIP and Strategic Plan (Nov-Dec 2017).
2. Select Draft Indicators (Nov – Dec 2017)
3. Indicators and Targets to Quality Committee of Board for Approval January 2018
4. QIP approval and Sign off March 2018
5. QIP Publicly posted April 1, 2018.

**CARRIED**

**6. Finance Committee – November 27, 2017**

Scott Maki advised that the Operating Results for Q2 was being provided for the Board's receipt.

**6.1 Operating Results, Q2 – 2017 11 FC-036**

The following motion was moved by Scott Maki and seconded by Bill Laidlaw:

**THAT the Board of Directors receives for information the second quarter financial report, 2017 11 FC-036 for the period ended September 30, 2017 as outlined in report 2017 11 FC-036.**

**CARRIED**

**7. Governance Committee – November 29, 2017**

On behalf of Terry Shields, Julia Kamula presented the Governance Committee Report from the November 29, 2017 meeting. She advised that the Committee discussed the upcoming Board recruitment plan, reviewed and updated the Skills Matrix and confirmed that Keith Monrose has taken on the role of Board champion for the annual scholarship awards.

**7.1 Committee Member Voting Rights – 2017 11 GC-014**

Julia Kamula advised that the Committee reviewed Committee Member Voting Rights due to lack of clarity regarding ex-officio, mandated members of the Quality Committee as per the Excellent Care for all Act (ECFAA). It was determined that there is a conflict between Board policies and current practice and following discussion at Governance the consensus was to amend the Board policies and Terms of Reference to reflect current practice, namely to clarify that mandated ex officio members of committees have voting rights.

Discussion ensued. The Board requested clarification on the definition of ex-officio, mandated members and an explanation was provided noting that the Quality Committee and Medical Advisory Committee are currently the only two committees with legislated ex officio members. There was discussion on conflicts of interest with respect to voting on Committees. Management will go back to identify potential conflicts of interest with respect to ex-officio votes.

Anna Ventresca advised that the revised Board policies will come back to the Board for approval via the Governance Committee in due course.

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

**THAT the Board of Directors determines that legislated ex officio members of a committee of the Board of Directors shall have voting rights on such committee, subject to conflict of interest policies;**

**AND THAT the Board of Directors directs management to amend the Board of Directors Governance Policies and Committee Terms of Reference to reflect such determination and provide clarity on voting rights of all committee members.**

**CARRIED**

## **7.2 Second Vice Chair – 2017 11 QC-015**

Julia Kamula provided an overview of the Report on the Second Vice Chair. Context and background was provided on the recommendation of the second Vice Chair role. Following discussion at the Spring Retreat, there was a review on leadership models and a recommendation to amend the by-laws to add a second Vice Chair role. Discussion ensued on the implications regarding Director Term Limits with respect to the Second Vice Chair role. Julia advised that leadership development on the HHS Board will be added as an item on the Governance Committee's work plan.

The following motion was moved by Julia Kamula and seconded by Keith Monroe:

**THAT the Board of Directors agrees to return to a board structure with one Vice Chair, and directs management to amend the HHS Corporate By-Law 5 to delete references to a 2nd Vice Chair role.**

**CARRIED**

## **8. Medical Advisory Committee Meetings**

### **8.1 MAC Report – Approval of Department Chiefs – 2017 12 MAC-008**

Dr. Miller advised that the Medical Advisory Committee is seeking approval of the Department Chiefs. In accordance with the Professional Staff By-law, the Board is required to annually appoint / reappoint Department Chiefs.

The following motion was moved by Dave Lazzarato and seconded by Norm Col:

**THAT the Board of Directors approves the appointments of the Department Chiefs as recommended by the Medical Advisory Committee at its October 11, 2017 and November 8, 2017 meetings and set out in item 1 of the MAC Reports to the Board attached hereto as Appendix A to Report 2017 12 MAC-008.**

**CARRIED**

Dr. Miller advised that changes to the e-credentialing process with respect to granting privileges were approved by the MAC.

**Upon motion duly made and unanimously carried, the following MAC Board Reports were accepted:**

**8.2 MAC Board Report – October 11, 2017**

**8.3 MAC Board Report – November 8, 2017**

**9. CEO's Report**

Rob Maclsaac presented his Report to the Board. He acknowledged Sharon Pierson, Kelly O'Halloran and their team for winning the Minister's Medal for their scaled approach to HealthLinks.

He reported that HHS has received recognition as the most improved hospital from Cancer Care Ontario with respect to breast cancer screening.

Rob provided an update on the Town Hall noting that it was well attended. He advised that a financial update was provided as well as an update on the St. Peter's Hospital fire. In addition, an update on Our Healthy Future was provided.

On October 24, 2017, Rob and Dr. McLean attended H on the Hill in Ottawa as part of HealthCareCAN. He met with several members of parliament to raise issues and identify opportunities for research hospitals.

Rob also participated at CAHO Research Showcase at Queen's Park with various MPP's to advocate for hospitals at the provincial level.

**St. Peter's Hospital (SPH) Fire**

Dr. Wes Stephen provided an update on the SPH fire recognizing the efforts of clinical and non-clinical staff for safely evacuating 96 patients to other sites. He advised that a command centre was set up at McMaster Children's Hospital and a code orange was declared. He recognized HHS' LHIN partners who accommodated 42 out of the 96 patients externally with the other 54 patients being transferred to other HHS facilities.

A Loss of Capacity Framework was drafted to manage the surge of patients. HHS working with Joseph Brant and EMS are redirecting the JH fractured hip patients to Joseph Brant on a temporary basis to allow for increased capacity to manage the patient surge.

Dr. Stephen noted that contractors have been working 24 hours a day to repatriate those patients transferred to other facilities and he reported that all patients have returned to SPH as of December 5, 2017, with one exception that for medical reasons was determined best not to move.

He advised that the Employee Assistance Program has been onsite at SPH to support staff that were traumatized by the incident. HHS continues to meet with the LHIN and the Ministry of Health with updates and to request support of the financial costs of the additional surge beds opened. A claim with HIROC has been opened and all costs are being collated.

The cause of the fire is yet to be determined from the Fire Marshall's department. An overview of next steps including a formal debrief at SPH is in the works. Rob advised that the Fire Chief has been invited to attend a meeting with the senior team to debrief and formulate common plans in the event of any future emergencies. He recognized the Fire Marshall's Team for their quick response and outstanding work.

The Board recognized staff and fire officials for their dedication and efforts in quickly and safely evacuating patients to safe locations.

10. **HHS Foundation Report to the Board**

The Foundation Report to the Board was received.

11. **WLMH CAC Report to the Board**

The WLMH CAC Report to the Board was received.

The following motion was moved by Scott Maki and seconded by Bill Laidlaw:

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

**CARRIED**

12. **Adjournment**

It was moved by Bill Laidlaw and seconded by Richard Koroscil that the meeting be adjourned.

The meeting adjourned at 6:45 pm.

13. **Independent Directors Session and CEO**

Following the adjournment, the Independent Directors met with the CEO and General Counsel.

14. Independent Directors Session

Following the Independent Directors Session and CEO, the Independent Directors met.

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Julia Kamula  
Chair

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Scott Maki  
Secretary / Treasurer



Action List

	<i>Agenda Item</i>	<i>MRP</i>	<i>Reporting Date</i>
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