

DRAFT

**Board of Directors
Minutes of the Open Meeting held
Monday, May 29, 2017
4:30 pm – 5:49 pm
West Park Healthcare Centre
Board Room**

Present:

W. Law (Chair)	J. Leon
S. Armstrong (Telecon)	C. Novick
B. Bell	B. Ohcebol
T. Brown	D. Patterson
Dr. N. Cullen (Telecon)	C. Rate
D. Keddy (Telecon)	D. Simunac
M. Garamszeghy	C. Shushelski
A.-M. Malek	M. Verrier (Telecon)
K. Marshall	

Regrets:

J. Freeman
C. Henley
Dr. N. Rambihar

Internal Guests:

J. Cole (via telecon)
J. Cooper
A. Dean
S. Ditty (via telecon)
D. Renzetti
S. Strus (Recorder)
J. Walker

Invited

Guests:

David Chemla, Deloitte (via telecon)
Linda Headon, Deloitte
Erica Pinto
Jennifer Pinto

Call to Order and Chair's Remarks

The meeting was called to order and members were asked to declare any conflicts of interest. None were declared.

The Chair introduced Erica Pinto and Jennifer Pinto, Master of Health & Informatics (UofT) practicum students sponsored by J. Walker, VP Strategy, Innovation & CIO.

The Chair acknowledged that B. Bell, Chief Nursing Officer, resigned her position, effective June 23, 2017, to assume a new position at the Central Local Health Integration Network (LHIN).

A-M. Malek acknowledged Barb's contributions over 19 years of service.

She thanked Barb and wished her all the best in her new position as Vice President, Quality and Safety at the Central LHIN.

1.0 Motion to approve Consent Agenda

Motion:

It was moved, seconded and carried:

“That the Consent Agenda be approved as presented.”

2.0 Approval of Minutes of the Open meeting held on March 30, 2017

Motion:

It was moved, seconded and carried:

“That the Minutes of the Open meeting held on March 30, 2017 be approved as presented.”

Approval of the Redacted Minutes of the Open meeting held on March 30, 2017

Motion:

It was moved, seconded and carried:

“That the Minutes of the Redacted Minutes of the Open meeting held on March 30, 2017 be approved as presented.”

3.0 Foundation Report

J. Cole provided a high level overview of the Foundation's inaugural Tournament of Stars event held on March 31, 2017. She also congratulated Centre Board member D. Simunac for taking on the role of Chair of the Steering Committee for next year's event scheduled to take place on March 23-24, 2018.

4.0 Q3: 2016-17 Balanced Scorecard

The Chair reiterated that the Balanced Scorecard reflects the period from April 1, 2016 to December 31, 2016, highlighting the Centre's performance across four quadrants of reporting: Our Stakeholders and Community; Clinical Excellence; Our People and Organizational Capacity; and Financial Capacity. The Balanced Scorecard is reported three times per year to the Quality Committee and the Board.

25/30 indicators met target/corridor with 16 indicators exceeding target.

There were 5 indicators below target and/or comparators, which are being monitored.

5.0 Verbal Report from Quality Committee meeting held on May 16, 2017

The Chair provided a brief summary of the Quality Committee (QC) meeting held on May 16, 2017. S. Armstrong noted that the patient representative on the QC joined the meeting for the first time and provided excellent insight on patient services and improvement opportunities.

S. Armstrong and D. Renzetti, attended an OHA conference on the Board Oversight Role in Quality and will share the information with the Board at the next meeting.

6.0 Project Update

A-M. Malek advised the Board that on May 26, 2017 the Centre received approval of its Stage II Functional Program. Stage III Output Specifications submission is yet to be approved.

Campus Development

The Chair referenced the pre-circulated information and a brief discussion ensued on the 2017-2018 budget for the Planning and Development office.

Motion:

It was moved, seconded and carried:

“That the Board approve the 2017/18 Campus Development Office Operating Budget as presented.”

Local Share Plan Update

J. Cooper provided a recap of key features of the Local Share Plan (LSP), and the LSP process, with a focus on the timing of commitments and implications.

J. Cooper advised that no substantial changes had taken place since the last LSP update was provided to the Board on January 26, 2017.

A member inquired if a Broker will be hired to deal with unwanted medical equipment in the new hospital, to which S. Ditty replied that the Centre will have a Broker in place for equipment and furniture, however, noted the liability associated with medical equipment sales.

J. Cooper also provided a recap of the LSP Balance Submission.

The Chair confirmed that members would be required to approve the Stage 4 Request for Proposal (RFP) Submission at a Special Board meeting taking place on June 20, 2017.

J. Cooper thanked Deloitte for their support and responsiveness through the process to date.

7.0 Approval of Audited Financial Statements for the fiscal year ending March 31, 2017

J. Cooper referred to the pre-circulated memo and highlights from the Audited Financial Statements, noting that the Centre completed the year with a surplus for the 14th year in a row.

The Chair noted that the Auditors require a resolution from the Board in order to issue the Audited Financial Statements. The Executive Committee reviewed the Financial Statements and also met with the Auditors who provided an unqualified opinion. The Executive Committee recommended approval by the Board.

Motion:

It was moved, seconded and carried:

“That the 2016-2017 Audited Financial Statements be approved for presentation to the Members at the Annual General Meeting.”

Internally Restricted Net Assets

J. Cooper referenced the pre-circulated materials and outlined the motion proposed.

Motion:

It was moved, seconded and carried:

“That the Board approve the following restrictions on the Centre’s net assets as of March 31, 2017:

- **Local share of redevelopment** - **\$10,825,000**
- **Renewal of LTCC Property, Plant & Equipment** - **\$2,935,000**
- **Renewal of Centre Property, Plant and Equipment** - **\$140,000”**

8.0 Capital Budget

The Chair remarked that the Capital Plan includes \$815K capital spending approved for 2016-2017 and carried over to 2017-2018, and \$1,649K of new capital spending approved for 2017-2018.

Major items carried forward include ventilators and a number of IT projects (infrastructure enhancements, budgeting and reporting, HR system, P&O system, Discharge Summary and Project Notes).

In addressing a member's question in relation to the re-prioritisation of projects to take advantage of provincial funding, J. Walker provided examples of other sources of funds that were accessed in support of IT implementation.

Motion:

It was moved, seconded and carried:

“That the Board approve the 2017-2018 Capital Plan.”

9.0 Selection of Auditors for 2017-2018

The Chair noted the professional relationship that exists with PWC.

An assessment of the auditors was performed utilizing the Canadian Public Accounting Board Assessment Tool for Audit Committees.

Based on the results of the assessment, the Executive Committee recommended that the Board appoint PricewaterhouseCoopers (PwC) as the Centre's auditors for 2017-2018.

Motion:

It was moved, seconded and carried:

“That the Board of Directors recommends to the Members that PricewaterhouseCoopers be appointed as Auditor of the Corporation for the period June 22, 2017, until the next Annual General Meeting of the Corporation, and that the Board of Directors be authorized to fix the fee for the Auditors.”

10.0 Re-appointment of the Investment Advisor for 2017-2018

The Chair advised that in 2016-2017, the Joint Investment Committee developed a formal review process for the Investment Manager. At each meeting of the Joint Investment Committee, the relative performance of Fiera Capital Corporation was reviewed and the investment performance of Fiera was found to be good. A combination of the service levels, responsiveness to questions and trade requests, low management fees, and the favorable performance of Fiera against the benchmark and peers resulted in a positive review of the Investment Manager.

A member inquired if it might be prudent to pursue the option of having a second Investment Manager and split the work, however, it was confirmed that the portfolio is not large enough to do so.

Motion:

It was moved, seconded and carried:

“That the Board approve the re-appointment of Fiera Capital Corporation as the Investment Manager for the Centre investment portfolio.”

11.0 Investment Committee Annual Report

The Chair of the Investment Committee remarked that the Annual Report reflected the work of the Investment Committee this year.

J. Cooper noted the Committee's work in the development of a formal methodology to assess the Investment Manager, which resulted in a policy which will drive a more rigorous process.

Motion:

It was moved, seconded and carried:

“That the Board approve the Annual Report of the Investment Committee.”

12.0 Report of the Chair

Nominations Process

The Chair advised that the Nominations Committee under the leadership of J. Leon, had interviewed four short-listed candidates for one vacant Board position.

The Nominations Committee presented a recommendation to the Executive Committee and after some discussion, the recommendation was approved.

The Chair in turn presented the nomination recommendation to the Board, indicating that the recommendation would be brought forward in the Nominations Report at the next Board meeting on June 22, 2017.

The Chair thanked J. Leon for leading the nominations process this year.

Joint Board Retreat

The Chair acknowledged the excellent attendance from both Centre and Foundation Board members at the Retreat. The Retreat evaluations identified areas for improvement and confirmed the value of this year's Retreat.

A-M. Malek acknowledged that a small group from both the Centre and Foundation Boards planned the Joint Board Retreat. A-M. Malek thanked T. Brown and K. Marshall, who represented the Centre Board, for their contributions.

Executive Committee meeting held May 24, 2017

The Chair provided a brief summary of the meeting noting that the meeting fulfils the audit functions of the role of the Committee.

The Chair noted that the Auditors were very complimentary of the Finance Department staff and commended J. Cooper and C. Wong on an excellent job.

13.0 Governance Policies

Policies and procedures are updated on a 3-year cycle in order to ensure they are current.

The Corporate Communication Policy, the Political Activities Policy and the Business Workplace Conduct Report Policy were presented to the Board.

A member asked the CEO if she was aware of any staffing pushback or Union descent on these policies, to which she replied she was not.

Another member inquired if the matter of Physician misconduct would be processed through the Business Workplace Conduct Reporting Policy, to which A-M. Malek responded that such matters would be dealt with differently. However, it could initially be identified under this policy.

Motion:

It was moved, seconded and carried:

“That the Board approve the policies pertaining to Corporate Communications, Political Activities, and Business Workplace Conduct Reporting .”

14.0 Meeting Evaluation

The Chair remarked how worthwhile member feedback was to the success of future Board meetings and encouraged everyone to take the time to complete the form.

15.0 Public Relations Log

This was provided for information only.

16.0 Termination and Next Meeting

There will be no further business, it was moved, seconded and carried:

“That the Open Meeting be terminated at 5:49 p.m.”

The next meeting will take place, Tuesday, June 20, 2017 (Special meeting)

Chair Signature: _____

Date: _____