

**Board of Directors**  
**Minutes of the Open Meeting held**  
**Thursday, November 24, 2016**  
**5:18 pm - 7:09 pm**  
**West Park Healthcare Centre**  
**Gage Building Conference Room**

**Present:**

W. Law (Chair)  
T. Brown  
B. Bell  
Dr. N. Cullen  
M. Garamszeghy  
A.-M. Malek  
K. Marshall

C. Novick  
B. Ohcebol  
D. Patterson  
Dr. N. Rambihar  
C. Shushelski  
M. Verrier

**Regrets:**

S. Armstrong  
J. Freeman  
C. Henley  
D. Keddy  
J. Leon  
C. Rate  
D. Simunac

**Internal Guests:**

J. Cole  
J. Cooper  
S. Ditty  
Dr. R. Goldstein  
D. Renzetti  
J. Walker

**Invited**

**Guests:**

Dr. R. Heslegrave, Chair, JREB

**Call to Order and Chair's Remarks**

Following a very successful "Meet and Greet" educational event with the Board and West Park researchers at the Gage building, which commenced at 4:15 pm, the meeting was called to order at 5:18 pm.

**1.0 Academic Plan Update**

The Chair introduced Dr. R. Goldstein and referenced the pre-circulated deck which contained the mission, vision, strategic priorities and the 2015-16 activities with an emphasis on scientists' achievements. Dr. Goldstein addressed a question from the Chair in relation to the cultivation of stakeholders, advising that the research world is rather small and West Park's researchers collaborate a lot with international colleagues, although more through electronic means than in person.

The Chair thanked Dr. Goldstein for the update and remarked that he was delighted that the research function was such an integral part of West Park activities and operations.

## **2.0 Joint Research Ethics Board Report for 2015-16**

The Chair introduced Dr. Ron Heslegrave, Chair, Joint Research Ethics Board (JREB).

Dr. Heslegrave provided highlights from the 2015-16 JREB Report and he also provided input on a broad range of issues raised by Centre Board members.

After the presentation and Centre Board interactions, the Chair thanked Dr. Heslegrave and reiterated the importance of the “meet and greet” with Centre Board members and West Park Researchers held prior to the start of the Centre Board meeting.

Dr. Goldstein and Dr. Heslegrave both left the meeting.

### **Chair Update**

The Chair advised that a former Centre Board Director has recently had a health issue and requested that members sign a “get well” card which was being circulated at the meeting.

The Chair noted that Sandra Athron, Manager, Medical Affairs and Governance Effectiveness had resigned from her position and would be moving to Calgary with her family in mid-December. The Chair expressed deep appreciation for Sandra’s support given to the Board and asked the CEO to pass on best wishes to Sandra from the Board.

The Chair then thanked all Board members who attended the Foundation’s Uncork, Untap, Unwind event on November 17, 2016, noting that it was a great success, especially in attracting a younger donor audience and in generating a renewed awareness for West Park.

The Chair remarked that current Board Directors will be polled in the weeks to come to ascertain their intention of continuing to serve on the Board for 2017-2018.

## **3.0 Motion to Approve Consent Agenda**

### **Motion:**

It was moved, seconded and carried:

**“That the Consent Agenda be approved as presented.”**

## **4.0 Approval of Board Minutes**

### **(a) Open Board meeting held on September 29, 2016**

### **Motion:**

It was moved, seconded and carried:

**“That the Minutes of the Open meeting held on September 29, 2016 be approved as presented.”**

**(b) Special Board meeting held on October 20, 2016**

**Motion:**

It was moved, seconded and carried:

**“That the Minutes of the Special Board meeting held on October 20, 2016 be approved as presented.”**

It was noted that Minutes of special board meetings are not publicly posted.

**5.0 Foundation Report**

Foundation CEO, J. Cole, provided an overview of the Capital Campaign and other related projects which the Foundation is currently working on, including Imagine Canada's Accreditation Standards Program.

J. Cole noted that the Family Campaign had also been launched with a goal of attaining a \$1M donation from staff members.

**6.0 Enterprise Risk Management**

B. Bell, in referring to the pre-circulated material under this agenda item, noted that in 2015-2016, the Centre had adopted the Health Insurance Reciprocal of Canada's (HIROC) Integrated Risk Management framework and application. The framework includes a taxonomy of nine key health care organizational risks: care, human resources, financial, external relations, information systems and technology, facilities, regulatory, teaching, and research. The Centre undertook an assessment of all these risks, which resulted in the 2015-16 Risk Register that outlined the highest risks and the actions to be taken to mitigate them.

The Centre's risk profile, it was further noted, had been re-assessed for 2016-17 and mitigation plans had been put in place with all Committees of the Board being given oversight of various risks dependent upon their mandates and responsibilities. The Centre re-assessed each risk within the HIROC framework and assigned either a low, medium, or high rating based on residual risk.

Risks assessed to be medium-high, it was noted, were then rated for impact and severity and mitigating actions were developed. This is what forms the circulated 2016-17 Risk Register and Action Plan.

A discussion ensued on the impact that the Campus Development Project will have on the risks of the Centre. The Campus Development department has now created an annual assessment of the applicable risks. It was noted, in passing, that the risks related to a rebuild of the existing main building had been eliminated owing to the approval of the

Ministry of Health and Long-Term for all-new construction . In closing B. Bell indicated that as more detail becomes available, the Centre will act upon each risk as it comes along.

## 7.0 **Balanced Scorecard 2015-16 Final Report**

It was noted by B. Bell that the Balanced Scorecard reflects the period from April 1, 2015 to March 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 annually to the Quality Committee and the Board.

24 out of 30 indicators met the applicable target/corridor with 12 indicators exceeding target. There were 6 indicators below target and/or comparators as follows:

1. Percentage complex continuing care families rating overall quality of care/services excellent, very good, or good. Survey response rates have decreased over the past few years and have given rise to data quality concerns. Alternative engagement strategies are in discussion to be implemented in 2017.
2. Outpatient hip replacement volumes: Two of the main hospitals that refer these patients have their own outpatient clinics thus reducing the number of referrals received by the Centre. Efforts continue to be made to work with these hospitals to increase referrals. These targets were externally set several years ago.
3. Inpatient stroke volume: This target was set by the TCLHIN with the assumption that patients would be referred to the rehabilitation facility closest to their residence (based on postal code) which was not the consistent practice over the year. Efforts continue to be made to maximize referrals.
4. Percentage overtime hours to total earned hours: Performance is over-budget; however better than peer ccc / rehab facilities with an average at 1.19%.
5. Surplus/deficit from hospital operations: The hospital operations budget is monitored regularly and strategies to optimize funding are being explored.
6. Performance appraisal completion rate: The Centre continues to monitor performance appraisal rates.

A member inquired about the status of referrals. B. Bell advised that postal codes were used. D. Renzetti noted that last year ,the Centre had 100 referrals and so, 160 cases would be a very aggressive target. Mid—year, the Centre was at 150 cases. The Centre, it was observed, still needs to get stronger partnerships with local hospitals to facilitate and encourage patients from West Toronto to complete their rehab at West Park.

A Centre Board member inquired as to what percentage of referrals comes from outside Toronto, to which the CEO advised that Osler would be sa ignificant contributor even though it is outside the TC LHIN. It was noted that the Centre only measures strokes for this particular indicator.

## 8.0 **(a) Campus Development Update**

S. Ditty provided the following update:

Stage 2 has not been approved; however, final comments on the Functional Program have been formally received. No additional Local Share Plan (LSP) comments were received. All comments can be addressed immediately with one exception that requires further discussion regarding the room design of the constant observation beds in the Chronic Assisted Ventilatory Care (CAVC) unit.

The Stage 3 submission is being reviewed by the MOHLTC and preliminary comments have been received regarding the cost share of the Furniture, Fixtures and Equipment list. The Ministry has advised that it will not share in the cost of construction of the tunnel/walkway which connects the Long Term Care Centre with the Hospital. Further discussion is required on this matter.

A celebration event was held on November 24, 2016 for all those employees, patients, families, physicians and volunteers who contributed to the Stage 3 submission.

It was noted that in regard to the municipal process for zoning planning approval, one of the significant issues continues to be the ownership of the roadways, i.e., public vs. private roads. Local Councillors have been asked to assist the Centre in pursuing its mandate for a private road with Toronto Transit Commission (TTC) access.

A member inquired what was the content of the issue over the public road. S. Ditty advised that the City wanted the current service road to be a public road despite the fact that it had been designated as a private road from the beginning of the planning process.

HOK Architects have acknowledged that approximately 8,200 cgsf (component gross square feet) was omitted in the costing between the block schematic phase and the more detailed inpatient room design. The implications of this omission from a cost and design perspective are being reviewed.

Stage 4 - The Request for Qualifications (RFQ) for proponents has now closed and the technical, facility management and financial evaluations are underway. An announcement regarding the prequalified proponents will occur in early January.

The development of the Request for Proposal (RFP) and Project Agreement (PA) is in process and a number of workshops are being held to draft the various required documents. Infrastructure Ontario has now procured the Transaction Advisor for the West Park project. Ernst and Young will advise on the financial elements (i.e., payment mechanism) to be put in place for the facility maintenance agreement over the 30 year period.

The upcoming Joint Board Education event on December 5, 2016, it was noted, will highlight some of the key steps and governance responsibilities involved in the Stage 4 process.

C. Novick remarked that she would need to update the NSA on the current status of the campus development. The CEO advised that an update letter on the overall stage of the project was sent to the NSA on November 15, 2016, and noted that the Centre will need a number of NSA approvals in the months ahead. C. Novick remarked that the NSA have been very positive and want the development to go ahead, however, they also want to do their due diligence.

## **Non-Hospital Update**

S. Ditty advised that the Revival and Amending Agreement with Amico was set to expire on November 15, 2016. West Park initiated discussion with Amico in advance of this date to ascertain the status of waiving the key anchor condition and the execution of the Lease itself. Amico requested that an extension to the Agreement be provided as the key anchor has yet to be able to secure long term operational funding. There continues to be positive signals that this will occur in due course.

A special meeting of the Executive Committee was held on November 10, 2016 to consider Amico's request. Direction was provided to Management to extend the Agreement with Amico to January 9, 2017. West Park included a number of considerations in the Extension Agreement and these were accepted by Amico. The Extension and Amending Agreement was executed on November 15, 2016.

## **(b) Geotechnical Contract Update Approval**

### **Background**

GHD Limited has completed the Geotechnical, Hydrogeology Investigations and Phase One of the Environmental Site Assessment. The draft Geotechnical Investigation report has been received and is under review while the reports for the Hydrogeology Investigation and Phase One Environmental Site Assessment are pending. The structure of the RFP allowed for an optional Phase Two Environmental Site Assessment to be determined based on the result of the Phase One assessment.

The Phase One assessment revealed that due to the large variety of uses of the site throughout the history of West Park that there are a number of Areas of Potential Environmental Concern (APECs). The Infrastructure Ontario AFP model requires that a full investigation of all APECs must be completed and reported on prior to a project RFP being released.

As a result of the initial investigation and the stringent IO requirements, it has been determined that the budget carried for the Optional Phase Two ESA along with the cash allowance budgeted is insufficient to complete the required Phase Two ESA.

### **Total Value of Contract:**

The initial value of the contract that was previously approved including all taxes was \$419,654 plus expenses. This included approximately \$24,170 for the optional Phase Two ESA as well as a \$25,000 cash allowance.

The large number of APECs identified has increased the scope and cost of the Phase Two ESA. The cost to complete the required work for a comprehensive Phase Two ESA has gone from \$24,170 to \$83,704. Taking into account the cash allowance of \$25,000, the requested increase to the contract is \$45,000 plus tax.

### **Motion:**

It was moved, seconded and carried:

**“That the Board approve an increase to the contract with GHD Limited for the**

**Phase Two Environmental Site Assessment for the Campus Development project in the amount of \$45,000 plus tax.”**

**9.0 Financial Statements for the period ending October 31, 2016**

Referencing the pre-circulated materials, J. Cooper provided a brief overview of the financials for the seven months ended October 31, 2016, reporting a consolidated surplus of almost \$600K, which is favourable to budget by \$529.5K.

**10.0 HAPS/Budget Update**

J. Cooper advised that since the materials for the meeting were circulated, the Centre has received a second 1% addition to base funding, which is a permanent addition to our funding for this and future years. This will result in a small surplus in next year's budget if budget planning assumptions hold.

It is anticipated that the 2017-2018 budget will be balanced. Currently, the Centre does not know the level of Ministry funding but does not anticipate significant changes. The CEO noted that budget consultations with staff and physicians would commence in last week of November, 2016.

Discussion ensued about a number of processes which are planned in relation to managing volumes.

Discussion also took place in regard to the current state of the insurance industry and how that relates to revenues from West Park's Assessment Centre. It was noted that Assessors at West Park are not West Park staff which leads to flexibility as they are third party. In conclusion, the Chair advised that the Corporate Committee would continue to monitor the changes in the insurance industry very closely.

**11.0 Pharmasave Lease**

J. Cooper, referencing the pre-circulated materials, gave a brief account of the history of the Pharmasave lease, and noted that the Corporate Committee had recommended the execution of the lease at the revised rate.

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the revision of the rental rate on the Pharmasave lease for the three years commencing September 1, 2016, and authorize the Chair or Vice-Chair to execute the lease.”**

**12.0 LTCC Budget**

The West Park Long Term Care Centre 2017 budget assumptions and detailed budget were reviewed by the Joint Liaison Committee. The 2017 budget, with a surplus of \$900K, was recommended to the Board for approval.

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the Long Term Care Centre 2017 budget.”**

**13.0 Campus Development Committee Terms of Reference and Work Plan**

The Chair noted that this was the approval of the inaugural Terms of Reference and Work Plan for the Campus Development Committee.

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the 2016-2017 Terms of Reference and Work Plan for the Campus Development Committee.”**

**14.0 Integration Task Force Terms of Reference**

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the 2016-2017 Terms of Reference for the Integration Task Force.”**

**15.0 Joint Brand Governance Committee Terms of Reference**

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the 2016-2017 Terms of Reference for the Joint Brand Governance Committee.”**

**16.0 Joint Liaison Committee Terms of Reference**

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the 2016-2017 Terms of Reference for the Joint Liaison Committee.”**

**17.0 Quality Committee**

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the 2016-2017 Terms of Reference for the Quality Committee.”**

## **18.0 Health Achieve Highlights**

The Chair remarked that he was delighted that so many Directors were able to attend this year’s Health Achieve conference.

D. Patterson, one of the attendees at the conference, remarked that she attended the Governance event and noticed that “Cyber security risk” appeared to be a hot topic. Emphasis was placed on how boards need to oversee this element as part of their risk parameters.

The Chair inquired if management was comfortable with the level of cyber security in place at West Park.

J. Walker advised that the Information Management /Information Technology (IM/IT) plan will be brought forward on December 6, 2016, which contains some infrastructure projects which deal with security. It was noted that we have had three attacks/links on email in this calendar year; two were not problematic. The third one infected more files than anticipated; however, because of the way we now back up our files, it stopped further infection and fixed affected files. Infrastructure changes will be implemented over the next 3 years, plus I.T. have provided additional education to members of West Park’s Leadership Management Team.

J Cooper confirmed the Centre’s insurance covers losses related to cyber attacks.

## **19.0 Meeting Evaluation (September 29, 2016 meeting)**

The Chair advised that a member requested a follow-up on the brand story. He noted that an update was provided at the last Joint Board Governance Committee (JBGC) meeting held on November 10, 2016, and suggested members could reference those Minutes on the Board portal.

J. Walker, executive lead for the JBGC, advised that the Committee is currently rolling out the new brand/brand story. Last month videographers documented the testimonies of 18 former patients who shared how West Park helped them get their life back.

## **20.0 Public Relations Media Log (provided for information only)**

### **Reminders:**

- **Board Education for Campus Development – December 5, 2016**
- **Joint Board Festive Dinner – December 12, 2016**

## **21.0 Termination and next meeting**

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

**“That the Open Meeting be terminated at 7:09 p.m.”**

**The next meeting will take place on:**

- **Thursday, January 26, 2017 at 4:30-7:30 p.m. (regular)**

Chair Signature \_\_\_\_\_

Date: \_\_\_\_\_