

**Board of Directors
Minutes of the Open Meeting held
Thursday, September 28, 2017
4:00 – 6:24 p.m.
West Park Healthcare Centre
Boardroom**

Present:

W. Law (Chair)	A.-M. Malek
Dr. B. Dhillon	K. Marshall
Dr. N. Cullen	C. Novick
J. Freeman	D. Patterson
S. Han	C. Rate
C. Henley	D. Simunac
D. Keddy	M. Verrier
J. Leon	
M. Garamszeghy (via telecon)	

Regrets:

T. Brown
S. Armstrong
J. Freeman

Internal Guests:

A. Dean
J. Cooper
S. Ditty
J. Walker

Invited

Guests:

L. Golding, Fasken Martineau DuMoulin LLP
K. Kanani, Partner, Miller Thomson (by telephone)
L. McTiernan, IHPME Graduate Student

Call to Order and Chair's Remarks

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

The Chair welcomed members of the Board and introduced S. Han and Dr. B. Dhillon, two new members of the Centre Board.

1.0 Board Education: Medical Leadership and the Role of the Board

The Chair welcomed Lynne Golding, partner with Fasken Martineau DuMoulin LLP, who provided a detailed presentation focused on medical leadership within the Centre, as it pertains to the roles of Chief of Staff and President of the Professional Staff Association. L. Golding highlighted the important relationship between medical leadership and quality of patient care within the Centre, including the responsibilities and personal liability for Board Directors with respect to quality of care and risk management.

The presentation reviewed all applicable legislation and briefly touched upon the unique organizational structure of West Park that supports the role of Chief of Staff as an ex-officio member of the Board, as compared to alternative structures noted across other organizations and academic health settings.

Ms. Golding highlighted steps that should be taken to ensure compliance with legislation, reduce risk and demonstrate due diligence; Ms. Golding re-iterated the importance of incorporating the perspective of medical staff members within the Centres process of policy review and development, and answered members' questions.

The Chair thanked Ms. Golding for a fulsome and timely presentation.

Ms. Golding then left the meeting.

2.0 Integrated Task Force (ITF) – Recommendations

D. Keddy provided a summary of the work completed by the Integration Task Force. It was noted that in response to the Patients First legislation (2015) amongst other things, the environment for integrative activities has changed, with a strong emphasis now on coordination and collaboration with primary care and community providers. As a result, the ITF sought to explore and evaluate opportunities for strategic partnerships and alliances that support the Centre's integration strategy over the next 3-5 years. In doing so, the ITF put forth the following recommendations:

1. The Centre should expand its buffer role by increasing linkages with primary care. These linkages should facilitate additional patient referrals from the community directly to the Centre, as well as support primary care providers' access to specialists on the campus.
2. The Centre should establish a defined report to the Board on integration activities including progress against indicators.
3. The Centre should continue to actively participate in LHIN-led integration initiatives.
4. The Centre should place more emphasis on establishing formal partnerships with acute care providers. These partnerships should be aligned with organizations with a need for services related to chronic diseases in order to reduce ALC issues and improve access to care for patients.

5. The Centre should engage partners in the non-hospital development in planning exercises to define services to be provided along the continuum and identify opportunities for efficiencies by sharing back office functions
6. The Centre should engage primary care physicians in order to expand its referral base and
7. Having fulfilled its mandate, that the ITF be disbanded.

It was noted that the recommendations have now been incorporated into the Centre's refreshed Strategic Plan. It was also noted that going forward, regular reports regarding progress towards the integration strategy will be provided to the Board through the Corporate Committee.

A very fulsome discussion amongst members occurred as the Board explored several themes highlighted in the ITF's work.

The Chair then acknowledged the tremendous amount of work as evidenced in the quality and level of detail provided in the pre-circulated ITF report, and thanked Mr. Keddy and members of the ITF.

Motion:

It was moved, seconded and carried:

“That the Board of Directors approve the Integration Task Force Report as presented”

3.0 Final 2017-2020 Corporate Strategic Plan Refresh

Referencing the pre-circulated materials, the Chair complimented Ms. K. Marshall and members of the Strategic Refresh Steering Committee for the work done on the Refresh and the Chair also noted the contributions made by Optimus SBR in this regard. By way of background, it was noted that a strategic refresh had been undertaken in the early spring of this year; it was a process that involved extensive stakeholder engagement and environmental review. As a result, a refreshed Strategic Plan had now been developed including an update to the Strategic Priorities that support achievement of the Centre's vision and will guide the Centre's activities for the next three years. Those priorities are:

1. Exemplary Care
2. Integrated Campus of Care
3. Operational Excellence
4. A Great Place to Be and
5. Bold Partnerships.

Following a fulsome discussion and after several points of clarification,

Motion:

It was moved, seconded and carried:

“That the Board approve the refreshed Strategic Plan for 2017-2020.”

4.0 Motion to approve Consent Agenda

Motion:

It was moved, seconded and carried:

“That the Consent Agenda be approved as presented.”

5.0 Approval of Minutes of the Open meeting held on June 22, 2017

Motion:

It was moved, seconded and carried:

“That the Minutes of the Open meeting held on June 22, 2017 be approved as presented.”

6.0 Foundation Report

Tournament of Stars

D. Simunac provided an overview of the planning process for the 2018 Tournament of Stars event, as part of the Foundation’s Capital Campaign, and noted that the event is confirmed to take place on March 23 and 24, 2018 at the Goldring Centre for High Performance Sport at the University of Toronto. Dan is Chair of this year’s Organizing Committee for the event.

Mr. Simunac provided a quick recap of the inaugural 2017 event and ran a 4 minute YouTube video which was received with great enthusiasm. He noted that the 2018 event will be “bigger and better” with more celebrities, however, will require more teams and more fundraising in order to attain higher status on the draft pick. Last year West Park had won the draft pick as the highest fundraising team, and had first “dibs” on the best celebrity players.

Members were encouraged to connect with Dan regarding fundraising ideas and connections within their organizations that might be tapped into. Members were advised that tickets will be available at \$25 each on the Saturday of the tournament.

Members of the Board were encouraged to get involved and help make the event a success.

7.0 Medical Assistance in Dying (MAID) Policy

A brief update was provided to the Board regarding the Centre’s MAID policy which was reviewed and approved in June 2017. The Chair noted that following a request for the legal review of section 5.9.1 which pertains to the process by which the Centre would address any dispute regarding the evaluation of a patient’s capacity to consent to MAID, minor changes were made and the policy was implemented as planned.

8.0 Campus Development Update

K. Kanani joined the meeting via teleconference.

The Chair, referencing the pre-circulated materials which refer to the Project Implementation Plan (PIP), a key planning document that outlines the operational relationship between West Park and Infrastructure Ontario, and describes the key project management controls and implementation strategies to be followed throughout the Project period.

K. Kanani provided a brief overview of the Board's legal obligations with respect to matters of project governance and authority. It was noted that the PIP has been amended to allow for specific provision around the delegation of authority and corrective action.

Questions about the risk register and project audit process were raised. S. Ditty advised that an update regarding the risk register will be brought back to the CDC in the fall. S. Ditty also reiterated that no formal audit of the terms of the PIP has been planned, however it was noted that a number of 'checks and balances' mechanisms and reporting requirements are in place throughout various stages of the project on the part of Infrastructure Ontario and the Ministry.

Motion:

It was moved, seconded and carried:

“IT IS HEREBY RESOLVED THAT:

- 1. The PIP in the form presented to the Board be hereby approved.**
- 2. The Chief Executive Officer, the Vice-President Planning and Development and the Chair of the Board of the Hospital are hereby authorized and approved to enter into, execute and deliver the PIP to Infrastructure Ontario.**
- 3. Notwithstanding any terms to the contrary that may be contained in the PIP, any material amendment to the PIP, any amendment to the delegation of authority or other matters within the Hospital Board's governance authority therein, shall be submitted to the Board for approval.”**

9.0 Centre Investment Policy, Procedures and Guidelines

The CFO, speaking on behalf of the JIC Chair, referenced the pre-circulated materials, and noted no change in the policy, procedures and guidelines.

Motion:

It was moved, seconded and carried:

“That the Board approve the Centre Investment Policy, Procedure and Guidelines as presented.”

10.0 Financial Statements for the period ending July 31, 2017 and Quarterly Performance Update

The Chair, referencing the pre-circulated materials, noted that the Centre is reporting a consolidated surplus of \$745K for the four months ended July 31, 2017, which is favourable to budget by \$286K, and asked J. Cooper to elaborate on any highlights.

J. Cooper noted that in relation to the Pressures List, it was unlikely the Centre would make further investments in Pressures this year due to the fact that surplus was being set aside to fund the Campus Development project and the future refurbishment of the Long Term Care Home.

11.0 Budget Update

J. Cooper spoke to the pre-circulated material regarding the 2018-2019 Budget Process and noted that meetings have been set up to engage stakeholders in the budget process, seeking additional ideas to assist in balancing the Hospital Operations budget. The budget is due to the LHIN by November 24, 2017. The final budget is expected to be brought to the January Board meeting for approval.

12.0 Automatic Drug Dispensing

The Chair noted that the Centre is proposing that the focus of the BCMA project be shifted to Automatic Dispensing Units (ADU) implementation hospital-wide while retaining BCMA implementation on one unit.

There is an impact on the project budget as a result of this change. A portion of the expense is budgeted and available in the BCMA project in the existing IM/IT capital budget, however, additional funds are needed to move forward. Early access to funds identified in the Equipment Budget for Campus Development is required to complete MeDQIP. This will provide a building block for the move to the new hospital.

“The Corporate Committee recommends to the Board, approval of

Motion:

It was moved, seconded and carried:

“That the Board approve the proposed MeDQIP project, including early access to the equipment budget in the amount of \$1,154,000.”

13.0 Report of the Chair

The Chair provided a reminder to members regarding a change in location for the next Board meeting which will now take place at the Gage facility on Merton Street. The Chair re-iterated the value of seizing opportunities to interact with WP patients/clients and to learn about the Centre’s community based programs. Onsite participation in the upcoming GTIL tour and full attendance at the next meeting were encouraged.

The Chair also encouraged Directors to take full advantage of educational opportunities and events, offered through the Ontario Hospital Associations, Governance Centre of Excellence. It was noted that access to ongoing educational opportunities for Directors

continues to be a key focus for the Centre, as an important requirement of effective governance in alignment with the Board's fiduciary responsibilities and duties.

14.0 Accessibility Plan: Annual Report for 2017-2022

Speaking to the pre-circulated material, the Chair acknowledged the contributions of the West Park Accessibility Working Group in the success of activities noted within the previous plan.

A new 5-year plan for the Centre is proposed. It was noted that the new plan responds to the requirements of the Accessibility for Ontarians with Disabilities Act (AODA), 2005, and supports the Centre's long-standing commitment to being highly accessible to people with disabilities. In addition to meeting and or exceeding legislative requirements, the West Park Accessibility Working group conducted a self-assessment using a best practices tool developed by the Regional Municipality of York. As a result, a total of fifteen best practice goals have been identified within six accessibility domains: Leadership, Communication, Training & Professional Development, Employment, Goods & Services and Physical Spaces. Further progress will be made in these areas over the next 5 years as outlined in the new plan.

Motion:

It was moved, seconded and carried:

“That the Board approve that West Park’s 2017-2022 ‘Accessibility Plan: Annual Progress Report’ be accepted as presented and made available to the public, as required by law, on the Centre’s website.”

15.0 2017-2018 Board:

- (a) Terms of Reference
- (b) Work Plan
- (c) Governance Practices Action Plan

16.0 2017-18 Executive Committee

- (a) Terms of Reference
- (b) Work Plan

17.0 2017-18 Corporate Committee

- (a) Terms of Reference
- (b) Work Plan

18.0 2017-18 Joint Investment Committee

- (a) Terms of Reference

(b) Work Plan

19.0 2017-18 Campus Development Committee

- (a) Terms of Reference
- (b) Work Plan

Referencing the pre-circulated materials for Agenda items 15.0 through 19.0, the Chair noted that all Work Plans and Terms of Reference documents have been reviewed and are presented to the Board for approval.

It was noted that in the case of Campus Development Committee (CDC), the work of this Committee is expected to change annually as the project progresses. Therefore, substantive changes are noted within the CDC Work Plan.

Motion:

It was moved, seconded and carried:

“That the Board approve the motions contained in Agenda items 15.0 through 19.0, as presented in the pre-circulated materials.”

20.0 Governance Policies

- (a) Board Education and Development Policy**
- (b) Open and In Camera(closed) Board meetings**
- (c) Board Agenda Development and Approval and Agenda Package Guidelines**
- (d) Chief of Staff/Chair, Medical Advisory Committee**

Referencing pre-circulated materials, the Chair noted the Centre's ongoing practice of reviewing governance policies, in keeping with the timeline that has been established to ensure review of all governance policies over a 3-year cycle. It was noted that the Executive Committee reviewed and is recommending the Board approve the following policies including an update to the COS/Chair of MAC position description.

The Chair emphasized the development of a new Board policy pertaining to Board Education and Development, created to align with current Accreditation Standards and to outline the Centre's formal process for engaging Directors in educational events and opportunities throughout the Board year.

Motion:

It was moved, seconded and carried:

That the Board approve the policies pertaining to Board Education and Development, Open and In Camera (closed) Board meetings, Board Agenda Development and Approval and Agenda Package Guidelines, and Chief of Staff/Chair, Medical Advisory Committee Position Description, as circulated.”

21.0 Meeting Evaluation

The Chair reminded members to take the time to complete the meeting evaluation form as members' feedback is important.

22.0 Termination and next meeting

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

“That the Open Meeting be terminated at 6:24 p.m.”

The next meeting will take place on Thursday, November 23, 2017 at 4:30-7:30 p.m.

Chair Signature _____

Date: _____