



# board of directors

## Board Meeting Minutes May 6, 2015

Boardroom #6109 – 6:00 p.m.

**Board of Directors**

**Minutes**

**May 6, 2015**

Meeting Chair:	Mary Lou Maher			
Present:	Hania Amad Karen Bell Lesley Byrne Wendy Cukier Carol Derk	Debbie Douglas Marilyn Emery Kyle Kirkham Sheila Laredo Diane Meschino	Jane Mosley Jocelyn Palm Jane Pepino Jennifer Quinn	Dan Rees Paulette Senior Sheerin Sheikh Benita Warmbold Catharine Whiteside
Regrets:	Ann Davis	Mina Mawani	Sioban Nelson	Poonam Puri
Invited Guests:				
Staff:	Lili Shalev Shawn Heather McPherson	Paula Rochon Dan Hill	Danielle Martin	Cynthia Whitehead
Recording Secretary:	Paula Da Ponte			

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Agenda Item		Discussion	Follow-Up / Action
1.	<b>Welcome</b>	M.L. Maher welcomed all members.	
2.	<b>Call to Order</b>	The meeting was called to order at 6:02pm	
3.	<b>Conflict of Interest Declaration</b>	None declared.	
4.	<b>Approval of Agenda – May 6, 2015</b>	M. L. Maher informed members that agenda item 10.2.2 was added and that 11.1 will be presented by M.L. Maher on behalf of A. Davis.  H. Amad moved and J. Quinn seconded  <b>THAT</b> the Agenda be approved with the amendment.  <b>CARRIED</b>	
5.	<b>Education – Enterprise Risk Management – Governance Oversight</b>	M. Emery presented the Enterprise Risk Management Framework that has been in place since 2008. The ERM Framework supports strategic decision-making that contributes to the achievement of the organization's overall objectives. M. Emery focused on the different aspects of risk and how they relate to Board committees.	
6.	<b>Value – Relationships</b>	M.L. Maher introduced and elaborated on the Value of Relationship, following which there was discussion by the Board.	
7.	<b>Approval of Previous Minutes: Minutes from Meeting held March 4, 2015</b>	J. Quinn moved and P. Senior seconded  <b>THAT</b> the minutes be approved.  <b>CARRIED.</b>	
8.	<b>Governance 8.1 Chair's Report</b>	M. Maher reported the following:  <ul style="list-style-type: none"> <li>The Directors discussed the number of committee</li> </ul>	

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<p><b>8.2 Governance and Nominating Committee Update</b></p>		<p>meetings that are scheduled with agreement that regular committee meetings will continue to be booked in advance. However, on a monthly basis the agenda will be reviewed and a decision made as to whether to have or cancel the meeting.</p> <ul style="list-style-type: none"> <li>• A Quartet meeting took place to follow up on discussions that took place at the February retreat. The Quartet will meet again over the summer.</li> </ul> <p>L. Byrne provided the following update on behalf of P. Puri:</p> <ul style="list-style-type: none"> <li>• Discussion took place at the last Governance meeting regarding Committee meetings. Members were reminded that the number of Committee meetings set out in the By-laws is a minimum. Chairs should continue to book the meetings in advance and cancel if there is not enough substantive work to be done.</li> <li>• L. Byrne highlighted that the Committee is endeavoring to have most Directors sit on one Committee only with the exception of the Chairs who are also members of the Executive Committee, one member of the Equity and Community Engagement Committee who is also a member of the Governance and Nominating Committee and new members, who would sit on two Committees in their first year as part of their orientation to the Board.</li> <li>• L. Byrne informed members that with regard to nominations, Board members would have seen the request for names of potential candidates from the aboriginal community and acknowledged that some have been forwarded. The Committee asks that potential</li> </ul>	

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	<b>8.2.1 By-Law Amendments</b>	<p>candidates not be contacted until the GNC meets next week and determines next steps.</p> <p>L. Byrne highlighted the change to section 32.5.3 in the Hospital By-laws: the word "Board" was added to clarify that the Governance and Nominating Committee is responsible for reviewing only Board risk management methods relating to enterprise risk management.</p> <p>L. Byrne moved and C. Derk seconded</p> <p><b>THAT</b> the draft amendments to the By-laws regarding the Governance and Nominating Committee be approved as presented and recommended by the Governance and Nominating Committee.</p> <p><b>CARRIED</b></p>	
8.	<b>8.1 Minutes</b> <b>8.1.1 Governance and Nominating – April 13, 2015</b> <b>8.1.2 Executive – February 24, 2015</b>	<p>The minutes were received.</p> <p>The minutes were received.</p>	
9.	<b>Strategy</b> <b>9.1. CEO's Report</b>	<p>M. Emery highlighted her pre-circulated CEO report. She specifically noted the project, <i>Mentoring, Education and Clinical Tools for Addiction: Primary Care-Hospital Integration (META:PHI)</i> led by WCH Substance Use Services and that this project was selected for the ARTIC program to receive funding. This opportunity will support implementation and the spread innovation of this WCH program, to hospitals and primary care clinics across the province.</p>	

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10	<p><b>Quality</b></p> <p><b>10.1 Quality and Academic</b></p> <p><b>10.1.1 Quality Performance: Specialized Medicine</b></p> <p><b>10.1.2 Quality Performance: Infection Prevention &amp; Control</b></p> <p><b>10.1.3 Quality Performance: Laboratory Medicine Services</b></p> <p><b>10.1.4 Quality Performance: Interprofessional Care</b></p> <p><b>10.2 Medical Advisory Committee</b></p> <p><b>10.2.1 New Medical Staff Appointment</b></p> <p><b>10.2.2 Medical Staff Reappointment</b></p>	<p>P. Senior provided an update on the Quality Performance Reports that were presented at the Quality and Academic Committee. She highlighted the Interprofessional Practice presentation and the development of one Council where various disciplines meet.</p> <p>The applications from the April 7, 2015 and May 5, 2015 MAC meetings for appointment to WCH Medical Staff, effective, May 6, 2015, were submitted.</p> <p>W. Cukier moved and J. Pepino seconded</p> <p><b>THAT</b>, on the recommendation of the Medical Advisory Committee, the Board of Directors approve the appointment of the applicants listed to the WCH Medical Staff effective May 6, 2015.</p> <p><b>CARRIED</b></p> <p>The applications for reappointment to WCH Medical Staff were submitted by S. Laredo.</p> <p>W. Cukier moved and J. Pepino seconded</p> <p><b>THAT</b>, on the recommendation of the Medical Advisory Committee, the Board of Directors approve the</p>	

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	<p><b>10.3 Minutes</b>  <b>10.3.1 Medical Advisory Committee – February 3, 2015 &amp; March 3, 2015</b>  <b>10.3.2 Quality &amp; Academic – March 18, 2015 &amp; April 15, 2015</b></p>	<p>reappointment of the applicants listed to the WCH Medical Staff effective July 1, 2015 – June 30, 2016.</p> <p><b>CARRIED</b></p> <p>The minutes were received.</p> <p>The minutes were received.</p>	
11.	<p><b>Strategy</b>  <b>11.1 Foundation Update</b></p> <p><b>11.2 Resources Update</b></p> <p><b>11.3 Local Share Plan</b></p>	<p>M.L. Maher provided the following update on behalf of A. Davis:</p> <ul style="list-style-type: none"> <li>• The structuring of the Foundation operations is complete.</li> <li>• K. Hay was appointed to the Board of Directors for Imagine Canada.</li> <li>• M.L. Maher highlighted the pre-circulated WCHF Dashboard on the financial performance.</li> <li>• The “Give with Thanks” program was launched on April 29, 2015.</li> </ul> <p>J. Quinn highlighted the Resources Committee minutes and informed members that the redevelopment project is on schedule to be completed by September 2015.</p> <p>J. Quinn informed members that the Local Share Plan was brought forward at the November meeting. There have been a number of communications between the Ministry and WCH which resulted in revisions to the original Local Share Plan.</p>	

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<p><b>11.4 Facility Borrowing</b></p>		<p>S. Sheikh moved and W. Cukier seconded</p> <p><b>THAT</b>, as recommended by the Resources Committee, the Board of Directors approve the Revised Local Share Plan, for submission to the Ministry of Health and Long-Term Care and to authorize the Board Chair, President and CEO and /or other officers to execute revisions to the Development Accountability Agreement consistent with this plan.</p> <p><b>CARRIED</b></p> <p>J. Quinn highlighted the Capital Redevelopment – borrowing and the reasons it is necessary to borrow the amount requested, the term and interest plan.</p> <p>J. Pepino moved and D. Rees seconded</p> <p><b>THAT</b>, as recommended by the Resources Committee, the Board of Directors approve the establishment of an unsecured credit facility at the CIBC in the total amount of \$49.1 million, in accordance with the terms described by CIBC Amendment #3 to the Credit Agreement attached hereto and to authorize the Chair and President and CEO to execute the Amendment.</p> <p><b>CARRIED</b></p>	
<p><b>11.6 Minutes</b> <b>11.6.1 Resources – April 23, 2015</b></p>		<p>The minutes were received.</p>	

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12.	<p><b>Equity &amp; Community Advisory Association of Volunteers</b></p> <p><b>12.1</b></p> <p><b>12.2 MDMSA</b></p> <p><b>12.3 Equity &amp; Community Advisory Update</b></p>	<p>J. Palm reported on the following:</p> <ul style="list-style-type: none"> <li>The Volunteers Annual Dinner meeting will take place on May 7, 2015.</li> <li>Summer student volunteers are currently being recruited.</li> <li>The Constitution and By-Laws have been revised. As the Constitution requires the approval of the Board, it will be brought forward to the June Board meeting.</li> </ul> <p>D. Meschino reported that the MDMSA social will be held on May 12, 2015. The next MDMSA AGM will be held on May 20, 2015 where an OMA Representative will present on the current status of negotiations. Also at the MDMSA AGM will be the election of the MDMSA Executives. As her term as President is coming to an end, this was D. Meschino's last Board meeting.</p> <p>M.L. Maher thanked D. Meschino for her contributions and dedication.</p> <p>W. Cukier informed members that the next Equity &amp; Community Advisory meeting will be held on May 11, 2015.</p>	
13.	<b>Next Meeting: Wednesday, June 3, 2015 at 6:00pm - WCH Boardroom #6209</b>	The next Board of Directors meeting is on Wednesday, June 3, 2015 at 6:00pm in the WCH Boardroom, Room 6209.	
14.	<b>Close of Meeting</b>	The meeting was closed at 7:10pm	
15.	<b>In Camera</b>	An in camera meeting was held from 7:11pm to 7:13pm	
16.	<b>Meeting of Voting Directors</b>	A meeting of voting directors took place.	