



board of directors

**Board Meeting Minutes February 3, 2016**

Boardroom #6109 – 6:00 p.m.

**Board of Directors**

**MINUTES**

**DATE: 2016 02 03**

Meeting Chair:	Paulette Senior			
Present:	Hania Amad Viola Antao Karen Bell Wendy Cukier	Ann Davis Debbie Douglas(t/c) Marilyn Emery Sheila Laredo	Mary Lou Maher Mina Mawani Jane Mosley Sioban Nelson Jocelyn Palm	Jane Pepino Poonam Puri (t/c) Jennifer Quinn Benita Warmbold Catharine Whiteside
Regrets:	Cherie Brant Carol Derk	Sheerin Sheikh	Dan Rees	Kyle Kirkham
Invited Guests:	Michael Logue, KCI			
Recording Secretary:	Paula Da Ponte			

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Agenda Item		Discussion	Follow-Up / Action
1.	Welcome	P. Senior welcomed members.	
2.	Call to Order	The meeting was called to order at 6:01pm.	
3.	Conflict of Interest Declaration	None declared.	
4.	Approval of Agenda	M.L. Maher moved and S. Nelson seconded <b>THAT</b> the agenda be approved. <b>CARRIED</b>	
5.	Foundation – Strategic Planning Consultation	The open portion of the Board of Directors meeting was adjourned, following which an in-camera session was held.  Following the in-camera session, the open meeting resumed.	
6.	Approval of Previous Minutes: Minutes from Meeting held on December 2, 2015	B. Warmbold moved and J. Pepino seconded <b>THAT</b> the minutes be approved. <b>CARRIED</b>	
7.	<b>Governance:</b> 7.1 Chair's Report (verbal)  7.2 Governance and Nominating Committee Update	P. Senior reported the following: <ul style="list-style-type: none"> <li>• A Quartet meeting took place.</li> <li>• Has been meeting with Board members one on one to assess their perspectives and seek their advice on board function and priorities.</li> </ul> P. Puri provided members the following update: <ul style="list-style-type: none"> <li>• Requested Board members to complete the Self and Peer Survey.</li> <li>• In February the Chair/Committee survey will be distributed. The Governance/Functioning Survey has been deferred to December.</li> <li>• The committee is currently in the process of searching for a recruiting firm to find candidates to fill one Board member vacancy.</li> <li>• An RFP has gone out for a consultant to conduct a Governance Review. Further details to follow.</li> </ul>	

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	7.3 Minutes 7.3.1 Governance – January 18, 2016 7.3.2 Executive – January 26, 2016	Minutes were received.	
8.	<b>Strategy</b> <b>8.1. CEO's Report</b>	M. Emery's report was included in the material. She informed members of the following: <ul style="list-style-type: none"> <li>WCH is looking into a joint Ob/Gyne department with another hospital.</li> <li>WCH CFO, Dan Hill has announced he will be retiring at the end of June 2016. Four corners search firm will be recruiting for a new CFO.</li> </ul>	
9.	<b>Quality</b> <b>9.1 Quality and Academic Committee Update</b> <ul style="list-style-type: none"> <li>Quality Performance – Perioperative Services</li> <li>Quality Performance – Infection Prevention &amp; Control</li> </ul> <b>9.2 Medical Staff Appointments</b> <b>9.2.1 New Medical Staff Appointments</b>	W. Cukier provided the following update: <ul style="list-style-type: none"> <li>Quality Performance from Perioperative Services and Infection Prevention &amp; Control was presented.</li> <li>An academic report was provided which included the Research Impact Metric, Dr. Chan's presentation on quality in research and education.</li> <li>IHI Leadership Alliance strategy was discussed.</li> </ul> <p>The applications from the January 12, 2016 and February 2, 2016 MAC meetings for appointment to WCH Medical Staff, effective, February 3, 2016, were submitted with two additional physicians in the department of Anesthesia: Dr. Anuj Bhatia and Dr. Jean Wong. M.L. Maher moved and J. Quinn 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 February 3, 2016.</p> <p><b>CARRIED</b></p>	

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	<b>9.3 Minutes</b> <b>9.3.1</b> Quality & Academic – January 14, 2016 <b>9.3.2</b> Medical Advisory Committee – November 3, 2015 <b>9.3.3</b> Medical Advisory Committee – December 1, 2015	Minutes were received.	
10.	<b>Capacity</b> <b>10.1 Foundation Update</b>  <b>10.2 Audit Planning</b>  <b>10.3 Financial Planning</b>  <b>10.4 Minutes</b> <b>10.4.1</b> Resources – January 20, 2016	<p>A. Davis provided the following update:</p> <ul style="list-style-type: none"> <li>• Foundation is expected to achieve their budget.</li> <li>• Established stabilization fund which will allow fulfilling responsibilities to the hospital.</li> </ul> <p>WCH auditors PwC are currently reviewing the annual audit plan and the approved audit plan will be brought back to the Board in May.</p> <p>At the next Resources meeting D. Hill and M. Emery will provide an update on the financial gap. The reductions that are being discussed will not eliminate patient programs.</p> <p>Minutes were received</p>	
11.	<b>Equity &amp; Community Advisory</b> <b>11.1 Association of Volunteers</b>  <b>11.2 MDMSA</b>  <b>11.3 Equity &amp; Community Advisory Update</b>	<p>J. Palm updated members on the following:</p> <ul style="list-style-type: none"> <li>• The Association of Volunteers will be looking into short term membership for volunteers.</li> <li>• Continue to look for opportunities for volunteers to raise money.</li> </ul> <p>There was no update from the MDMSA.</p> <p>K. Bell informed members that at the last Equity &amp; Community Advisory meeting there were presentations on Voices of 1000 Women 2015 and Trans Health. She also reported that the community member of the committee has resigned and the committee will look for a replacement to propose to the Governance and Nominating Committee.</p>	
12.	<b>Adjournment of Open Board Meeting</b>	The meeting was adjourned at 7:10pm	

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13.	In Camera	An in camera meeting took place.	
14.	Close of Meeting	The meeting was closed at 7:38pm.	
15.	Next Meeting: Wednesday, March 2, 2016 at 6:00pm	The next Board of Directors meeting is scheduled on Wednesday, March 2, 2016 at 6:00pm in the WCH Boardroom 6209.	