



board of directors

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| Meeting: | WCH Board of Directors | | |
| Date: | Wednesday, December 6, 2017 | | |
| Location: | WCH, Boardroom 6209 | | |
| Chairperson: | Wendy Cukier | | |
| Secretary: | Paula Da Ponte | | |
| In Attendance: | Hania Amad Tammy Brown David Court Michael Foulkes Sheila Laredo JoAnne Doyle Lynn Wilson | Leslie Woo Christopher Knight (t/c) Viola Antao Anne McGuire Brad Lichtblau Ani Hotoyan-Joly | Jennifer Price Marilyn Emery Michelle Khalili (t/c) David Tsubouchi Paulette Senior Bonnie Bloomberg |
| Absent: | Benita Warmbold | Kirsten Thompson | |

1.0 Welcome

W. Cukier welcomed everyone.

2.0 Call to Order

The meeting was called to order at 1703 hours.

3.0 Conflict of Interest Declaration

No conflicts were declared.

4.0 Approval of Agenda

A. Hotoyan-Joly moved and D. Court seconded

THAT the agenda be approved.

CARRIED

5.0 Education – Integrated Risk Management

M. Emery and H. McPherson presented the Integrated Risk Management program that WCH has adopted by HIROC. WCH completed the self-assessment across the organization and the Executive team has had two workshops with HIROC reviewing our results as well as other sources of data to identify our most significant risks. H. McPherson reviewed the Risk Registry and the committee they will report to. The list was distributed in the material. Members had a thorough discussion regarding the risks and provided feedback on the sample report that we will revise with HIROC to adapt the changes for our risk report. Members recommended reporting on risk quarterly at the committees and semi-annually at the Board meetings.

ACTION: Provide HIROC feedback regarding WCH Risk Report.

6.0 Approval of Previous Minutes

D. Tsubouchi moved and T. Brown seconded

THAT the minutes from November 1, 2017 be approved.

CARRIED

7.0 Governance

7.1 Chair's Report

W. Cukier provided the following update:

- Governance & Nominating Committee members met with Surveyors on Monday. The meeting went well, members were prepared and answered their questions.
- At the Executive meeting S. Laredo, P. Rochon and H. McPherson provided a follow up presentation regarding a strategy for the Academic Core Support. They will present to the Board in the upcoming year.
- The Executive Committee will meet quarterly with WCHF Executive and Governance Committee.
- Building on the Governance Review and Strategic Planning Processes, an RFP will be issued shortly for a consultant to review leading practices in governance, structures and process in hospitals and hospital foundations to promote alignment and manage risk.
- WCH held the National Day of Remembrance and Action on Violence against Women today in the Auditorium, remembering the 14 victims of the Montreal massacre as well remembering those who lost their lives due to violence this past year.
- Congratulations to Leslie Woo and Danielle Martin who were recognized as Women's Executive Network as Canada's Most Powerful Women Top 100. Congratulations also to Kristen Winter, Chief Human Resources Officer who was awarded a 2017 Canada Top 25 Human Resources Professional.
- A small group of the Board will be meeting regarding the Strategic Plan prior to the Board Retreat in February 2018.

7.2 Governance and Nominating Update

7.2.1 Board Committees Terms of Reference

All subcommittees reviewed their terms of reference and have recommended changes.

A. Hotoyan-Joly moved and T. Brown seconded

THAT at the recommendation of the Governance and Nominating Committee, the Board of Directors approve the revised terms of reference as presented.

CARRIED

7.2.2 Terms of Members

This past year the Board recruited 7 new Board members in the 2017-2018 Board Year which will create a scenario where a significant number of elected Directors will complete their term in 2023. Best practice suggests that 3-4 member rotate off the Board annually. It was recommended that the Board Chair select 3-4 members to extend their term by assigning the unused term from previous board members. In addition, the Chair of the Board's term expires midway through her term in 2018. As per the by-laws (6.2.1), the term requires extension. Members discussed that the Board Chair term ending in 2019 would not allow to have a Past Chair present for the 2019-2020 term. It was recommended to consider adjusting the By-Laws to extend to have the Past Chair continue as a Director for one year after they complete their term as Board Chair.

ACTION: Governance & Nominating Committee to review By-Laws and consider adjusting to include extending Board Chair to stay one year as Past Board Chair.

A Hotoyan-Joly moved and H. Amad seconded

THAT at the recommendation of the Governance and Nominating Committee, the Board of Directors approve the term extensions of three Directors and the extension of the Board Chair's term by one year to complete their two year term.

CARRIED

7.2.3 Board Skills & Demographic Matrix

The committee undertook a review of the skills and demographic profile in preparation for the self-assessment survey. The survey will be administered by Informanus. Members provided feedback requesting for definitions of the term to be provided; to add analytics to the category of the functional expertise; and to remove "Capability" on the self-assessment form. The committee would incorporate members feedback prior to distributing the survey early next week.

7.3 Minutes

7.3.1 Governance – November 13, 2017

The minutes were received.

7.3.2 Executive – October 17, 2017

The minutes were deferred.

Strategy

8.1 CEO's Report

M. Emery's report was included in the material. She highlighted the following:

- Accreditation Canada onsite surveyors started on Monday, December 4, 2017 and WCH teams are well-prepared.
- K. Winter provided an update on the Executive Compensation. Members were informed the plan that was approved by the Board will be posted for 30 days. If there are no issues it will go back to the government and should be finalized by February 28, 2018.

8.0 Quality

9.1 Quality, Academic & Equity Committee Update

P. Senior provided the following update:

- The committee met on November 17, 2017 and had presentations with an overview on safety; from Medication Reconciliation, Indigenous Cultural Safety and Leadership in Domestic Violence. Further information of each of these are available on the portal.
- Integrated Risk Management Policy was brought forward to the committee, the committee had a thorough discussion and approved the policy as presented.
- Quality Performance Report Q2 was provided. With respect to the "MRI Wait Times", WCH is aggressively working towards improving MRI wait times and we were recently funded \$700,000 to provide MRI 24/7 and have gone from 154 to 49 wait days.
- We heard a detailed report about the Lab incidents that have occurred and the review that has been underway.
- As part of the Governance Review Equity & Community Committee was merged with Quality & Academic Committee. To allow opportunity for community members to provide feedback a Community Advisory Liaison Committee has been created. The committee met last week with community members and had a robust discussion. This committee will report to the Quality, Academic and Equity Committee.

9.2 Integrated Quality Performance Report Q2

P. Senior reported on the Q1 and Q2 quality performance results ending September 30, 2017. Of the 21 indicators reported in Q2: 13 in the green, 3 in the yellow, 2 in the red and 3 indicators in the grey due to data being reported annually or delayed. The two red indicators are QBP's – Breast Cancer Surgery; which is an issue across the TC LHIN hospitals and Thyroid Surgery was below due to recruiting a thyroid surgeon for maternity leave which is now in place.

9.3 Association of Volunteers

A. McGuire informed members that the number of volunteers have been increasing and they are expecting 17 new volunteers in January which will bring them to over 200 volunteers. Our volunteers support 40 areas in the hospital.

9.4 MDMSA

V. Antao informed members that the Medical Staff Annual General meeting took place on Tuesday, November 14, 2017. There was an Accreditation update presentation as well discussion regarding the Medical Staff By Laws. The social event followed the meeting in the Pink Cube.

9.5 Medical Staff Appointments

9.5.1 New Medical Staff Appointments

The list of new medical staff privileges recommended at the Medical Advisory Committee at the November 7, 2017 and December 5, 2017 meeting was tabled.

P. Senior moved and D. Tsubouchi seconded

THAT, 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 December 7, 2017.

CARRIED

9.6 Minutes

9.6.1 Medical Advisory Committee – October 3, 2017

The minutes were received.

9.6.2 Quality, Academic & Equity – November 15, 2017

The minutes were received.

9.0 Capacity

10.1 Foundation Update

C. Knight provided the following update:

- The Women for Women's event was a successful sold out event. Silk scarves continue to be available at \$300.00 and receive a tax receipt of \$200.00.
- Earlier in the week the annual dinner of the 100 women salon series and the keynote speaker was Danielle Martin.
- Donor recognition wall is in progress and expected to be complete by spring 2018.
- Regarding the Foundation CEO search; an RFP was submitted and expected to have a short list this week.

10.2 Financial Performance – September 30, 2017

T. Brown provide an update on the financial performance. The Q2 ending September 30, 2017 consolidated statement operations results is a surplus of \$153K, total margins of 0.27%.

H. Amad moved and A. Hotoyan-Joly seconded

THAT at the recommendation of the Resources Committee, the Board of Directors accept the performance results for the period ended September 30, 2017.

CARRIED

10.3 Integrated Risk Management Policy

T. Brown informed members that the Integrated Risk Management policy has been reviewed and approved at all the sub committees of the Board.

P. Senior moved and A. Hotoyan-Joly seconded

THAT at the recommendation of the Resources Committee, the Board of Directors accept the Integrated Risk Management Board Policy.

CARRIED

10.4 Minutes

10.4.1 Resources – November 21, 2017

The minutes were received.

10.0 Next Meeting

The next Board of Directors meeting is scheduled on Wednesday, February 7, 2018 @ 1700 hours.

11.0 Adjournment

The meeting was adjourned at 1834 hours.

12.0 In Camera

An in camera meeting took place.

13.0 Close of Meeting

The meeting was closed at 1850 hours.