



board of directors

Meeting:	WCH Board of Directors		
Date:	Wednesday, February 7, 2018		
Location:	WCH, Boardroom 6209		
Chairperson:	Wendy Cukier		
Secretary:	Paula Da Ponte		
In Attendance:	Tammy Brown David Court Michael Foulkes Sheila Laredo Lynn Wilson Benita Warmbold	Leslie Woo Viola Antao Anne McGuire Brad Lichtblau Ani Hotoyan-Joly Kirsten Thompson	Jennifer Price Marilyn Emery Michelle Khalili David Tsubouchi Paulette Senior Bonnie Bloomberg
Regrets:	Hania Amad Maya Roy	Christopher Knight	JoAnne Doyle

1.0 Welcome

W. Cukier welcomed everyone.

2.0 Call to Order

The meeting was called to order at 1740 hours.

3.0 Conflict of Interest Declaration

No conflicts were declared.

4.0 Approval of Agenda

T. Brown moved and M. Khalili seconded

THAT the agenda be approved.

CARRIED

5.0 Education – Conflict of Interest

M. Emery provided members an update on the Conflict of Interest/Relationship Management Initiative being led through the Toronto Academic Health Sciences Network (TAHSN). Members were informed that TAHSN is a network of academic health organizations providing research, teaching and clinical care. TAHSN is comprised of the University of Toronto and 13 affiliated academic hospitals. M. Emery is the co-lead in drafting a Conflict of Interest/Relationship Management Policy for TAHSN hospitals and provided members on how this has evolved and the next steps for Women's College Hospital. WCH will participate in the 2019/20 disclosure process and through 2018/19 assess the legal and compliance resources required to support execution of this policy. TAHSN Hospitals together with the Faculty of Medicine, UofT have aligned on guiding principles for the policy, initiated a pilot project to evaluate a comprehensive disclosure process for faculty and senior executives using CMarS as the electronic platform.

6.0 Approval of Previous Minutes

D. Court moved and T. Brown seconded

THAT the minutes from December 6, 2017 be approved.

CARRIED

7.0 Governance

7.1 Chair's Report

W. Cukier provided the following update:

- Consultants have been identified to assist in the recruitment search of the new CEO Foundation.
- Consultants working towards best practice of WCH and WCHF Boards is underway.
- Recommended members to register for OHA conferences that are relevant to Board of Directors.
- A small working group met to collectively look at the draft strategic plan and ensure that we are moving along the right track in terms of setting highly ambitious, but also feasible objectives and priorities. The objectives of the retreat will essentially be:
 - To ensure the Board feels comfortable with the major strategic initiatives, feasibility projections and oversight processes;
 - To provide the opportunity for final adjustments with an aim for approval.

7.2 Governance and Nominating Update

A. Hotoyan-Joly provided the following update:

- Reviewed the 2018-2019 vacancy assessment and will need to recruit one new board member.
- All members completed the skills and matrix survey. The committee will review the results and determine the gap that will be required to fill.
- One of the recommendations from the KPMG review was to move to a consent agenda and generative discussions. The committee recommended to have a consent agenda and generative discussions as a trial at the sub committees and then be evaluated.

7.2.1 Medical Staff By Laws

The revised Medical Staff By-laws was brought forward to the committee. The following were some of the significant changes made to the By-laws:

- The sections on dental, midwifery and extended class nursing staff appointments are removed;
- Standardized medical staff groups, recommended by TAHSN medical leadership for adoption by all TAHSN hospitals, replace the current group;
- The criteria for medical staff appointments and reappointments are updated;
- Added provisions confirm that the Medical Advisory Committee may act as the Credentials Committee;
- The President of the Medical Staff Association is named as an *ex officio* member of the WCH's Resources Committee.

A. Hotoyan-Joly moved and L. Wilson seconded

THAT at the recommendation of the Governance and Nominating Committee, the Board of Directors approve the proposed revisions to the Medical Staff By-laws (2018).

CARRIED

7.3 Minutes

7.3.1 Governance – January 15, 2018

The minutes were received.

7.3.2 Executive – November 21, 2017 & December 20, 2017

The minutes were received.

8.0 Strategy

8.1 CEO's Report

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

- WCH is a leader in Sexual Assault and Domestic Violence services and was recently provided new funding by the Ministry of Health and Long-Term Care to oversee strategic and operational activities of the Network across the province's 35 sites. WCH is currently recruiting for a new role – Director - to oversee the Network.
- Members questioned the relationship between WCH and CAMH. M. Emery informed members that we have partnered with CAMH and will continue regarding TransHealth as well as Indigenous mental health.

9.0 Quality

9.1 Quality, Academic & Equity Committee Update

P. Senior provided the following update:

- The committee met on January 17, 2018 and had presentations with an overview on patient and community engagement; from Trans Health Equity & Access and patient involvement in Research. Patient involvement whether through research or new programs play a key role in developing a model of care or understanding the needs of the patient. Further information is included in the minutes.
- E. Goulbourne provided an Accreditation preliminary update and after the QAEC meeting the Board received an email from Marilyn of confirmation from Accreditation Canada that we were Accredited with Exemplary Standing.
- Medical Legal Claims is reported at QAEC semiannually. At this meeting we were informed of active, potential and closed cases. The description of the active and potential cases was provided. Potential cases are incidents that occurred and may or may not result in a legal claim but remain on our radar.
- The Community Liaison Advisory Committee met on January 29, 2018. The group reviewed the QIP and discussed membership expansion.

9.2 Association of Volunteers

A. McGuire provided members with the following update:

- The Executive Committee of the Association of Volunteers approved two financial donations: \$2400.00 to the Sexual Assault/Domestic Violence Care Centre and \$20,000 as part of a joint effort with WCH Foundation towards the purchase of priority hospital equipment needs for 2018.
- A Volunteer Ability Program has been developed and implemented to provide more accessible and accommodating services for volunteers with disabilities.
- A Therapy Dog name "Amigo" from St. John Ambulance Therapy Dog program has joined our team.
- On Thursday, February 22, 2018 will be the next General Meeting. Guest speaker will be Roseanne Hickey, NP from Crossroads clinic at WCH.

9.3 MDMSA

V. Antao informed members that at the January MSA meeting the executive committee discussed how to support medical staff at WCH. Tragic events occurring in the medical school were the reasons this came up at MSA. As a result MSA would like to examine how we can better support our medical staff from a wellness perspective both informally and formally. They will look at how other

institutions and hospitals provide support as well will connect with K. Winter from a Human Resources perspective.

9.4 Medical Staff Appointments

9.4.1 Medical Staff Group Conversions

S. Laredo informed members that due to the changes of the Medical Staff Groups in the Medical Staff By-Laws that physicians who currently have privileges at WCH under the old Medical Staff Group would have to be changed to the new Medical Staff Group that is applicable to their privileges under the new Medical Staff By-Laws. The list of all medical staff at WCH and their previous and current status was included for members to review.

B. Warmbold moved and M. Foulkes seconded

THAT current medical staff appointments be converted to the applicable new medical staff groups as defined in the Medical Staff By-laws (2018) and according to the attached list.

CARRIED

9.4.2 New Medical Staff Appointments

The list of new medical staff privileges recommended at the Medical Advisory Committee at the January 9, 2018 and February 6, 2018 meeting was tabled.

P. Senior moved and A. Hotoyan-Joly 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 February 8, 2018.

THAT, on the recommendation of the Medical Advisory Committee, the Board of Directors approve Active Secondary for physicians who are currently Courtesy contingent on receipt of proof of appropriate University of Toronto appointment documentation.

CARRIED

9.6 Minutes

9.6.1 Medical Advisory Committee – November 7, 2017 & December 5, 2017

The minutes were received.

9.6.2 Quality, Academic & Equity – January 17, 2018

The minutes were received.

10.0 Capacity

10.1 Foundation Update

M. Dodd provided the following update on behalf of C. Knight:

- Members were informed of a \$500,000 donation gift that was confirmed today.
- The first group of donor plaques has now been installed.
- An executive search firm has been selected to assist in recruiting for the new WCHF CEO. It is anticipated the new WCHF CEO will be selected by the early summer.

- Members were asked to save the date – November 16, 2018 for the next Women for Women's event.

10.2 Policy Review

T. Brown informed members that the committee reviewed and revised the Reporting Wrongdoing and Whistleblower Protection policy and developed an Auditor Independence policy to ensure that there is sufficient independence between the auditor and the hospital management when performing the annual financial audits.

T. Brown moved and A. Hotoyan-Joly seconded

THAT on the recommendation of the Resources Committee, the Board of Directors approved the revised policy 1.10.004 Reporting Wrongdoing and Whistleblower Protection

CARRIED

T. Brown moved and A. Hotoyan-Joly seconded

THAT on the recommendation of the Resources Committee, the Board of Directors approved the new policy 1.10.009 Auditor Independence

CARRIED

10.3 Energy Storage Solutions Innovation Procurement

T. Brown informed members that WCH Administration submitted an application to Ontario Buys in October 2017 for an innovative procurement solution related to achieving utility saving from electricity. This proposal included an application for funding from Ontario Buys to assist with this innovative procurement that will be based on outcomes. In January 2018 we were advised that the project was approved with one requirement that there is a board resolution supporting this innovative procurement initiative.

T. Brown moved and P. Senior seconded

THAT at the recommendation of the Resources Committee, the Board of Directors approve this initiative, with the following resolution wording, as recommended by the Province:

BE IT RESOLVED THAT the Corporation hereby authorizes Marilyn Emery, President and CEO for and on behalf of the Corporation to execute the Ontario Ministry of Government and Consumer Services Transfer payment Agreement (TPA) and amendments as required with respect to the "OntarioBuys" program for the funding of the Women's College Hospital Energy Storage Solution (the "Project") as described in the Business Case dated October 27, 2017.

BE IT FURTHER RESOLVED THAT the Corporation hereby authorizes Mary Lou Toop, Chief Financial Officer, for and on behalf of the Corporation, to act as the Administrative Sponsor for the Project.

CARRIED

10.4 Minutes

10.4.1 Resources – January 30, 2018

The minutes were received.

11.0 Next Meeting

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

12.0 Adjournment

The meeting was adjourned at 1910 hours.

13.0 In Camera

An in camera meeting took place.

14.0 Close of Meeting

The meeting was closed at 1912 hours.