



board of directors

Board Meeting Minutes June 7, 2017

Boardroom #6209 – 6:00 p.m.

Board of Directors

MINUTES

DATE: 2017 06 07

Meeting Chair:	Paulette Senior			
Present:	Viola Antao Karen Bell Tammy Brown Wendy Cukier	Ann Davis (t/c) Marilyn Emery Ani Hotoyan-Joly Sheila Laredo	Brad Lichtblau Mary Lou Maher Jane Pepino Jennifer Price	Sarah Qadeer Sheerin Sheikh Kirsten Thompson Benita Warmbold Lynn Wilson
Regrets:	Michelle Khalili	Anne McGuire	Hania Amad	
Guests:	Danny Nashman	Cate Creede	Cheryl Woodman	
Recording Secretary:	Paula Da Ponte			

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Agenda Item		Discussion	Follow-Up / Action
1.	Welcome	<p>P. Senior welcomed members and announced the following:</p> <ul style="list-style-type: none"> • Congratulated four of our WCRI researchers who were awarded CHIR grants. • Highlighted the AGM schedule. • Informed members the Dyke March will be held on June 24, 2017. • Welcomed Brad Lichtblau, a family physician at WCH and VP of MDMSA. • Informed members Anne McGuire is the new President of the Association of Volunteers. 	
2.	Call to Order	The meeting was called to order at 6:05pm.	
3.	Conflict of Interest Declaration	P. Senior, W. Cukier, A. Hotoyan-Joly, T. Brown and B. Warmbold declared a conflict with agenda item 7.2.1. There were no other conflicts.	
4.	Approval of Agenda	<p>S. Qadeer moved and K. Thompson seconded</p> <p>THAT the agenda be approved.</p> <p>CARRIED</p>	
5.	Approval of Previous Minutes: Minutes from Meeting held on May 3, 2017	<p>L. Wilson moved and T. Brown seconded</p> <p>THAT the minutes be approved.</p> <p>CARRIED</p>	
6.	Strategic Planning Framework	<p>C. Creede, D. Nashman and C. Woodman provided members an update on the strategic planning framework following the Board Retreat. They reviewed the feedback from the board, discussions with senior team and met with the Steering Committee. They reviewed the environmental scan that included: education; populations; workforce; political; economic; cultural shifts; funding; digital technology and research.</p> <p>Members were informed of the strategy framework that consisted of the following six layers: Our reason; our mission; our strategic priorities; quality lens; enablers and our values. The plan over the summer months is to have an academic hive, an engaged and ignited people hive; review with chiefs, directors and managers and bring forward the final strategy for Board approval in the Fall.</p>	

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7.	<p>Governance:</p> <p>7.1 Chair's Report</p> <p>7.2 Governance and Nominating Committee Update</p> <p>7.2.1 Board Leadership Roles</p>	<p>P. Senior thanked all board members; M. Emery and senior team for their support the past year. She thanked W. Cukier and executive members for their guidance and support. As well thanked and recognized her partnership with the Foundation.</p> <p>P. Senior provided an update from the last Executive Committee:</p> <ul style="list-style-type: none"> • S. Laredo presented her goals and objectives; • Medical leaders provided an updated presentation regarding needs for Academic Core Support. • It was recommended to set up a small working group to prepare a strategy and presentation to the Foundation. <p>J. Pepino provided the following update:</p> <ul style="list-style-type: none"> • The committee reviewed the recommendations from the Governance Review and developed a workplan that was included in the board package. • Accreditation requirements are in process which do not require any By-Law changes at this time. <p>At this time individuals who declared a conflict stepped out of the room for members to review and discussed and returned at time for voting.</p> <p>J. Pepino moved and M.L. Maher seconded</p> <p>That as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Wendy Cukier for recommendation as Chair, Board of Directors, as of June 21, 2017.</p> <p>W. Cukier abstained from voting.</p> <p>CARRIED</p> <p>J. Pepino moved and M.L. Maher seconded</p>	

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		<p>That as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Benita Warmbold for recommendation as Vice Chair, Board of Directors, as of June 21, 2017.</p> <p>B. Warmbold abstained from voting. CARRIED</p> <p>J. Pepino moved and M.L. Maher seconded</p> <p>That as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Ani Hotoyan-Joly for recommendation as Chair, Governance and Nominating Committee, as of June 21, 2017.</p> <p>Ani Hotoyan-Joly abstained from voting. CARRIED</p> <p>J. Pepino moved and M.L. Maher seconded</p> <p>That as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Paulette Senior for recommendation as Chair, Quality, Academic and Equity Committee, as of June 21, 2017.</p> <p>Paulette Senior abstained from voting. CARRIED</p> <p>J. Pepino moved and M.L. Maher seconded</p> <p>That as recommended by the Governance and Nominating Committee, the Board approve the recommendation that the Board Chair appoint Tammy Brown for recommendation as Treasurer and Chair, Resources Committee, as of June 21, 2017.</p>	

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7.2.2	New Director Nominee Update	<p>Tammy Brown abstained from voting.</p> <p>CARRIED</p> <p>The candidates nominated by the Governance and Nominating Committee for election to the Board were interviewed and discussed prior to a request for the Board's endorsement.</p> <p>J. Pepino moved and A. Hotoyan-Joly seconded</p> <p>THAT on the recommendation of the Governance and Nominating Committee, the Board of Directors approve the candidates noted for nomination for election to Board Membership at the Annual General Meeting on June 21, 2017.</p> <p>David Court Michael Foulkes Leslie Woo</p> <p>CARRIED</p>	Bring forward to AGM
7.2.3	Governance Review Workplan	<p>J. Pepino informed members that the committee has discussed and reached consensus on draft recommendations as a result from the Governance Review and discussions at the Board Retreat. A proposed workplan was included in the material. J. Pepino highlighted on the following:</p> <ul style="list-style-type: none"> • Role of Executive Committee to be clarified; • Recommend five out of eight vacancies to be filled to reduce size of the board; • Revised scorecard to be reviewed in the fall; • New templates to be implemented; • Reduce frequency of meetings; • By-Law change recommending morphing Equity & Community Advisory committee; and • By-Law name change to Quality and Academic Committee. 	

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<p>7.2.4 By Law Amendment</p> <p>7.3 Minutes 7.3.1 Governance & Nominating – May 8, 2017 & May 29, 2017 7.3.2 Executive – April 25, 2017</p>	<p>Draft amendments to the By-Laws regarding the Equity and Community Advisory Committee and the Quality and Academic Committee were reviewed. W. Cukier added an amendment: <i>"Quality, Academic and Equity Committee"</i>.</p> <p>S. Sheikh moved and W. Cukier seconded</p> <p>THAT the draft amendments to the By-Laws regarding the Equity and Community Advisory Committee and the Quality and Academic Committee be approved as presented with the additional amendment and recommended by the Governance and Nominating Committee.</p> <p>CARRIED</p> <p>The minutes were received.</p>	<p>Bring forward to AGM</p>	
<p>8. Strategy 8.1 CEO's Report</p> <p>8.2 Q4 Performance Report Corporate Scorecard</p>	<p>M. Emery's report was included in the material. She highlighted the following:</p> <ul style="list-style-type: none"> • WCH recently opened a Rapid Access Addiction Medicine (RAAM) clinic where patients who experience substance use challenges can be seen within one to three days. This is one of five rapid-access clinics in Toronto under the META:PHI initiative. This clinic is unique because it provides immediate access to lifesaving treatment by offering same-day counselling and anti-craving medication. • Dr. A. Kumagi was awarded the John A. Benson Jr., MD Professionalism Article Prize, along with his co-authors for their article titled: <i>"Remembering Freddie Gray: Medical Education for Social Justice"</i>. <p>M. Emery highlighted the Q4 results and discussed the red indicator which is a shared issue across the TC LHIN. We have submitted a proposal for additional funding to improve MRI access. One critical incident reported was discussed thoroughly at QAC.</p>		

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<p>9.3 Medical Staff Appointments 9.3.1 New Medical Staff Appointments</p> <p>9.3.2 Medical Staff Reappointments</p> <p>9.4 Minutes 9.4.1 Quality & Academic – May 17, 2017 9.4.2 Medical Advisory Committee – April 4, 2017</p>	<p>THAT on the recommendation of the Quality and Academic Committee, the WCH Board of Directors acknowledge achievement of the 5 measures linked to compensation at 100%.</p> <p>CARRIED</p> <p>K. Thompson moved and S. Qadeer seconded</p> <p>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 June 8, 2017.</p> <p>CARRIED</p> <p>K. Thompson moved and S. Qadeer seconded</p> <p>THAT, on the recommendation of the Medical Advisory Committee, the Board of Directors approve the Reappointment of the applicants listed to the WCH Medical Staff effective July 1, 2017 - June 30, 2018.</p> <p>CARRIED</p> <p>The minutes were received.</p>		
<p>10. Capacity 10.1 Foundation Update</p>	<p>A Davis provided the following update:</p> <ul style="list-style-type: none"> • “Shoppers Love You Run For Women” is scheduled on Saturday, June 10, 2017. • Tour de Bleu is scheduled on August 13, 2017. 		

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10.2	Performance Reporting – Q4	<ul style="list-style-type: none"> Women for Women’s Lunch is scheduled on November 8, 2017. <p>The Performance Report for the period ending March 2017 was received. It was noted that by the end of Q4 we had a surplus of \$2.9 million due to the PCOP reconciliation.</p>	
10.3	Audited Financial Statements	<p>The Audited Financial Statements and Auditor’s report was received.</p> <p>M.L. Maher moved and B. Warmbold seconded</p> <p>WHEREAS the Resources Committee, in their role as the Audit Committee has reviewed the audited financial statements for March 31, 2017, as prepared by management, and audited by PwC, and</p> <p>WHEREAS PwC, the auditors appointed by the members to conduct the financial statement, propose to issue a standard unqualified opinion that the statements fairly present the financial position of the Hospital,</p> <p>It is hereby moved that, as recommended by the Resources Committee, the Board of Directors recommends the approval of the audited financial statements for the year ended March 31, 2017, at the Annual General Meeting as presented.</p> <p>CARRIED</p>	Bring forward to AGM
10.4	Appointment of Auditors	<p>M.L. Maher moved and B. Warmbold seconded</p> <p>THAT as recommended by the Resources Committee, the Board of Directors recommends the appointment of PwC as auditors for Women’s College Hospital for the year ending March 31, 2018 at the Annual General Meeting, at a fee to be approved by the Resources Committee.</p> <p>CARRIED</p>	Bring forward to AGM

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<p>10.5 Compliance Reporting</p> <p>10.6 Minutes 10.6.1 Resources – May 29, 2017</p>	<p>The Compliance Report was received.</p> <p>M.L. Maher moved and A. Hotoyan-Joly seconded</p> <p>THAT as recommended by the Resources Committee, the Board of Directors acknowledge compliance with requirements set out in the <i>Excellent Care for All Act</i> and the <i>Broader Public Sector Accountability Act</i> and authorized the Chair, Board of Directors to sign certificates documenting this compliance, as may be required.</p> <p>CARRIED</p> <p>The minutes were received.</p>		
<p>11. Equity & Community Advisory 11.1 Association of Volunteers</p> <p>11.2 MDMSA</p> <p>11.3 Equity & Community Advisory Update</p> <p>11.4 Minutes 11.4.1 Equity & Community – May 15, 2017</p>	<p>This agenda item was deferred.</p> <p>V. Antao reported the following:</p> <ul style="list-style-type: none"> The MDMSA AGM was held on May 24, 2017 and four new directors were elected: Viola Antao, President MDMSA; Bradley Lichtblau, VP MDMSA; Talia Zenlea, Secretary MDMSA and Yolanda Kirkham, Treasurer MDMSA. <p>S. Sheikh provided the following update:</p> <ul style="list-style-type: none"> The committee had a presentation from Cynthia Whitehead and Lisa Richardson on WCH and Indigenous health. Recommended two articles that was included in the material that was distributed. <p>The minutes were received.</p>		

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13.	Next Meeting: Wednesday, June 21, 2017	The next Board of Directors meeting is scheduled on Wednesday, June 21, 2017 at 6:00pm in the WCH Boardroom 6209.	
14.	Adjournment of Open Board Meeting	The meeting was adjourned at 8:16pm	
15.	In Camera	An in camera meeting took place.	
16.	Close of Board of Directors Meeting	The meeting was closed at 8:40pm.	