



board of directors

Meeting:	WCH Board of Directors		
Date:	Wednesday, October 4, 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	Leslie Woo Christopher Knight Viola Antao Anne McGuire Brad Lichtblau Bonnie Bloomberg	Jennifer Price Marilyn Emery Kirsten Thompson Michelle Khalili David Tsubouchi
Absent:	Benita Warmbold Paulette Senior	Ani Hotoyan-Joly	Lynn Wilson
Guests:	Ruby Shanker, MBBS, MHSc. (Bioethics) Bioethicist, WCH & TGH (UHN)		

1.0 Welcome

W. Cukier welcomed everyone.

2.0 Call to Order

The meeting was called to order at 1708 hours.

3.0 Conflict of Interest Declaration

No conflicts were declared.

4.0 Approval of Agenda

W. Cukier recommended to move agenda item 7.2.1 to discuss before agenda item 5.0.

L. Woo moved and H. Amad seconded

THAT the agenda be approved as amended

CARRIED

5.0 Education – Ethical Decision Making

M. Emery introduced Ruby Shanker, Bioethicist at Women's College Hospital and Toronto General Hospital (UHN). The purpose of the presentation is to provide members information regarding ethical decision making principles, how the A4R framework applies at WCH and how ethics relates to hospital governance. R. Shanker presented a framework for Organizational Ethics Endeavors. She highlighted what is Bioethics and reviewed when and why the IDEA framework would be used. She also introduced the Accountability for Reasonableness (A4R) framework for ethical decision making. This framework has been implemented in healthcare for a variety of situations and there are five principles as a guideline for consideration: Relevance; Publicity; Revision; Empowerment; Enforcement. She also discussed the allocation of funding for MAID and how do we ensure it is allocated equitably and transparently. This situation would require Accountability for Reasonableness (A4R) to establish a moral decision making to manage limited resources. Definitions of each were provided on the slides that were distributed to members.

6.0 Approval of Previous Minutes

T. Brown moved and H. Amad seconded

THAT the minutes from June 21, 2017 and July 12, 2017 be approved.

CARRIED

7.0 Governance

7.1 Chair's Report

W. Cukier informed members that the past few months have been busy with recruiting new directors and follow-up to the Governance Review. Members were also informed that the Executive Committee met the past month regarding the Executive Compensation and the Strategic Plan presentation. W. Cukier informed members of K. Hay resignation and thanked K. Hay for her contribution and dedication to the Foundation and Hospital.

7.2 Governance & Nominating Committee Update

7.2.1 New Director Nominee Update

W. Cukier provided the following update on behalf of A. Hotoyan-Joly. The Governance & Nominating Committee continued to work with the recruitment firm Boyden Executive Search to assist filling Board vacancies for the 2017-2018 Board year. There were a number of candidates and based on the skills matrix analysis four candidates were recommended.

W. Cukier moved and T. Brown seconded

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 effective October 4, 2017:

- Bonnie Bloomberg
- JoAnne Doyle
- Maya Roy
- David Tsubouchi

CARRIED

7.2.2 Governance Review Update

W. Cukier provided the following update on behalf of A. Hotoyan-Joly. W. Cukier informed members that a small working group consisting of: A. Hotoyan-Joly, J. Pepino, H. McPherson and herself have been working together to go through the process and implement recommendations that came from the Governance Review. A workplan was included in the material. W. Cukier highlighted the following:

- Integration of the Equity Committee to the Quality, Academic and Equity Committee;
- Clarified attendance expectations – 75% in person for Board & Committee meetings;
- Administrative changes that included a new briefing note template, minute template and action track document.

7.2.3 Policy Review

W. Cukier provided the following update on behalf of A. Hotoyan-Joly. The committee reviewed all Board policies and the following policies were revised and attached in the material:

- 0.10.001 – Principles of Governance
- 0.10.003 – Division of Responsibility & Delegation of Authority – Board & CEO
- 0.10.004 – Roles & Responsibilities of Individual Directors
- 0.10.005 – Board of Directors Committees
- 0.10.006 – Honorary Governors
- 0.20.001 – Code of Behaviour (Previously Code of Conduct)
- 0.20.002 – Conflict of Interest
- 0.20.003 – Nomination Process
- 0.20.006 – Removal of a Director - General
- 0.20.008 – Board of Directors Composition and Term
- 0.20.009 – Guidelines for the Selection of Directors
- 1.80.004 – Signing Authority Policy

D. Court moved and W. Cukier seconded

THAT on the recommendation of the Governance and Nominating Committee, the Board of Directors approved the policies as outlined.

CARRIED

7.3 Minutes

7.3.1 Governance – September 11, 2017

The minutes were received.

7.3.2 Executive – August 15, 2017, September 14, 2017 & September 25, 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:

- The Toronto Academic Pain Medicine Institute (TAPMI) is a WCH initiative and have partnered with SMH, CAMH, SHS and UHN to provide chronic pain patients a centralized referral network. WCH coordinates all central intake and triage across sites. Within the five sites patients will have access to an interdisciplinary team and at WCH our expertise is on interventional pain management.
- Echo WISELY ("Will Inappropriate Scenarios for Echocardiography Lessen Significantly") is a new finding that providing physicians with feedback on their use of testing, and allowing them to compare to their peers, provides them opportunity to improve their practice with ordering ECHO tests. This will benefit the patient and save cost on unnecessary testing.
- Congratulations to Jennifer Price, CNE at WCH for being named a *Top 150 Nurses of Canada* by the Canadian Nurses Association.
- Members were also informed of two recent announcements: CCO congratulated WCH for Provincial Annual Improvement Target on wait times and Top Performance in Ontario regarding Breast Screening. She congratulated H. McPherson and D. Martin for achieving these targets.

8.2 Draft Strategic Plan 2017-2022

C. Woodman presented the proposed Strategic Plan 2017-2022. C. Woodman highlighted some accomplishments from the previous strategic plan. She informed members that there were many levels of engagement working towards the new Strategic Plan. As a result of the extensive engagement and emerging trends, WCH proposed strategic plan, "Healthcare Revolutionized 2017-2022", which will focus across each of the following four new strategic goals:

1. Revolutionize care and care experience.
2. Revolutionize health for women. Close care gaps.
3. Revolutionize health systems.
4. Revolutionize health through research, innovation and education.

C. Woodman provided an overview of the objectives and initiatives of each goal and presented the new vision, mission and values:

- **VISION** – Healthcare revolutionized for a healthier and more equitable world
- **MISSION** (Option 1) – We transform healthcare for women and co-created best health possible through innovative care, research, policy, education and system solutions.
- **MISSION** (Option 2) – We transform healthcare for women and close health gap through innovative care, research, policy, education and system solutions.
- **VALUES** – Equity; Quality; People; Courage and Collaboration

Members discussed and expressed their opinion between the two mission options and agreed with option one.

K. Thompson moved H. Amad seconded

THAT the Board of Directors approve the following components of the new Hospital Strategic Plan – Healthcare Revolutionized 2017-2022 vision, mission, values and overreaching goals.

CARRIED

9.0 Quality

9.1 Quality, Academic & Equity Committee Update

M. Khalili provided the following update on behalf of P. Senior:

- An overview on quality and safety was presented;
- Accreditation preparation is on track;
- The terms of reference was revised to incorporate the terms of reference from Equity & Community Committee
- Performance reporting format being revised. The committee looked at operating and strategic process. This comprehensive format will provide quality, academic and equity indicators that will be reported on a monthly basis.

9.2 Association of Volunteers

A. McGuire provided the following update:

- The Association of Volunteers is revising their Strategic Plan. Their mission states "*Enhance patient and volunteer experience*". They will include four pillars: education; recognition; fundraising; communication/public relations.
- On October 22, 2017 the Association of Volunteers will be participating at the Scotiabank Toronto Waterfront Marathon and funds raised will go towards to WRAP program and support WCRI summer student program.
- The Association of Volunteers have partnered with WCH Foundation to assist in fundraising and sponsored a table at the Women for Womens luncheon.

9.3 MDMSA

V. Antao provided the following update:

- The Medical Staff By-Laws is currently being reviewed/revised.
- November 14, 2017 will be the first general meeting.

9.4 Medical Staff Appointments

9.4.1 New Medical Staff Appointments

S. Laredo provided an overview of the credentialing process and informed members that part of the Medical Staff By-law changes there will be a change in the privileges to align with the TAHSN hospitals. The list of new medical staff privileges recommended at the Medical Advisory Committee at the September 12, 2017 and October 3, 2017 meeting was tabled.

T. Brown moved and L. Woo 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 October 5, 2017.

CARRIED

9.5 Minutes

9.5.1 Medical Advisory Committee – June 6, 2017

The minutes were received.

9.5.2 Quality, Academic & Equity – September 27, 2017

The minutes were deferred.

10.0 Capacity

10.1 Foundation Update

C. Knight provided the following update:

- The Tour de Bleu event hosted by the Peter Gilgan Foundation and Mattamy Homes raised \$3.6 million for The Peter Gilgan Centre for Women's Cancers.
- Women for Women's is scheduled on November 8, 2017 and tickets are sold out. This year's fundraising item will be an exquisite silk scarf that will be sold for \$300 each.
- He also advised members of an exciting national advertising campaign the Foundation is embarking upon, with collaboration and support from the hospital's Strategic Communications team beginning on October 23, 2017 in the Globe and Mail.
- Members were informed that Kathy Hay has resigned and will be moving to Kids Help Phone. M. Dodd will be interim CEO.

10.2 Financial Performance – June 30, 2017

The Performance Report for the period ending June 30, 2017 was received. T. Brown highlighted that at the end of Q1 our consolidated operations results is a deficit of \$62K. This deficit is related to operational changes not reflected in the budget including; Lobby Lab no longer being outsourced to Sunnybrook; there was a one-time transition labour cost. There was also a one time funding for programs that were not known at the time of the budget. Members were also informed of the two red indicators; Breast Cancer Surgery, due to lack of available volumes and Thyroid Surgery as WCH is currently recruiting for a new thyroid surgeon for maternity leave.

T. Brown moved and W. Cukier seconded

THAT as recommended by the Resources Committee, the Board of Directors accept the performance results for the period ending June 30, 2017.

CARRIED

10.3 Education Plan and Needs

T. Brown informed members of education sessions that will be provided to all interested Board members an hour prior to each Board meeting. Topics were included in the briefing note.

10.4 Redevelopment Refinancing Update

T. Brown informed members that we had completed financial close on September 29, 2017. The refinancing was on the basis of the financial model that contained no changes to the future costs estimates and no new equity distributions in accordance with the Ministry of Health and Long Term Care consent and WCH Board approval.

10.5 Minutes

10.5.1 Resources – September 25, 2017

The minutes were deferred.

11.0 Next Meeting

The next Board of Directors meeting is scheduled on Wednesday, November 1, 2017 @ 1700 hours.

12.0 Adjournment

The meeting was adjourned at 1925 hours.

13.0 In Camera

An in camera meeting took place.

14.0 Close of Meeting

The meeting was closed at 1935 hours.