



board of directors

Meeting:	WCH Board of Directors Meeting			
Date:	Wednesday, March 1, 2023			
Location:	Boardroom 6209 / Videoconference (V)			
Chairperson:	JoAnne Doyle – Chair			
Secretary:	Paula Da Ponte			
In Attendance:	Paula Allen (V) Bonnie Bloomberg John Capobianco (V) Aida Cipolla Michael Foulkes (V)	Arleen Huggins (V) Lisa Robinson (V) Chinyere Eni-McLean Leslie Woo (V) David Court (V)	Donna Walwyn Debbie Simpson (V) Rupinder Dhillon (V) Susan Monteith Lindsay Campbell (V)	Heather McPherson Kyle Kirkham (V) Jennifer Price
Regrets:	Maya Roy	Talia Zenlea	Tuhina Biswas	
Guests:	Drew Wesley, Vice President, Business, Technology, and Corporate Information Officer			

1.0 Welcome and Call to Order

J. Doyle welcomed everyone and called the meeting to order at 1701 hours.

2.0 Land Acknowledgement

J. Doyle began the meeting with a Land Acknowledgement.

3.0 Conflict of Interest Declaration

H. McPherson noted a potential conflict with agenda item 12.0 “*Plexxus/Mohawk Medbuy Corporation Amalgamation*”. There were no other conflicts declared.

4.0 Patient Experience Story

H. McPherson shared a patient experience of care and commitment within the primary care team at WCH.

5.0 Generative Discussion – Women’s Virtual/Digital Transformation

D. Wesley provided an overview of digital transformation and the initiatives from both federal and provincial governments to digitally enable data sharing. The Federal Canada Health Transfer (CHT) offers health funding to provinces for the purpose of enhancing data sharing and access to better track health care performance and outcomes.

D. Wesley highlighted complexities of various IT systems operating across Ontario. Members were informed that Ontario’s new health care plan to “*axe the fax*” will be challenging to achieve over the next five years as it is estimated that 150 million faxes are sent by Ontario healthcare providers each year. The Ontario government has been working on digitally enabling data sharing across the healthcare system to provide more accurate, up-to-date, and complete information about patients and point of care; reduce medical errors; and reduce duplication of testing and improved health.

Members had a thorough discussion and questioned how digital transformation at WCH will be funded. Members were informed that funding source from the following three areas will be applied:

- Foundation will raise money allocated for virtual care.
- Hospital Capital funding.
- Collaborative funding from the province.

6.0 Consent Agenda

The consent agenda included the Board agenda, board minutes from February 1, 2023, WCH By Laws, Bill 124 update, Audit Plan for 2022-2023, Quality Improvement Plan (QIP 2023-2024, and Committee Terms of Reference (QAEC).

C. Eni-McLean moved and A. Cipolla seconded

THAT items presented for approval in the consent agenda be approved.

CARRIED

7.0 New Director

The new director agenda item was deferred.

8.0 Chair's Report

J. Doyle provided the following update:

- Members were informed that Jennifer Bernard resigned from Women's College Hospital Foundation effective March 28, 2023. During her tenure at WCHF, Jennifer broadened the base of support and established solid partnerships. She built relationships across the donor community, established a strong leadership team, and secured the sustainability of Foundation operations. On behalf of the Board of Directors, J. Doyle thanked J. Bernard for her dedication and leadership.
- Executive Committee met in February and minutes were included.
- Members were informed that the elected board members were sent an email to complete the TAHSN self-identification and Anti-Racism Education Survey designed to help understand composition and diversity across TAHSN hospital Boards. The deadline to complete the survey is Friday, March 3, 2023.
- Members will receive the Chair/Committee Assessment survey early next week.

9.0 CEO Report

H. McPherson's report was included in the material. She additionally reported on the following:

- On February 21, 2023, *Bill 60, Your Health Act, 2023* had its first reading at the Legislative Assembly of Ontario. Members were informed that Integrated Health Facilities (IHF) has been replaced with Integrated Community Health Services Act and the plan provided included reduce wait times, detailed staffing models and requirements to credential physicians. The Ontario Hospital Association (OHA) has requested the inclusion of considerations and recommendations in the materials for government to consider.

Cyber Security Education

D. Wesley provided an overview on cyber security at WCH that involved third parties conducting security testing of external, internet-facing systems and implementation of key security controls. Though there are measures implemented to protect WCH from breaches there is always risk, and any data breach can be expensive. To protect WCH from rising costs we have cyber insurance with Healthcare Insurance Reciprocal of Canada (HIROC) who have advised us that we are adequately covered. Members were informed that 25% data breach occurs due to a ransomware and the triple tactics used are:

1. Encrypting all or part of your network.
2. Steal personal data and threaten to leak.
3. Steal personal data and target patients, clients, or suppliers to leak.

Members had a thorough discussion regarding communication with other hospitals when one hospital has been impacted by a cyber-attack. Members were assured that WCH has an emergency response team and

processes in place in case of cyber-attack and that communication is flowed to other organizations when one experiences a cyber incident.

10.0 Medical Staff Appointments

10.1 New Medical Staff Appointments

The list of new medical staff privileges recommended at the Medical Advisory Committee meeting on February 28, 2023, was included in the material.

D. Walwyn moved and S. Monteith 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 March 2, 2023.

CARRIED

11.0 Foundation Report

J. Bernard presented the following items on behalf of D. Simpson:

- The Foundation is creating a robust operations plan for the year and meeting with the team to plan the transition.
- Priorities are being finalized with the hospital toward the 2023-2024 capital campaign.
- Women for Women's event is scheduled on March 8, 2023, at the Metro Toronto Convention Centre.

12.0 Plexxus/Mohawk Medbuy Corporation Amalgamation

S. Monteith indicated that that due to Plexxus restructuring plans and the significant fee increases, the Board must approve the Plexxus/Mohawk Medbuy Corporation Amalgamation agreement. WCH legal has reviewed the amalgamation agreement. The effective date of the amalgamation is April 1, 2023 and at least two-thirds of the Plexxus Members must approve the Amalgamation Agreement for it to take effect.

S. Monteith moved and D. Walwyn seconded

THAT as recommended by the Resources Committee, the Board of Directors approve the Plexxus-Mohawk Medbuy Corporation (MMC) Amalgamation agreement.

CARRIED

13.0 Hospital services Accountability Agreement (HSAA) & Multi-Sector Service Accountability Agreement (MSAA)

S. Monteith informed members that the current agreement will expire on March 31, 2023, and the material presented is based on indicators and targets Ontario Health published at the end of January that they intend to include in the upcoming agreement.

S. Monteith moved and A. Cipolla seconded

THAT as recommended by the Resources Committee, the Board of Directors approve the Board Chair and the President and CEO to sign Accountability Agreements, namely the Hospital Services Accountability Agreement (HSAA) and Multi-Sector Service Accountability Agreement (MSAA) for the year ending March 31, 2024, reflecting the Performance Targets and Floors below.

	Current Ratio	Total Margin	Long waiters for Surgery (%)
2019/20 HSAA Floor	0.8	0%	No less than 20%
2019/20 HSAA Target	No greater than 1.31	No greater than 0%	20%

CARRIED

14.0 2023-204 Operating and Capital Budget/Plan

The meeting went into in camera at 1900 hours and the open board meeting reconvened at 1910 hours.

S. Monteith moved and D. Walwyn seconded

THAT as recommended by the Resources Committee, the Board of Directors approve the Operating and Capital Budget for the 2023-2024 fiscal year.

CARRIED

15.0 Next Meeting

The next Board of Directors meeting is scheduled on Wednesday, May 3, 2023, at 5:00pm.

16.0 Adjournment of Meeting

The meeting was adjourned at 1900 hours.

17.0 In Camera

J. Doyle called the in-camera meeting to order at 1900 hours and adjourned at 1910 hours.

18.0 Open Board Reconvened

The open board meeting reconvened at 1910hours.

19.0 Closure of Meeting

The meeting was closed at 1913 hours.