

OPEN MINUTES OF MEETING BOARD OF DIRECTORS

Held, Wednesday, September 28, 2016
at 1600 hours
in Victoria Hospital Board Room C3-401

Board Members Present:

B. Bird, M. Glendining, K. Haines, S. Jaekel, J. Wright, R. Robinson, A. Walby, P. Retty (†), K. Ross, M. MacLeod, T. Gergely, S. Caplan, L. McBride, A. Hopper, D. Woodward, T. Warner, D. Steven, K. Church, M. Wilson, M. Hodgson, C. Young-Ritchie, S. Irwin-Foulon

Board Member Regrets:

M. Strong

Guests:

G. Kernaghan=R, M. Kellow

Resource:

T. Eskildsen

1.0 CALL TO ORDER/REVIEW OF AGENDA/CONSENT AGENDA

Mr. Gergely called the meeting to order and reminded the Board Directors of the Ethical Decision Making Framework and Conflict of Interest Policy that the Board adheres to and encouraged those members who may feel they have conflict or perceive someone else's conflict to bring it forward, either now or at the time of the item. Welcome was extended to the new faces around the table.

After seeking concerns or objections to the items within the consent agenda, the items listed in Appendix 1 and as noted below and starting on page 116 were APPROVED by UNANIMOUS CONSENT:

1.1 **Minutes of Regular Meeting 2016/06/27**

1.2 **Minutes of Organizational Meeting 2016/06/27**

1.3 **Finance and Audit Committee**

1.3.1 2015/16 Ministry of Children & Youth Services (MCYS) Annual Reconciliation

1.3.2 Audited Ministry of Health and Long Term Care Reports

1.3.1.1 2015/16 Community Mental Health Program (CMHC, Children's Mental Health, Psychiatric Outpatient

1.3.1.2 Medical Salaries Programs 3003 and 3116

1.3.1.3 2015/16 Hospital on Call Coverage (HOCC Year End Funding Settlement)

1.3.1.4 2015/16 Midwifery Year End Settlement

1.3.1.5 2015/16 London Regional Base Hospital Program Annual Report

1.3.1.6 2015/16 Health Infrastructure Renewal Fund (HIRF)

1.4 **Committees of the Board- Minutes**

1.4.1 Executive Committee 20160726

1.4.2 Human Resources 20160905

1.4.3 Governance Committee 20160919

1.4.4 Medical Advisory Committee/Executive 20160608, 2016062, 20160720, 20160824, 20160914

1.4.5 Quality and Performance Monitoring 20160922

1.4.6 LHSC Fiscal Advisory Committee Draft Minutes 20160613

1.4.7 Joint Collaboration Committee Minutes 20160802

2.0 NEW BUSINESS/INFORMATION/APPROVALS

2.1 Chair's Remarks

Mr. Gergely and Board Directors reviewed work ongoing in the past month, upcoming events and events attended on behalf of the Board. The following items were highlighted:

- It was noted for new and returning Board Directors, that LHSC is beginning the work on Strategic Planning Process for the next 18 months. This work is something the Board is looking forward to and as part of good governance; the Board will be on the journey in this process in light of the transitional work that was completed last year. This will be a multi-faceted process and will be representative of more than words on a page.
- Chair/Chief Selection committee representatives were asked to provide feedback on where their respective selection group is in the process.
 - Diagnostic Imaging is making good progress and is at the interview stage of the work.
 - Obstetrics Selection Committee membership have met once to have an overview of the position and the group has completed the ranking of the selection committee reviewers.
 - Physical Medicine and Rehabilitation Selection has not started
 - Psychiatry, Medicine and Otolaryngology and Paediatrics Selection Committees are also in very early stages of the work.
 - The representatives summarized a request to ask Governance Committee to consider a one page purpose document.
 - Ophthalmology Selection has recommended an Interim Chair which has made its way through the process and is before the Board of Directors today for endorsement.
- The group engaged in discussion about the process, and reaffirmation as to where the Board representatives could add value. Governance was requested to conduct a formal review on the documents and due diligence supporting documentation for Committee members to reference when sitting as a LHSC Board representative on these committees.
- Recognition and appreciation was extended to Dr. Mark MacLeod for his work in the past four years as Chair, Medical Advisory Committee.

2.1.1 Board Priorities for Feedback

Mr. Gergely presented the Board Priorities /Workplan for feedback and consideration. The following points were noted:

- Ms. Bird reported that consideration is being given at Finance and Audit to shift meeting content or find a way to have an additional meeting to provide additional time to review items thoroughly including some additional time where possible to address Lawson Research items.
- Mr. Wright noted that Executive Compensation work from the recent legislation announcements was identified as a potential item to be added for special consideration. Mr. Gergely indicated that the exercise will likely start in Executive and Governance and work its way to the Board over the next few months.

The Board Priorities/Workplan will move into the Governance work and will return to the Board for approval.

2.2 CEO Report

Mr. Glendining submitted his report into record and indicated he would be pleased to answer questions. The following items were highlighted:

- Reference was made to recent media coverage on wait times for hips and knees replacement surgeries.
- Dr. Kernaghan and Mr. Glendining will be meeting quarterly with Western President to discuss respective strategic plans and other opportunities as they present.

- Reminded the board that Bill 210 did not receive royal assent prior to closure of legislature at the end of session. It is expected that the contents of this bill along with many other proposed pieces of legislature will be reintroduced this fall.
- Mandate letters Premier Kathleen Wynne wrote to each Cabinet Minister, outlining the key priorities for their ministry were posted on September 23, 2016.
- Provincial HIS Strategy has been announced. The government has firmly committed to the idea of a cluster, encouraging those in the need of renewal or development of health information systems, would join an existing 'cluster'. It was noted that a cluster will not necessarily be LHIN specific.
- Erie/ St. Claire business plan work has slowed primarily due to the Ministry of Health supervisor appointment at the Chatham Kent Health Alliance. There is willingness to participate, however Chatham needs to pause to better plan around to be part of the system.
- Medbuy potential merger has been announced with Mohawk Shared Services. LHSC will need to review the current and future role of Medbuy in reference to current hospital agreements under the new merged environment.

2.2.1 CEO Goals Recommendation

Mr. Glendining reviewed that originally he had requested an extension back in March on CEO Goals, due to the recent implementation of the transition plan and the goals would stem from this work. Mr. Glendining provided an overview of the Goals and identified the refinements including a reformat to be additional explicit about targeted outcomes.

The Board of Directors APPROVED by GENERAL CONSENT the 2016/17 CEO Goals.

2.3 Lawson Health Research Institute Report

Mr. Ross submitted the July, August and September reports into record, highlighted the following items:

- His Excellency the Right Honourable David Johnston, Governor General of Canada, announced earlier this summer 113 new appointments to the Order of Canada, one of which was Dr. Howard Rundle. LHSC extended their congratulations to Dr. Rundle on this prestigious honour.
- It was further noted how difficult it continues to be to acquire research funding.
- Meetings have been ongoing with the Board members of Lawson to find better ways to communicate effectively with our respective Boards of Directors including things like financial risk and governance issues rather than just reporting narrowly on the activities.

2.4 St. Joseph's Health Care London Update

Ms. Robinson briefly identified that she attended the first meeting of St. Joseph's Board in September and it is always interesting to review respective Board approach to meeting content.

Dr. Kellow welcomed Ms. Robinson to the St. Joseph's table and identified that there was nothing additional to report.

2.5 London Health Sciences Foundation

Mr. Warner provided a brief overview of the work to restructure the Foundation Board of Directors and ensure the appropriate skill mix is present at the table. Mr. Warner briefly highlighted upcoming events and encouraged everyone to get their tickets.

2.6 Quality and Performance Monitoring Committee Recommendation

2.6.1 Quarter 1- Metrics

Mr. McBride identified that a good first meeting of the term occurred last week, and congratulated J. Schleifer Taylor on the five months' of work to reduce the considerable number of indicators to 40 and the ongoing work to put an LHSC definition to quality. The balanced scorecard and highlighted methodology may lead to a better governance oversight over the next few quarters. However, Mr. McBride stressed that while there is significant work going into the report, the Board was reminded to not forget about the patient.

2.6 Medical Advisory Committee Recommendations

2.6.1 Credentialing Overview

Mr. Bill Davis, Director Medical Affairs and Education was present to provide an overview of the credentialing processes the organization undergoes to ready recommendations for approval to the Board of Directors.

2.6.2 New Appointments to Professional Staff

2.6.3 Changes to Professional Staff Appointments

2.6.4 New Clinical Fellow

Mr. Gergely sought objection to laying the first three recommendations as one approval before the Board. No objections were noted.

In response to a question about the dates on terms preceding the date of this Board meeting, it was noted that individuals would have been approved in one category in the previous month and there is a change or addition to an individual's credentials.

The Board of Directors APPROVED by GENERAL CONSENT the following recommendations as submitted by the Medical Advisory Committee:

2.6.2 New Appointments to Professional Staff September

2.6.3 Changes to Professional Staff Appointments September

2.6.4 Appointments to the Clinical Fellows September

2.6.5 Chair MAC Appointment

An overview of the process the organization undergoes to select the Chair and Vice Chair individuals for the Medical Advisory Committee was presented. It was noted that a number of individuals from the MAC, the Board as well as Mr. Glendining and the Chief Nurse Executive sit as members of the Selection Committee. There were a few candidates that applied and those selected for interview also underwent EQi Testing. In response to a question on who can apply for these positions, it was noted that all professional staff members were invited to apply.

The LHSC Board of Directors APPROVED by GENERAL CONSENT that upon the receipt of a signed letter of offer, that Dr. Andrea Lum be APPOINTED as the Chair of the LHSC Medical Advisory Committee & Director Quality of Medical Care for the period October 1, 2016 through to September 30, 2018.

2.6.6 Vice Chair MAC Appointment

Mr. Gergely noted that historically this particular role has been a half day a week commitment. Due to the obligations per week that MAC Chair currently has, this role requires additional time to provide suitable back up and the LHSC Board has increased the accountabilities to one full day a week.

The LHSC Board of Directors APPROVED by GENERAL CONSENT that upon the receipt of a signed letter of offer, that Dr. Fawaz Siddiqi be APPOINTED as a member of the Medical Advisory Committee effective October 1, 2016, and;

THE LHSC Board of Directors APPROVED by GENERAL CONSENT the appointment of Dr. Fawaz Siddiqi as the Vice Chair of the LHSC Medical Advisory Committee & Assistant Director Quality of Medical Care for the period October 1, 2016 through to September 30, 2018.

2.6.7 Chief of Ophthalmology

The Board of Directors APPROVED by GENERAL CONSENT that upon receipt of a signed letter of offer, that the continuation of the appointment of Dr. Michael Motolko as the interim city-wide Chief Of Ophthalmology Effective October 1, 2016 To April 30, 2017, Or until a permanent city-wide Chief is appointed, whichever comes first.

2.6.8 Chief of Pathology and Laboratory Medicine

The Board of Directors APPROVED by GENERAL CONSENT that upon receipt of a signed letter of offer, the Appointment of Dr. Subrata Chakrabarti as the city-wide Chief of Pathology and Laboratory Medicine for a second five year term effective October 1, 2016 to September 30, 2021.

2.7 Governance Committee Recommendation

The Board Directors were asked to provide names to keep the LHSC 'evergreen' list of possible candidates populated with potential individuals interested in take part in governance oversight of LHSC. The current list has been depleted to two candidates and there are several vacancies that can be filled. The Board Directors were asked to think of potential skill sets as more than 'an HR person, or a finance person', but more about what good diversity of opinion could the Board populate around the governance tables.

2.7.1 Board Materials Recommendation

The Board of Directors APPROVED by GENERAL CONSENT the addition of a section addressing risks to the Board material templates.

2.8 Human Resources Committee

2.8.1 Quarter 1 Indicators

Ms. Retty provided an overview of the three deemed ties to the work of the board and proceeded to update the directors on the first quarter results of the metrics. Work ongoing in the Committee to tweak the workplan and it will then move through the Board processes next month for approval.

Ms. Nickle provided feedback in response to a question on the initial restructure of the areas in the Human Resource Department and that the work is to provide some additional efficiency in processes (ie recruitment, engagement).

2.9 Finance and Audit

2.9.1 Quarter 1 Financial Results

Ms. Bird also mentioned additional edits to the work plan in order to make some additional time to provide breathing room on the agendas.

LHSC is reporting a deficit of \$5.1M at June 30, 2016 and an unfavourable overall run rate of \$3.4M. This is comprised of \$4.1M favourable revenue to budget (including unanticipated PCOP revenue) and \$7.5M in unfavourable expenses to budget. LHSC is also reporting a strong financial position with a positive positive working capital of \$140.3M million and a current ratio of 2.0 as at June 30, 2016. Medical/Surgical supplies are running an unfavourable balance and while lower than normal it remains a driver in the unfavourable run rate.

In response to a question about forecasting out to Q2, Mr. Gilhuly indicated that the statements currently modeling to a maximum of \$16 million deficit but there are plans in place to address this. It was noted that 10-16 million is not material.

The Board of Directors APPROVED by GENERAL CONSENT the Quarter 1 Financial results.

3.0 ADJOURNMENT

The Board of Directors ADJOURNED the MEETING by UNANIMOUS CONSENT. The next meeting of the Board of Directors is currently scheduled for October 25, 2016

Recorded by:
Tammy L. Eskildsen

Tom Gergely, Chair
Board of Directors