



**BOARD OF TRUSTEES
OPEN MEETING
10th Floor Boardroom**

MINUTES OF MAY 29, 2019

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| PRESENT: | Mr. Tom Motz (Chair) Ms. Jenny Baker Mr. Richard Cantin Mr. Rick Coccimiglio Ms. Linda Fabi Dr. Andrew Falconer | Mr. Michael Harris Mr. Don Kaluzny Ms. Linda Maxwell Mr. Stan Nahrgang Dr. Peter Potts | Mr. Tim Rollins Mr. Scott Smith Ms. Angela Stanley Mr. Jim Stirtzinger Ms. Marion Thomson Howell |
| GUESTS: | Mr. Steve Abdool, SJHS Ms. Susan Hollis, SJHS | Mr. Brian Guest, SJHS | Mr. John Woods, SJHS |
| RESOURCE: | Ms. Jui Datta Ms. Susan Dusick | Dr. Eric Hentschel Ms. Sherri Ferguson | Mr. Gary Higgs Ms. Anne Kelly |

1. **CALL TO ORDER:** 4:00 p.m.

2. **OPENING PRAYER/REFLECTION**
Ms. Thomson Howell provided the reflection.

3. **APPROVAL OF THE AGENDA**

Motion: That the Board of Trustees approve the open meeting agenda for May 29, 2019, as written.

Moved by Don Kaluzny, Seconded by Jenny Baker, VOTED AND CARRIED.

4. **DECLARATION OF CONFLICT OF INTEREST:** Mr. Rollins declared a conflict of interest.

5. **MEETING EVALUATION REMINDER**
The meeting evaluation form was circulated with the agenda package for Board members to complete.

6. **PRESENTATIONS/UPDATES**

6.1 Ethics and Accreditation

Mr. Abdool, Bioethicist for the St. Joseph's Health System (SJHS/System), and Mr. Woods, SJHS VP Strategic Initiatives, were in attendance to speak to ethics in preparation for the Accreditation Canada on-site survey at St. Mary's which is taking place next week. A video link for members to view was pre-circulated with the meeting package which gave some information on the ethics services

available to member organizations. Handouts of presentation slides were provided to Trustees.

It is important for the Board to know they have ethics resources and a process in place. There is an on-site Ethics Committee and 24/7 access to a bioethicist which is backed up by the Centre for Clinical Ethics in Toronto. The Board has thought through ethical issues in the past and have used the framework that can be found on the second page of every Board package. An example of this was described.

The ethical decision-making framework used by SJHS and St. Mary's staff is called YODA (which stands for You, Observe, Deliberate, Act). The accreditation surveyors may ask about how we came to adopt this particular framework versus other similar ethical decision-making processes and how often we revisit the YODA model to make sure it is the most appropriate one for us.

YODA was introduced a number of years ago and it is naturally a part of staff's conversation as we move through tough decisions. It follows the same criteria as the Board's framework so is not a new concept to Trustees. Mr. Stirtzinger remarked that we could modify our current one-pager to be consistent with the branding language of YODA and that the Mission and Governance Committee will consider this in the fall when it conducts the annual review of this document.

For the accreditation survey, it was suggested that the Board refer to a practical application of the decision-making framework, e.g., when it was used to decide whether to move forward with PRISM. It was suggested that the next Board retreat may include a component related to governance ethics.

6.2 Master Planning

A briefing note was distributed separate from the Board meeting package. It was agreed that this item be deferred until the June meeting to allow time for exploration of possible funding options. This information will then be brought back to the Board for discussion and its consideration.

6.3 Ontario Health Team Submission

The KW4 Ontario Health Team (OHT) expression of interest (EOI) submission that was sent to the Ministry of Health and Long-Term Care (MOHLTC/Ministry) was circulated with the meeting package which included a list of signatories and supporters of the application. Dr. Falconer gave a presentation which provided some background and explained the process followed in developing the application (the slide deck will be sent to members).

The MOHLTC is silent on the governance component of these teams and have no response in this regard. Mr. Guest noted that once we find out a little more, the System will likely have a workshop for member boards. He continued that some of the questions that have been posed to our legal counsel, Borden Ladner Gervais (BLG) and Fr. Frank Morrissey are related to whether we can have representatives on an OHT board and still maintain the authority of the SMGH board, but there is no model to address this at this time. It is anticipated that the timelines set out by the Ministry will shift. The hope is to have a common approach for member boards and that there will be flexibility to work with what is best in each community.

This is a non-binding commitment for the organizations involved in the EOI and is only being provided as information at present. As the fall approaches and the status of the submission is known there will be a need for more discussion than along with some guidance from the System.

7. BOARD HUDDLE

The monthly governance report on the True North metrics was circulated with the meeting package. The Board reviewed the information provided. The report was developed based on board input and it was suggested that we continue to use this format until the Board decides it no longer meets its need at the board and committee levels. Comment was made that staff are working very diligently on the four metrics listed but that there are more initiatives being worked on in the background. Staff are examining how they can collect the data to see if they can provide it sooner without breaking any internal control processes.

It was questioned as to why Zero Waste would be green as we do not expect to balance the budget this year. The individual lines represent what we have included as targets within the budget and we are meeting these specific targets. Comment was made that perhaps the language should be revised to reflect this.

Concern was expressed about the capacity of staff and the number of initiatives that are being worked on. Since units are focusing on financial stewardship only, this frees up resources from working on other targets. Some initiatives are in discovery mode, some in detail mode and others in validation mode. We now have dedicated resources to keep working on this.

The item listed on the action tracker was reviewed and it was agreed this could be removed. Mr. Smith indicated that he will be writing up an improvement ticket for the huddle board with regards to proposing the establishment of an HR sub-committee of the board on a trial basis. He referenced the Harvard Business Review article that he sent to the Trustees and felt the Board has limited oversight on continuous improvement culture and human development. Mr. Nahrgang, Mr. Stirtzinger and Ms. Thomson Howell agreed to look into this suggestion and report back to the board at the June meeting.

8. THE QUALITY/PATIENT SAFETY REPORT

The Quality Committee Report was circulated with the Board meeting package. Ms. Fabi provided more detail on the patient story that was outlined in the committee report. After the Board discussed the potential learning opportunities from the occurrence and ways the current process might be improved on, Ms. Stanley offered to explore a couple of options and bring back some additional information to the Quality Committee.

- **Motion: That the Board of Trustees approve the Quality Committee report.**

Moved by Linda Fabi, Seconded by Jim Stirtzinger, VOTED AND CARRIED.

9. AUDIT COMMITTEE REPORT

The Audit Committee report, audit findings report and draft audited financial statements for the year ended March 31, 2019, were circulated with the meeting package.

- **Motion: That the Board of Trustees approve the audited financial**

statements for the year ended March 31, 2019 as recommended by the Audit Committee.

Moved by Tim Rollins, Seconded by Stan Nahrgang, VOTED AND CARRIED.

- **Motion: Subject to approval by the St. Joseph's Health System, the Audit Committee recommends that the Board of Trustees endorse KPMG for reappointment as the auditor for St. Mary's General Hospital for the 2019-2020 fiscal year.**

Moved by Tim Rollins, Seconded by Stan Nahrgang, VOTED AND CARRIED.

10. RESOURCE PLANNING AND UTILIZATION COMMITTEE (RP&U) REPORT

The RP&U report was circulated with the meeting package. Mr. Nahrgang spoke to the 2019-2020 budget update that was in the report and noted that the committee received information on some of the steps staff will be taking over the next while. Ms. Datta elaborated on the Project Management Office (PMO) that has been formed to concentrate on the financial stewardship goal. The three individuals in the PMO office provide a report to the Senior Team and directors every two weeks.

With two of the Performance Improvement Facilitators moving to the PMO office, it was wondered who will be supporting the Lean Management System (LMS). This concern was acknowledged and so, as part of the governance structure, there will be a dual reporting relationship to both Ms. Datta and Ms. Ferguson. The direct intent of this is so we do not lose the integrity of our LMS. All our guiding principles with respect to Lean will be front and centre as we move through this work. The PMO, along with the leadership team, will explain to staff that what we are doing is improving the quality of our patient experience processes and the efficiency of these processes.

Motion: That the Board of Trustees approve the Resource Planning and Utilization Committee report.

Moved by Stan Nahrgang, Seconded by Tim Rollins, VOTED AND CARRIED.

11. MISSION AND GOVERNANCE COMMITTEE (M&G) REPORT

The M&G report was circulated with the meeting package along with bios of the new Board and Board Committee members and Nominating Committee Report for 2019-2020. Mr. Stirtzinger thanked the members of the Nominating Committee for their work. He added that we had a higher percentage of personal network recommendations than ever before and that he checked the references for each new member.

Motion: That the Board of Trustees approves the 2019-2020 Nominating Committee Report and as recommended by the Mission and Governance Committee, pending approval of the appointment of the executive officers and new members by the St. Joseph's Health System Board of Directors.

Moved by Jim Stirtzinger, Seconded by Don Kaluzny, VOTED AND CARRIED.

Mr. Stirtzinger highlighted that the follow-up to the board improvement ticket regarding consistency of practice with Board agenda items was discussed and there is a desire to review this across the System. Mr. Guest has already connected with BLG

and they will prepare a simple document for local governance committees to review and provide feedback. It was also noted that the committee is exploring options to provide board orientation materials in a digital format and will work with Mr. Higgs on this.

12. CONSENT AGENDA

The minutes of the Open Board meeting held April 24, 2019, the Volunteer Association report and the President's report were distributed with the agenda package.

Motion: That the Board of Trustees approves the following:

- **Minutes of the Open meeting – April 24, 2019**
- **Volunteer Association Report**
- **President's Report**

Moved by Tom Motz, Seconded by Stan Nahrgang, VOTED AND CARRIED.

13. REPORTS

13.1 President

There was nothing further to report.

13.2 Board Chair

The Foundation's Red Day flyer was distributed to the Board. Ms. Dusick pointed out that Manulife has agreed to match up to \$200,000 in donations. Ms. Maxwell added that the price of coffee or treats purchased on June 7th at Tim Hortons will be matched as well.

14. ADJOURNMENT: 6:10 p.m.

Motion: To adjourn the open Board meeting.

Moved by Tom Motz, Seconded by Don Kaluzny, VOTED AND CARRIED.

Tom Motz, Chair

Dr. Andrew Falconer, President
and Secretary to the Board

Susie Bell, Recorder