

OPEN MEETING MINUTES OF THE BOARD OF DIRECTORS

held, Wednesday, January 31, 2018 @ 1500 hours
in the Victoria Hospital Board Room C3-401

Board Members Present:

K. Haines, L. McBride, R. Robinson (Chair), P. Woods (xo-NV), S. Jaekel, A. Hopper, M. Hodgson, J. Wright, A. Walby, S. Caplan, D. Steven, C. Young-Ritchie, B. Bird, A. Lum, S. Irwin Foulon, M. Wilson, K. Ross, T. Warner

Healthcare Partner Representatives:

H. Rundle, G. Kernaghan

Board Member Regrets:

M. Strong, T. Delaire, P. Retty, S. Pandey

Resource:

T. Eskildsen

*= teleconference

1.0 CALL TO ORDER

The meeting of the LHSC Board of Directors was called to order. The chair reviewed with Directors and guests that the Board of Directors follows an ethical decision making framework which is listed on the back of the Agenda. Mrs. Robinson also drew the group's attention to the Conflict of Interest policy and indicated that if anyone felt that they are in conflict of interest either now or at the time of a specific agenda item, to please notify the chair.

2.0 REVIEW/ OF CONSENT AND FULL AGENDA

2.1 Approval of Full Agenda

The full agenda for the January 31, 2018 meeting was APPROVED by GENERAL CONSENT as written.

2.2. Consent Agenda

The Consent Agenda for January 31, 2018 Board meeting was APPROVED by GENERAL CONSENT, consisting of the recommendations and reports found in Appendix 1 beginning on page 102 .

3.0 NEW BUSINESS/RECOMMENDATIONS/FOR INFORMATION

3.1 Chair's Remarks

Mrs. Robinson identified the following update:

- With respect to the Executive Compensation framework, it was noted that the framework was approved and submitted by the end of September deadline. The hospital in the province began to receive feedback with respect to required amendments to their frameworks in December. LHSC received a call mid December with a request for housekeeping amendments. The Board of Directors called a meeting to reapprove the submission and the framework has since been submitted. The hospital awaits word from the Ministry of Health for the approval to post. Ms. Robinson opened the floor for questions. There were no questions noted.

3.1.1 Committee Chair Round table

Mrs. Robinson opened the floor for the Committee Chair's and external appointees to provide updates on committee work:

- Board to Board- Ms. Haines reported on the last meeting of the Board to Board LHIN Group. Ms. Haines highlighted that the SouthWest LHIN is establishing five sub-region Board to Board reference groups. These groups will come together as needed to provide board perspectives to the sub-region integration tables in each of Grey Bruce, London Middlesex, Huron Perth, Elgin, and Oxford. The key responsibility of the groups will be to facilitate broader sub-region board and community engagement with the goal of promoting patient-centred, inter-organization coordination. It is the intention of the LHIN to dissolve the current Board to Board group.
- Ms. Walby highlighted at the January Governance meeting that there was an update on the evolution to move the original standards of business conduct policy to a robust conflict of interest policy. A discussion also occurred on the topic of effectiveness of the Board of Directors oversight tools and an overview was presented by J. Schleifer Taylor with respect to the big dot metrics which will be coming to the Board in February.
- Ms. Bird highlighted that the Finance and Audit Committee had a preview of some of the components of the budget that are currently under discussion at leadership tables. An introductory meeting on Clinical Documentation occurred. The Finance Audit Committee concluded from the overview that a small group would be convened to provide appropriate due diligence to the project in the form of key risk review/mitigation, financial modeling and to obtain a good understanding of the project prior to moving to the governance level decision making framework. LHSC sub committee members have been invited to sit in with St. Joseph's similar sub-group.
- Ms. Jaekel highlighted the topics under discussion at the most recent People and Culture Committee including physician partnership presented by Dr. Robin Walker, Ethics discussed by Rob Sibbald focused on the different components of his portfolio and offered some thought provoking insights as it pertained to the Board decision making and the questions that the Board should be asking. Nursing Acuity was also discussed and the work ongoing to look at opportunities to have our nursing staff working to full scope of practice.
- Mr. Wilson highlighted that Quality reviewed the mental health beds space location, and focused on accreditation opportunities to improve in the medication management and readmission rates.

3.2 CEO Report

Dr. Wood submitted his written report into the record and offered to answer any questions.

Dr. Wood further highlighted the following:

- The orientation he has been receiving from LHSC has been moving forward through the early days of his appointment.
- It was noted that LHSC has a talented team and reviewed briefly the model in the US with respect to the amount of leadership required in that environment as compared to the Ontario model. LHSC leadership is moving a considerable workload with noticeably less resources from the US model.
- Occupancy is quite high in the hospitals and the flow through the Emergency Department is not operating at optimal rates. To assist LHSC, the South West LHIN has provided LHSC with one time funding in 2017/18 through their LHIN Managed surge funding to support 24 targeted surge beds and 14 flex beds for 4 months over the flu season. LHSC has also have been funded (annualized base) for 24 beds for the mental health portfolio and work is ongoing to open those beds by March 2018. It was noted that there were concerns raised about the location of the beds but appropriate due diligence has occurred and concerns have been addressed.

- Accreditation will be an important priority for the organization and a goal of reaching exemplary standing has been set. This will be in front of the Board of Directors at every meeting as the organization works towards this goal.
- Clinical Documentation is a project that is ongoing. Dr. Woods introduced Dr. Tom Janzen who is the regional chief medical information officer with a focus on clinical informatics.
- Nursing Acuity based staffing assessment had their initial assessment in July and will be instituting a second assessment to look for season variations.
- Emergency offload recently in the media to identify a growing issue, and it is noted that this is a system issue throughout the province and not just unique to London. LHSC teams have engaged in conversations with Chief Roberts about processes and improvement opportunities.
- Health Sector Payment Transparency Act is work ongoing and it is unclear the level hospitals or foundations disclosure that will be required. Updates will be brought to the board as the information becomes available.

3.3 Lawson Health Research Institute Report

Mr. Ross noted that the Lawson monthly reports for December and January are within the package for the Board's information and highlighted the following:

- Lawson Health Research Institute (Lawson) is ranked eighth in the country according to the 2017 edition of "Canada's Top 40 Research Hospitals List" by Research Infosource. This strong position has been maintained by Lawson for the past four years. Lawson also posted the highest research intensity (spending per researcher) among large institutions (\$562,500 per researcher).
- Kirsty Duncan, Federal Minister of Science, Parliamentary Secretary for Science, Kate Young, and MP Peter Fragistakos, joined a diverse roundtable of researchers, young investigators and students representing all major areas of Lawson.
- The Federal Government will be announcing the Strategic Innovation Fund, a second initiative directed through Innovation, Science and Economic Development. This Fund has four streams, with Stream 4 applicable to research hospitals, according to government officials at ISED. This stream aims to advance industrial research, development and technology demonstration through collaboration between academia, non-profit organizations and the private sector.
- Q2 financial results were reviewed and noted that Mr. Ross will be presenting on the sustainability of research at the March meeting. Lawson's approved operating budget for Fiscal 2018 consists of \$12.4 million of revenues, offset by \$13.1 million of expenditures for a planned deficit of \$700,000. This deficit will be funded from internally restricted funds, if needed. There was a brief discussion with respect to unrealized losses (paper losses).

3.4 St. Joseph's Health Care London Update

Dr. Rundle provided updates on St. Joseph's Board of Directors and recent policy developments for Evaluation at the Board, Committee and the performance of the Board Chair. Strategic Process continues and input has been received by over 2000 people and there was good attendance at all focus groups.

Dr. Kernaghan provided an overview of the Cardiac Rehabilitation program and care pathway at St. Joseph's. The program is a six month program that follows national provincial standards and its goal is to build confidence in patients to take accountability for their own health and provide the skills needed to be effective in establishing their own exercise regime, keeping motivated and support a model that is personal change management.

3.5 Medical Advisory Committee

3.5.1 New Appointments to Professional Staff

3.5.2 Changes to Professional Staff Appointments

3.5.3 Clinical Fellow Appointments

Dr. Lum confirmed that there was nothing in the reports that caused her concern and supported their recommendation to the Board.

The Board of Directors APPROVED by GENERAL CONSENT the credentialing recommendations as listed in the following reports:

3.5.1 New Appointments to Professional Staff

3.5.2 Changes to Professional Staff Appointments

3.5.3 Clinical Fellow Appointments

3.5.4 Chief of Obstetrics & Gynecology

The Board Of Directors APPROVED by GENERAL CONSENT that upon receipt of a signed letter of offer, the continuation of the appointment of Dr. Maggie Rebel as the City-Wide Chief of Obstetrics and Gynecology, effective February 1, 2018 To June 30, 2018, or until such time as a permanent Chief is appointed, whichever comes first.

3.5.5 Chief of Dentistry

In response to a question about the process the Medical Advisory Committee undergoes to select interim appointments, Dr. Walker noted that an abbreviated process was developed with Schulich School of Medicine and Dentistry and the Medical Affairs Department to engage in a consultation of the department and CEOs with respect to temporary appointment. A formal selection committee will be developing through the normal Schulich strategic planning processes, however it was noted that the process may take longer as the University will be reviewing the Dentistry model for consideration of a 'chair' appointment.

The Board of Directors APPROVED by GENERAL CONSENT, upon receipt of a signed letter of offer, the appointment of Dr. Shawn Steele as the interim city-wide Chief of Dentistry, effective February 1, 2018 to July 31, 2019, or until a permanent city-wide chief is appointed, whichever comes first.

3.6 People and Culture

3.6.1 Physician Partnership

Mrs. Robinson highlighted that the People and Culture Committee have submitted the physician partnership briefing note for your information and knowledge to understand the important impacts on a hospital's quality of care and culture that physician engagement and alignment have. In response to a question on how complaints are brought forward, Dr. Walker reported on the use of the formal adverse event management system to address verbal or physical violence and that it is currently felt that the system is still underutilized. With respect to individual performance, all clinical Department Chiefs now monitor physician behavior and bring forward concerns and work with LHSC to modify and improve behavior as needed. The Board engaged in a conversation on adverse event management system reporting at the physician level and noted that these initiatives have began show results in an improved workplace.

3.7 Governance Committee

3.7.1 Role documents amendment Recommendations

The Board of Directors APPROVED by GENERAL CONSENT the following:

- **Amendments to the Role and Responsibilities Document**
- **Amendments to the Individual Director Role**
- **Non-Board Community member Role Description (new)**

3.7.2 Improving Board Performance through Board Materials/Presentation Guidelines

The Governance Committee continues to review the Board of Director's oversight mechanisms and materials to bring the Board's conversations further up on the generative curve of board governance and increase effectiveness. The Governance committee members have some recommendations for changes to submissions for briefing notes and recommendations.

The Board of Directors APPROVED by GENERAL CONSENT the following amendments to the Board Material template:

1. Clarify ethical decision making pathway within current situation
2. Add measurement of initiatives and reporting recommendation if required to next steps.

3.8 Quality and Performance Monitoring Committee

Mr. McBride indicated that the 'Patient Experience Video' that was shown at the beginning of the Quality meeting took a slightly different perspective and looked at patient experience from the physician, staff perspective.

3.8.1 Accreditation Readiness

Mr. McBride presented that a plan is in development for areas with opportunities to improve and that the Board will be engaging in more discussion about the organization's progress on these areas both at the Quality and Performance Monitoring Committee and the Board of Directors in the coming months.

3.8.2 2018/19 Quality Improvement Plan

Mr. McBride reported that the work to finalize the indicators is in progress and that the Board of Directors will have an opportunity to provide feedback to leadership at the next Board meeting. The next steps of the process at the governance level are to receive the final indicators and targets for feedback in February at both QPMC and Board of Directors.

3.8.3 Organ Donation Procedures

Ms. Carol Young-Ritchie with the support of Ms. Cathy Vandersluis submitted the briefing notes presented on LHSC's Organ Donation Procedures into record and invited the Board to comment or ask questions. As part of the legislative requirements, the Board of Directors must receive a report on By-laws 4.1 (g) within the Public Hospital's Act to ensure: "the establishment of procedures to encourage the donation of organs and tissues including:

- (i) procedures to identify potential donors,
- (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations. R.R.O. 1990, Reg. 965, s. 4 (1); O. Reg. 761/93, s. 2; O. Reg. 45/98, s. 2; O. Reg. 64/03, s. 3; O. Reg. 159/17, s. 2, 3."

3.9 Finance and Audit Committee

Ms. Bird highlighted recent amendments to the Canada/US Free Trade Agreement removed certain exemptions in the competitive bidding articles resulted in required amendments in the LHSC policy for retention and selection of professional service which would include the external auditors.

The Board of Directors APPROVED by GENERAL CONSENT the revised retention and selection of Professional Services Policy with the following changes:

1. External Audit:

- Request for Proposal (RFP) will occur every five years as of F2019/20:
 - o F17/18 – Currently with EY as External Auditor
 - o F18/19 – Continue with EY as External Auditor
 - o F19/20 – Begin request for proposal process for LHSC's External Auditor in June 2018 and bring forward to Finance and Audit in Fall 2018 for approval.

2. Non – Audit Services

- Added cumulative non-audit spend of \$25K or more

3. Actuarial Services

- Formal review will occur every three years

4.0 ADJOURNMENT

The meeting of the Board of Directors was **ADJOURNED** by **GENERAL CONSENT**.

Recorded by
Tammy L. Eskildsen

Ramona Robinson, Chair
Board of Directors