

**Trillium Health Partners
Board of Director Meeting Minutes
Thursday, May 31, 2018**

Mississauga Hospital, Clinical and Administrative Building, 4th Floor, Large Boardroom
15 Bronte College Court, Mississauga, Ontario

In Attendance:

Elected Directors

Mr. Wayne Bossert (Chair); Mr. David Allgood*; Ms. Michele Darling;
Ms. Anu Dhir; Mr. Chitwant Kohli; Dr. Mohamed Lachemi;
Mr. Alan MacGibbon*; Ms. Christine Magee; Mr. Perry Miele*;
Ms. Stacey Mowbray; Ms. Karen Wensley; and Mr. Nick Zelenczuk

**Ex-Officio
Directors**

Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Dante Morra;
Dr. Melanie Binnington; Mr. Greg Grice; Dr. Rohit Kumar; and
Dr. Trevor Young

**Senior
Management**

Ms. Karli Farrow; Dr. Alison Freeland; Mr. Steve Hall; Mr. Steve Hoscheit;
Mr. Dean Martin; Dr. Rob Reid; and Ms. Nicole Vaz

Guests

Ms. Alison Quigley; Mr. Richard Simm, Partner - Deal Advisory, KPMG;
Ms. Carol Vinette-Hancharyk; and Mr. Steve Nott

Resource

Ms. Kate Anderson

**Via Teleconference*

1.0 Call to Order

The Chair called the Board meeting to order at 4:05 p.m. The Chair confirmed quorum.

The Chair indicated that the meeting would commence with the In-Camera Session.

2.0 In-Camera Session

The Board met In-Camera, without management present.

Mr. Allgood left the meeting following the in-camera session.

Management and Ms. Anderson then joined the meeting, together with Ms. Quigley.

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3.0 Approval of Agenda

3.1 The Board members reviewed the agenda.

MOVED by Ms. Mowbray and seconded by Ms. Wensley, that the agenda for the May 31, 2018 Board of Directors meeting, be approved.

CARRIED

3.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. No conflicts were declared.

4.0 Approval of Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

MOVED by Mr. Zelenczuk and seconded by Ms. Wensley, that the Consent Agenda for the May 31, 2018 Board of Directors meeting, be approved.

CARRIED

5.0 Strategy Update

5.1 Strategic Plan

The Chair referred the Board members to new Strategic Plan 2019-2029 (“Plan”) which had been handed out at the meeting and approved in principle at the Board meeting held on March 29, 2018.

Ms. DiEmanuele reported that a condensed version of the Plan would also be widely distributed. She advised that management would be attending a session with the senior leadership team to review the Plan which, following extensive engagement with staff, would be officially launched in April 2019. She thanked the Board and leadership team for their support and advice in developing and finalizing the Plan.

Mr. Simm, KPMG, joined the meeting, together with Ms. Vinette-Hancharyk and Mr. Nott of the Finance Division.

5.2 THP Capitalization Strategy

s 18 (1) c, e.

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6.0 Reporting

6.1 Chair's Report

The Chair provided his report to the Board. He reported that the Better Together Gala had been very successful. The Chair also provided a summary of the key accomplishments during the past year, including advancing the Health Hubs initiatives and THP's 'Exemplary' accreditation status.

As the out-going Chair, he thanked management and the Board for their dedication and support over the past two years.

6.2 Trillium Health Partners Foundation Report

Mr. Grice provided the Trillium Health Partners Foundation Report. He congratulated management and the Board on the completion of the Strategic Plan which the Foundation would continue to support. s 65 (6) 2 and 3.

6.3 President & CEO Report

Ms. DiEmanuele provided an update on the status of various initiatives which would be discussed further at a meeting to be scheduled later in the summer. She indicated that she and Ms. Wensley continued to work closely with the Foundation to ensure alignment with THP's strategic priorities.

Ms. DiEmanuele thanked Ms. Quigley, Ms. Hayward-Murray and Mr. Martin for their teams' responses to recent events. s 18 (1) c, e, g.

6.4 Chief of Staff Report

Dr. Morra reviewed the Chief of Staff Report. His report included the standardization of report distribution; the recruitment of two Maternal Fetal Medicine specialists; the Research Ethics Board ("REB") serving as the REB of record for the Mississauga Halton Local Health Integration Network; and recent awards made to THP physicians.

6.5 Chief Nursing Executive Report

Ms. Hayward-Murray referred the Board to her Chief Nursing Executive Report. Her report included the success of the Better Together Gala and a review of initiatives undertaken by THP or other health providers to manage capacity challenges.

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6.6 Professional Staff Association Report

Dr. Binnington provided the Professional Staff Association (“PSA”) Report. She thanked management for organizing Doctors’ Day; noted her and Dr. Kumar’s attendance at the Better Together Gala; and the success of the PSA Long Service Awards, where Dr. Morra had provided an insight into the future of technology in the field of medicine. Dr. Binnington provided some feedback which had been received relating to report standardization.

Dr. Binnington confirmed that she would remain as PSA President for another year and that a new Treasurer had been appointed.

7.0 Committees

7.1 Finance and Audit Committee

Summary Committee Chair Report

Mr. Kohli provided the Finance and Audit Summary Committee Report. He indicated that the Finance and Audit Committee had reviewed and was recommending the Board’s approval of the Financial Statements for the year ended March 31, 2018 and the re-appointment of PricewaterhouseCoopers as THP’s external auditors. He noted that there were no matters to report.

Financial Statements for the year ended March 31, 2018 and Auditors’ Report

Mr. Kohli presented the Financial Statements for the year ended March 31, 2018, for approval. He acknowledged the hard work which had been involved in the process.

MOVED by Mr. Kohli and seconded by Ms. Wensley that, as recommended by the Finance and Audit Committee, the Board approve the Audited Financial Statements for Trillium Health Partners for the year ended March 31, 2018 and authorize the Board Chair and the Treasurer to sign the Audited Financial Statements on behalf of the Board.

CARRIED

Appointment of External Auditors

MOVED by Mr. Kohli and seconded by Ms. Wensley that, as recommended by the Finance and Audit Committee, the Board approve PricewaterhouseCoopers (PwC) as the auditors to perform the year-end audit for Trillium Health Partners, for the period commencing April 1, 2018. The 2019 audit fee for the base audit and special program audits, as submitted through a competitive RFP process in 2015, is projected at \$148,400, an increase of 2% over the 2018 audit fee of \$145,600.

CARRIED

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Mr. Kohli and Mr. Martin provided a brief update on the status of Phase III construction and reported the imminent move to the new operating rooms.

7.2 Governance and Human Resources Committee

Summary Committee Chair Report

Ms. Darling provided the Summary Committee Chair Report for the Governance and Human Resources Committee. She noted that the Committee's recent meeting included a thorough discussion and evaluation of the CEO and COS performance and compensation. She advised the Board that she had recused herself for part of the Committee's nominations discussion; and that the meeting included a review by Dr. Morra of the Human Resources Report for Professional Staff. s 18 (1) e, f, g.

Ms. Darling noted her recent attendance at an Ontario Health Association's conference on Board Governance, which had been attended by hospital CEOs and Chairs and had been very successful. She recommended the course to the Board, if it were to be offered again.

Ms. Darling then recused herself from the meeting.

Nominations

Nomination for Vice-Chair

Mr. Bossert reviewed the nominations process for the role of Vice-Chair and the establishment of the Vice-Chair selection panel, which had included Mr. Kohli and Ms. Magee. He asked the Board if there were any questions as to the process or proposed nomination. Further discussion was not required.

MOVED by Dr. Lachemi and seconded by Ms. Mowbray that, as recommended by the Governance and Human Resources Committee, the Board of Directors approve the appointment of Michele Darling as Vice-Chair of the Board of Directors for a one-year term (renewable), effective June 14, 2018, and ending at the first meeting of the Board of Directors following the Annual General Meeting of Members in June 2019.

CARRIED

Ms. Darling re-joined the meeting.

The Chair congratulated Ms. Darling on her appointment as Vice-Chair and thanked her for putting her name forward for the position.

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Nominations for Re-Election to the Board

The Chair noted that the three-year term of four Members was expiring and indicated that, if approved by the Board, their re-election would be put forward for approval at the Annual General Meeting of Members on June 14, 2018.

MOVED by Dr. Lachemi and seconded by Ms. Mowbray that, as recommended by the Governance and Human Resources Committee, the Board of Directors nominate the following Members for re-election to the Board of Directors at the Annual General Meeting of Members to be held on June 14, 2018:

- Karen Wensley, for a third three-year term to June 2021
- Michele Darling, for a second three-year term to June 2021
- Dr. Mohamed Lachemi, for a second three-year term to June 2021
- Christine Magee, for a second three-year term to June 2021

CARRIED

Nominations for Chair and Treasurer

The Chair provided the nominations for the position of Chair and Treasurer.

MOVED by Ms. Dhir and seconded by Ms. Mowbray that, as recommended by the Governance and Human Resources Committee, the Board of Directors approve the appointment of Alan MacGibbon as Chair of the Board of Directors, for a two-year term, effective June 14, 2018 and ending at the first meeting of the Board of Directors following the Annual General Meeting of Members in June 2020, or until his successor is appointed.

CARRIED

MOVED by Ms. Dhir and seconded by Ms. Mowbray that, as recommended by the Governance and Human Resources Committee, the Board of Directors approve Karen Wensley as Treasurer of the Board, for a one-year term (renewable), in accordance with By-Law section 9.3(c), effective June 14, 2018.

CARRIED

Nominations for Board Committee Leadership and Composition

The Chair presented the Board Committee leadership and composition for 2018/2019 for approval by the Board.

MOVED by Ms. Dhir and seconded by Ms. Mowbray that, as recommended by the Governance and Human Resources Committee, the Board hereby approve the Board Committee leadership and membership as follows:

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Finance and Audit Committee

Chair

Karen Wensley

Vice-Chair

Dr. Mohamed Lachemi

Elected Members

Wayne Bossert
Michele Darling
Anu Dhir
Chitwant Kohli

Ex-Officio Members

Michelle DiEmanuele
Dr. Melanie Binnington
(PSA Representative)

Other Members

Rory Keilty
(Foundation Representative)
Rohit Sood
(Community Representative)

Governance and Human Resources Committee

Chair

Christine Magee

Vice-Chair

David Allgood

Elected Members

Wayne Bossert
Alan MacGibbon
(standing/as required)
Perry Miele
Stacey Mowbray

Ex-Officio Members

Michelle DiEmanuele
Dr. Dante Morra
Kathryn Hayward-Murray
(as required)

Priorities and Planning Committee

Chair

Michele Darling

Vice-Chair

Alan MacGibbon

Elected Members

Chitwant Kohli
Christine Magee
Perry Miele
Karen Wensley
Nick Zelenczuk

Ex-Officio Members

Michelle DiEmanuele
Kathryn Hayward-Murray
Dr. Dante Morra
Dr. Trevor Young

Quality & Program Effectiveness Committee

Chair

Nick Zelenczuk

Vice-Chair

Stacey Mowbray

Elected Members

David Allgood
Anu Dhir
Dr. Mohamed
Lachemi

Ex-Officio Members

Michelle DiEmanuele
Kathryn Hayward-Murray
Dr. Dante Morra

Other Members

Angela Jackson-Lee
(Allied Representative)
Alison Sant-Porter
(Patient Representative)
Volunteer Representative
(TBD)

CARRIED

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7.3 Priorities and Planning Committee

Summary Committee Chair Report

Mr. MacGibbon provided a summary of the activities of the Priorities and Planning Committee's meeting held on May 1, 2018. s 18 (1) c, e, f, g.

8.0 Other Business

The Chair indicated that the Annual General Meeting of Members would be held on June 14, 2018 at 11:00 a.m. and would be followed a brief Board meeting and the Annual Community Event at noon.

There was no other business to discuss.

9.0 Adjournment

MOVED by Ms. Dhir and seconded by Dr. Young, that the meeting be adjourned at 7:45 p.m.
CARRIED

BOARD APPROVED: AUGUST 8, 2018