

**Board of Directors  
Minutes of the Open Meeting held  
Thursday, March 22, 2018  
4:31– 6:55 p.m.  
West Park Healthcare Centre  
Boardroom**

**Present:**

W. Law (Chair)	A.-M. Malek
Dr. N. Cullen	K. Marshall
Dr. B. Dhillon	C. Novick
T. Brown (via teleconference)	D. Patterson
S. Han	C. Rate
C. Henley	M. Verrier (via teleconference)
D. Keddy(via teleconference)	C. Shushelski
J. Leon	D. Simunac
M. Garamszeghy	

**Internal Guests:**

**Regrets:**

S. Armstrong  
  
J. Freeman

J. Cole  
A. Dean  
S. Ditty  
D. Renzetti  
J. Walker  
C. Wong  
S. Yates

**Invited**

**Guests:**

Bruce Gray, SVP , Project Delivery, IO  
Adel Nekhil, Director, Healthcare Portfolio, IO  
Judy Jung, IHPME Student

**Call to Order and Chair's Remarks**

The meeting was called to order at 4:31 pm. Members were asked to declare any conflicts of interest. None were declared.

The Chair introduced and welcomed Wynne de Jong, CNE and Director, Interprofessional Practice & Clinical Education.

## 1.0 Accreditation: Governance Standards

The Chair welcomed Susan Yates, Director of Quality, Risk and Patient Safety.

The Chair reiterated that there are essentially 3 macro areas of focus for the Centre for 2018:

- Shepherding the Campus Development Project in a timely and financially prudent manner
- Providing governance oversight of the Centre so that it continues to operate in an efficient and effective manner
- Ensuring that everything is done to assist the Centre in a successful Accreditation Site Survey (June 4-7, 2018). The Chair commented on the strong relationship between governance and patient safety and noted Accreditation Canada's focus on decision making and accountability at the Board level.

S. Yates led members through the abridged presentation and highlighted pertinent information, while addressing questions.

In conclusion, S. Yates extolled the value of the QMentor program in changing the way front-line employees think, act and find everyday opportunities to enhance excellence and support quality improvement. She commended the Centre for providing this opportunity to its staff and noted that the Centre is well ahead of the trend in its approach to building a culture of safety and continuous improvement.

It was noted that the Accreditation Site Survey includes a Governance session. A-M. Malek indicated that while all board members are welcome to participate, the Centre would reach out to specific Board members who are experienced with certain aspects of the Standards and ask them to participate in the Governance interview (date/time to be confirmed). It was noted that, in preparation for the governance interview, a further session is planned for participating board members in May – timing of the event to be confirmed.

The Chair thanked S. Yates for an informative presentation.

## 2.0 Consent Agenda

### **Motion:**

It was moved, seconded and carried:

**“That the Consent Agenda be approved as presented.”**

The Chair, referencing the CEO's Report to the Board, offered congratulations to:

- Sheila Strus on her retirement effective April 30, 2018
- Jan Walker who is the recipient of this year's IHPME Eugenie Stuart Award for best preceptor/mentor

- Dr. Steven Dilkas, who volunteered with the Canadian Health Services Team at the PyeongChang 2018 Paralympic Games, and served as the team physician for the wheelchair curling team.

### **3.0 Approval of Minutes of the Open meeting held on January 25, 2018**

#### **Motion:**

It was moved, seconded and carried:

**“That the Minutes of the Open meeting held on January 25, 2018 be approved.”**

### **4.0 RFP Status Update: Open period to Financial Close**

The Chair welcomed Bruce Gray and Adel Nekhil, Infrastructure Ontario (IO).

The Chair reiterated that Campus Development is one of the 3 macro priorities for the Centre Board in 2018, and noted that a milestone was reached with the close of the RFP on February 27, 2018. The Chair thanked those board members who were able to attend the final submission presentations by the 3 pre-qualified proponents.

In an effort to understand the next steps in the process, representatives from IO were in attendance to expand on the particulars and address questions.

B. Gray, referencing the Schedule of Major Milestones, elaborated on the RFP Close and evaluation process, noting that the evaluations of the 3 teams will be presented to the RFP Evaluation Committee, a consensus will be reached, with the first negotiation proponent notification targeted for May 24, 2018. It was noted that the Evaluation Committee is made up of both IO and Centre representatives and a Fairness Monitor is present throughout the process.

B. Gray spoke briefly to the remainder of the presentation and provided clarity on matters raised by the board members.

A-M. Malek reiterated the need to realign the meeting schedules of the Campus Development Committee (CDC), Corporate Committee and Board with Commercial and Financial Close target dates of August 7 and 9, 2018. The Board was again advised that additional meetings and revisions to the current master meeting schedule are anticipated to accommodate the required approvals.

Further, S. Ditty advised that the Centre will also have to accommodate the Ministry of Health planning approval process, as a number of documents must be completed. It was noted that the revised dates will require a tight turnaround between CDC recommendations and Board approvals.

The Chair thanked B. Gray and Adel Nekhil for a very informative discussion.

### **5.0 Foundation Report**

J. Cole presented D. Simunac with a basketball signed by all Centre Board members as a token of their appreciation for taking on the role of *Chair, Tournament of Stars* (T of S) event.

D. Simunac provided an update on the event and acknowledged Sunlife as co-sponsor with West Park. Board members were encouraged to participate in and support the T of S.

The Chair extended the Board's appreciation and congratulations to Dan on his leadership for this event. A-M. Malek acknowledged that Dan's work with the Foundation as Chair of the T of S, and suggested this exemplifies the benefit of collaboration and partnership between the Centre and the Foundation.

## 6.0 Center Quality Improvement Plan (QIP)

The Chair reiterated that QIPs are annual requirements of Health Quality Ontario under the authority of the Excellent Care for All legislation.

### 2017-18 Progress report

The Chair, referencing the pre-circulated materials, advised that for the 2017-18 QIP, 4 out of 5 target corridors have been met and that current trends suggest that the other one dealing with "Lengths of Stay" may make the benchmark corridor by year-end.

A brief discussion ensued.

### Approval of 2018-19 QIP

The Chair, referencing the pre-circulated materials noted that the Centre's plan is in alignment with several key factors and opportunities for improvement.

It was noted that the Quality Committee of the Board reviewed and discussed the proposed indicators for the 2018-19 QIP.

Further, it was noted that the Centre's plan also includes new priority indicators, and the first mandatory indicator dealing with Workplace Violence. The Centre will continue to engage and collaborate with our clinical leads and teams to further develop and implement quality improvement ideas identified to achieve targets.

### Motion:

It was moved, seconded and carried:

**"That the Board approve the 2018-19 QIP Narrative and Indicators."**

## 7.0 Centre 2017-18 Mid-year Balanced Scorecard

The Chair, referencing the pre-circulated materials, spoke to the data presented for the period April 1, 2017 to September 30, 2017, and highlighted the 4 critical areas:

- Stakeholders and Community
- Clinical Excellence
- People and Organizational Capacity
- Financial Capacity.

The Chair reiterated that 32 of the 36 indicators met target and/or were within the target corridor. A brief discussion of results ensued.

The 2017-18 year-end Balanced Scorecard will be presented to the Board in the fall.

## **8.0 Centre Risk Register Status Update**

The Chair reiterated that the Risk Register reflects the organization's identified risks and planned mitigation actions as approved in September 2017, following a comprehensive consultation process. The Risk Register includes one "very high risk" item and eleven items which fell within the "high to medium" range. A risk matrix scoring legend was contained within the report.

The consultation process to review and update the Risk Register for the 2018-19 period will be initiated in July, 2018, in preparation for Board approval in September, 2018.

J. Walker commented that although the Balanced Scorecard and Risk Register are separate documents, they are not separate activities, given their importance in the Centre's preparation for Accreditation.

## **9.0 LTCC Quality Improvement Plan (QIP)**

### **2017-18 Progress Report**

The Chair reiterated that the 2017-18 QIP Progress Report summarizes the Long Term Care Centre (LTCC) indicators and performance status.

C. Wong commented that the results are based upon Q2 (September 2017) and the West Park LTCC met or exceeded targets on 2 of 8 indicators similar to 2016-2017. She indicated that of the 6 Performance Indicators unmet, Q3 results indicate a more positive trend.

Results can be in part attributed to:

- Instability of staff – both at the management level (4 key positions vacant for a portion of the year) and front line.
- Resident Survey tool is not conducive to a higher response rate.

She noted that Extendicare had identified and started implementation of a number of actions for improvement in 2018/2019.

A-M Malek commented that additional governance oversight of the LTCC's performance was implemented based upon earlier concerns; progress has been demonstrated

although further improvement is required. M. Garamszeghy agreed and raised the concern of the QIP performance and impact on the upcoming Accreditation survey.

A member inquired about the public posting of LTCC performance, reputational risk and importance of addressing improvements. Management responded that posting is mandatory. Management also commented on Extendicare's approach to developing performance targets which are not always achievable within a one year timeframe.

C. Rate suggested that Extendicare be asked to make a presentation to the Centre Board in regards to the performance concerns raised.

C. Shushelski suggested that quarterly (rather than semi-annual) reporting through the LTCC Balanced Scorecard be implemented for additional oversight.

### **2018-2019 LTCC QIP Narrative and Work Plan**

The 2018-19 QIP for the LTCC includes the same priority and additional indicators recommended for the sector (no mandatory indicators) as 2017-2018.

#### **Motion:**

It was moved, seconded and carried:

**“That the Board approve the 2018-19 LTCC QIP Narrative and Indicators.”**

## **10.0 LTCC 2017-2018 Balanced Scorecard**

The Chair noted that a number of indicators within the clinical excellence section were below target requiring monitoring. Management reported that there are improved Q3 results. The use of anti-psychotic medications without a psychosis diagnosis was below target – requiring action. The action plan was discussed and reviewed at the JLC meeting.

## **11.0 Financial Report for the period ending January 31, 2018**

The Chair, referencing the pre-circulated materials, highlighted the following:

- Hospital Operations, Fund 2 and Fund 3 all exceed budget
- A healthy current ratio on the Centre's Balance Sheet
- Accountability Agreement indicators are being met with the exception of H-SAA Acute Rehab Patient Days (noting they do not impact HBAM funding).

## **12.0 Annual Contribution to LSP and LTCC Capital Refurbishment**

The Chair, referencing the pre-circulated materials, highlighted the Centre's annual commitment of \$630K through its internally Restricted Net Assets:

- a) Annual contribution (\$275K) towards the local share; and
- b) Annual allocation (\$355K) towards capital asset renewal in LTCC.

The Capital Asset Renewal of the LTCC is projected to be fully funded by 2022 with the cash held in escrow, and has an excess of \$268K, which will be re-directed to the Local Share Plan (LSP). Future Net Asset restrictions will be directed only to the LSP.

**Motion:**

It was moved, seconded and carried:

**“That the Board of Directors approve the following restrictions on the Centre’s Net Assets as of March 31, 2018.”**

<b>Local share of redevelopment</b>	<b>\$11,863,000</b>
<b>Capital Asset Renewal – Centre</b>	<b>NIL</b>
<b>Capital Asset Renewal – LTCC</b>	<b>\$2,667,000</b>
<b>TOTAL</b>	<b>\$14,530,000</b>

- 13.0** The Chair advised the Board that the Centre was not yet in receipt of final HSAA and MSAA documents.

**(a) 2018-2019 Budget Update**

Referencing the pre-circulated materials, there is a remaining deficit of \$553K based on new revenues confirmed and updates to earlier assumptions. Based upon the LHIN direction to “do nothing” until a decision has been made on mitigation funding available, the Centre continues to identify and undertake balancing opportunities. Management highlighted four possible funding scenarios and the commitment to balance once 2018/2019 funding was announced.

**(b) Approval of H-SAA**

The Chair referenced the pre-circulated material and reiterated that the Centre has not received an executable version from the TC LHIN. Management noted key changes to the 2018-2020 H-SAA were appended to the briefing note; most notably the increased Board requirements, policy requirements and system planning and integration requirements.

Management is recommending that subject to receipt of the approved H-SAA from the TC LHIN and Central LHIN, with no substantive changes made and after careful review by management, that the Board approve the 2018-2020 H-SAA with the TCLHIN and C LHIN

**Motion:**

It was moved, seconded and carried:

**“That the Board gives authorization to the Board Chair and CEO to sign the 2018-2020 Hospital Services Accountability Agreement with the TC LHIN and the C LHIN.”**

**(c) Approval of M-SAA Amending Agreement**

The Chair referenced the pre-circulated materials and noted the Centre has not yet received an updated Amending Agreement for the M-SAA. Management noted that all Accountability Agreements have been updated to ensure alignment with the Patient’s First Act.

Management is recommending that subject to receipt of the approved M-SAA from the TC LHIN, with no substantive changes made and after careful by Management that the Board approve the 2018-2019 M-SAA Amending Agreement with the TC LHIN.

**Motion:**

It was moved, seconded and carried:

**“That the Board gives authorization to the Board Chair and CEO to sign the 2018-19 Amending Agreement to the M-SAA with the TC LHIN.”**

**14. 2018-19 Approval of L-SAA Amending Agreement and Declaration of Compliance**

Referencing the pre-circulated materials, the 2018-19 Amending Agreement reflects a number of changes resulting from LHIN Legal review. A summary of the material changes to the L-SAA was pre-circulated.

Management noted that based upon the receipt of the agreement and short turnaround; it had not been reviewed by the Joint Liaison Committee. The Agreement has been reviewed by Centre management with no concerns identified.

**Motion:**

It was moved, seconded and carried:

**“That the Board gives authorization to the Board Chair and CEO to sign the 2018-19 Amending Agreement to the L-SAA.”**

C. Wong reported that the LTCC Management and Extendicare confirmed that all performance indicators are within target and that the LTCC is compliant with the provisions of the LHSIA, 2006.

**Motion:**

It was moved, seconded and carried:

**“That the Board gives authorization to the CEO to sign the Long Term Care Sector Accountability Agreement Schedule E - Form of Compliance Declaration.”**

## **15.0 2017 Public Sector Salary Disclosure**

The Public Sector Salary Disclosure Act, 1996 (PSSDA) requires organizations that receive public funding from the Province of Ontario to disclose annually the names, positions, salaries and total taxable benefits of employees paid \$100,000 or more in a calendar year.

WPHC filed the 2017 required disclosure on March 7, 2018. The Centre is required to make its disclosure available on its website on March 29, 2018. The Ontario Government will publish salary disclosure for all Ontario Government funded organizations at the same time.

For 2017, the Centre reported 35 employees who earned \$100,000 or more. The reason for the increase of two employees reported is due to replacement of vacant management positions in 2017.

## **16.0 TCLHIN Local Collaborative Agreement**

It was noted that the TCLHIN Local Collaborative Agreement focuses on improving health outcomes, experience, and value for local residents through enhanced collaboration across Health Service Provider (HSP) partners and citizens within the sub-region. Since the nature of the Collaborative Agreement is such that no single agency is accountable for this shared vision, each HSP is being asked to endorse the Collaborative Agreement.

The current H-SAA includes a commitment to participate in local collaboratives; WPHC is actively engaged in sub region planning. OHA legal counsel has indicated that the Collaborative Agreement is seen to provide a policy framework.

### **Motion:**

It was moved, seconded and carried

**“That the Board approve that the Board Chair and President & CEO be authorized to sign the West Toronto Local Collaborative Agreement.”**

## **17.0 Bank Resolution**

An update to the Signing Officers for the Corporation was required to reflect the addition of Corinne Wong, Vice President, Finance & CFO, and the removal of Jay Cooper former Vice President, Corporate Services & CFO.

### **Motion:**

It was moved, seconded and carried:

**“That the Board approve the updated list of signing Officers of the Corporation until the 2018 Annual General Meeting.”**

## **18.0 IO Management and Transaction Services**

Infrastructure Ontario (IO) provides management and transaction services in accordance with the executed Memorandum of Understanding (“MOU”) between Ontario Infrastructure and Lands Corporation and West Park Healthcare Centre (“WPHC”) dated April 30<sup>th</sup>, 2014. In accordance with the executed cost share agreement, and the MOHLTC’s Cost Share Policy, these costs are funded 100% by the Ministry. The Cost Share Agreement approved in June 2017 included Transaction fees of \$2,590,000 and OIPC Project Costs of \$6,087,437 for a total of \$8,677,437 exclusive of the HST rebate.

IO submitted an invoice for services to December 31, 2017 in the amount of \$5,919,706.61 + \$769,561.86 (HST) for a total of \$6,689,268.47. Timing of the receipt of the first invoice did not allow sufficient time for the Campus Development Committee to review the invoice and recommend approval. The invoice has been carefully scrutinized by Management and future invoices will be issued quarterly. The invoice will be paid, once MOHLTC funds are flowed to cover the value.

C. Rate inquired if the Centre had any visibility as to how IO came up with the figures in the invoice, S. Ditty responded that the contracts are between IO and the service providers and therefore, the Centre has zero visibility. West Park acts similar to a paymaster.

### **Motion:**

It was moved, seconded and carried:

**“That the invoice of \$6,689,268.47 + HST payable to Infrastructure Ontario for Transaction Advisors and IO and Project Management Services, be approved by the Board.”**

## **19.0 Report of the Chair**

### **Tournament of Stars**

The Chair reiterated his earlier message encouraging Board members to attend the Draft Party on March 23 and the tournament on March 24, 2018.

### **Joint Board Governance Retreat**

The Chair reminded members of the Joint Board Retreat on **April 26, 2018** at Weston Golf & Country Club from 8:30-4:00 pm and encouraged those who had not yet advised of their availability to do so at their earliest convenience.

## **20.0 Governance Policies**

**Auditor Independence**

At its March 6, 2018 meeting, the Executive Committee reviewed and is recommending the Board approve the Auditor Independent policy. There are no substantive changes to the policy; the purpose and policy statement have been updated for clarity.

**Motion:**

It was moved, seconded and carried:

**“That the Board approve the policy “Auditor Independence”.”**

**21.0 Meeting Evaluation**

The Chair commented on the importance of meeting evaluations in terms of process improvement and encouraged all members to complete the evaluation form at the conclusion of the meeting.

**22.0 For Information Only**

A number of items were referenced for information only.

**23.0 Termination and next meeting**

Prior to terminating the open meeting, the Chair commented on Sheila Strus’s pending retirement and extended a heartfelt thank you to Sheila on behalf of the Centre Board for the support she has provided to members for the past seven years.

There being no further business, it was moved, seconded and carried:

**“That the Open Meeting be terminated at 6:55 p.m.”**

**The next meeting will take place on Thursday, May 31, 2018 at 4:30-7:30 p.m.**

Chair Signature \_\_\_\_\_

Date: \_\_\_\_\_