

**Board of Directors
Minutes of the Open Meeting held
Thursday, May 31, 2018
4:30 – 6:22 p.m.
West Park Healthcare Centre
Boardroom**

Present:

W. Law (Chair)	A.-M. Malek
S. Armstrong	K. Marshall
T. Brown	C. Novick
W. De Jong	D. Patterson
Dr. B. Dhillon	C. Rate
J. Freeman (telecon)	C. Shushelski
S. Han (telecon)	M. Verrier
D. Keddy	
J. Leon	

Regrets:

Dr. N. Cullen
M. Garamszeghy
C. Henley
D. Simunac

Internal Guests:

A. Dean
Dr. S. Dilkas
S. Ditty
J. Walker
C. Wong

Invited

Guests: G. Loder, Extendicare
A. Loft, Extendicare
J. Scull, Extendicare

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 was declared.

The Chair thanked members for their patience in relation to the I.T. glitch impacting access to the Centre's Board Portal and materials for the meeting.

1.0 Medical Staff Presentation: Sports Medicine

The Chair welcomed Dr. S. Dilkas, Physiatrist, Amputee Rehabilitation Service. Dr. Dilkas' interest and expertise in Sports Medicine was acknowledged.

Among his many accomplishments, Dr. Dilkas was the Co-Chief Medical Officer and Medical Work Group Chair for the Invictus Games and was also Lead Physician for the Athletes Village during the 2015 Para Pan-Am Games and the Paralympic Winter Games in Korea in March 2018.

Dr. Dilkas, referencing a PowerPoint presentation, conveyed his passion for working with Para athletes and offered reflections from the 2017 Invictus and Winter 2018 Paralympic Games. He also acknowledged West Park athletes who participate at the national level in sports and as such, are great brand ambassadors for the Centre. He commented on the opportunities for West Park's contribution to Para Sport in Canada.

Dr. Dilkas recommended integrating sport as a rehabilitative strategy at West Park and asked that consideration be given to physical activity opportunities within the new Campus development project. Dr. Dilkas recommended that indoor and outdoor space be made available to accommodate multi-purpose activities for various kinds of sports for patients with different kinds of impairments.

Dr. Dilkas also suggested that the Centre explore and forge partnerships with Community organizations (e.g. Value Village, Para Sport Ontario, Ontario Wheelchair Sports Association and the Canadian Paralympic Committee).

The Chair thanked Dr. Dilkas for his dedication to the Centre and his work.

2.0 Motion to approve Consent Agenda

The Chair remarked that he presumed the contents of the Consent Agenda had been reviewed in advance by members, and that in the interest of conserving time, no discussion will take place. He also encouraged members to look at the supporting information located on the Board portal and to raise any questions off-line.

The Chair offered kudos to Donna Renzetti who, on behalf of the Centre, accepted the Patti Cochrane Award for partnering with Trillium Health Partners, to transition six Long Term Ventilation patients from Trillium to West Park. He also offered congratulations to the Centre's Public Relations Dept. for winning a gold medal in the International Hermes Creative Awards for the digital version of West Park's 2016-2017 Annual Report.

Motion:

It was moved, seconded and carried:

“That the Consent Agenda be approved as presented.

3.0 Approval of Minutes of the Open meeting held on March 22, 2018

Motion:

It was moved, seconded and carried:

“That the Minutes of the Open meeting held on March 22, 2018 be approved as presented.”

4.0 Foundation Report

Naming Policy

The Chair, referencing the “Gift Acceptance” policy and the “Named Gifts” policy which were circulated at the meeting, advised that copies of the policies were being provided in follow up to previous discussions, and with a view to familiarizing the Centre Board with the policies. A suggestion was made that the policy be reviewed to ensure it addresses circumstances in which a naming opportunity might be rescinded.

5.0 Q3: 2017-18 Balanced Scorecard

The Chair, speaking to the pre-circulated materials, reiterated that 27 of 32 indicators met the target/corridor, with 16 indicators exceeding target.

6.0 West Park Long Term Care Centre

Extendicare Canada Inc. (ECI) staff joined the meeting:

G. Loder, VP Managed Homes and Consulting Services
 A. Loft, Director of Operations
 J. Scull, Executive Director, LTCC

The Chair advised that at the March 22, 2018 Centre Board meeting, there was a request that ECI address with the full Board, the performance of the Long Term Care Centre (LTCC). The Chair noted that while the Centre had outsourced the operation of the LTCC to ECI, it continues to hold the legal and regulatory responsibilities for the operations. He asked that ECI focus their remarks on the risks associated with the performance of the LTCC and how they mitigate these risks.

G. Loder remarked that ECI had a good relationship with the Ministry and maintains strong communication. In regards to the newly introduced MOHLTC LTC rankings website, he noted that West Park’s LTCC was ranked “needs improvement” although it remains unclear as to the measurements that resulted in this ranking. He further noted that the Ministry has indicated that they will offer formal training on how decisions/rankings are made, which will assist ECI in resolving issues sooner. G. Loder further referenced statistics on the rankings of the ECI owned and managed homes.

A. Loft reiterated that the West Park LTCC had experienced many compliance issues and complaints. Further, turnover in the leadership team at the LTCC has been an issue.

A-M. Malek noted that the Joint Liaison Committee (JLC) had been providing additional oversight of the LTCC for the last two years, and received regular reports from ECI in regard to improving operations. It was also noted that improvement is trending in the

right direction. The last RQI – Resident Quality Inspection was referenced, which demonstrated significant improvement.

Referencing the most current Balanced Scorecard, which was distributed at the meeting, ECI commented on the status of the various indicators, while addressing questions from the Board. A discussion ensued on “target setting” which was also discussed at the last JLC meeting, and it was suggested that some overly aggressive targets should be reset for the current year. A-M. Malek noted that it is important that the focus of improvement efforts and the LTCC’s limited resources is on those indicators which really need to be focused on.

J. Scull provided an update on the LTCC’s plan to reduce antipsychotics; a matter which was also discussed with the LTCC Medical Director at the JLC meeting.

A. Loft commented on West Park’s LTCC many best practices. She noted the challenging environment, the population of younger residents and the engagement of residents with the MOHLTC when they are onsite.

The Chair thanked the team from ECI for their presentation. The ECI team left the meeting.

A further discussion ensued. There was consensus that the presentation to the Board was valuable, however, there was mixed reviews on the data presented. It was further noted that the Centre’s management offered to provide guidance to ECI with their presentation to the Board but such guidance was not sought.

A brief discussion ensued on the duration of the Extendicare contract at the LTCC. A further discussion ensued on whether outsourcing the LTCC operations was the preferred method of managing the home. A-M. Malek provided the history on the decision and indicated it is a decision that can be revisited as the end of the current contract approaches. In conclusion, it was agreed that Extendicare should be invited to make another presentation to the Board in the coming year.

7.0 Approval of Audited Financial Statements for the fiscal year ending March 31, 2018

The Chair advised that the Executive Committee (fulfilling its Audit function) reviewed the Financial Statements, together with the draft year-end report prepared by PWC. It is noteworthy that the Financial Statements disclosed a healthy Balance Sheet and an admirable surplus from operations (16th straight year).

The Executive Committee recommended approval of the Financial Statements.

The Chair thanked C. Wong and her team for doing an excellent job in year-end preparations and assisting PWC during the audit.

Motion:

It was moved, seconded and carried:

“That the Board approved the March 31, 2018 Audited Financial Statements for presentation to the Members of the Annual General Meeting on June 28, 2018.”

Internally Restricted Net Assets and Local Share Plan (LSP)

The Chair, referencing the pre-circulated materials, noted that as a result of the positive operating results in 2017-18, there were sufficient funds available to permit an increase in the Centre’s annual LSP contribution. It was recommended to the Board that \$670K be added to the \$630K originally budgeted and previously approved.

A member inquired about the pace of the accumulation for the LSP. The original annual contribution in the LSP was \$275K. In three years, the Centre has accumulated \$2,535K compared to the plan of \$825K.

Motion:

It was moved, seconded and carried:

“That the Board approve that the Centre internally restrict an additional \$670,000 of the 2017-18 surplus towards the Local Share of Redevelopment restriction in the Centre’s Net Assets for fiscal March 31, 2018.”

March 31, 2018 Year End Results

The Chair advised that all three Funds produced net operating surpluses and exceeded budget. H-SAA, M-SAA and L-SAA Performance Indicators also continued to be in good shape; with technical non-compliance in the case of two indicators (with no financial impact to the Centre).

8.0 2018-19 Capital Budget Approval

The Chair observed that the 2018-19 Capital Budget was reviewed in detail by the Corporate Committee and recommended for approval.

A member inquired if any of the proposed spending of \$890K in IT was dedicated to Cyber Security, to which A-M. Malek advised that a report was presented to the Corporate Committee and materials can be accessed via the board portal.

A member inquired as to the segregation of capital for the new hospital development. Management noted that funding for these items will be through the local share and all equipment will be tracked accordingly.

Motion:

It was moved, seconded and carried:

“That the Board approve the 2018-2019 Capital Budget .”

9.0 Selection of Auditors for 2018-19

The Chair advised that the Executive Committee had recommended that PWC be appointed as the Auditors for 2018-19 due to their strong professional relationship with the Centre, their operational strengths and the favourable results on the most recent assessment conducted by the Centre using the tool developed by the Canadian Public Accounting Board.

Motion:

It was moved, seconded and carried:

“That the Board of Directors recommend to the Members that PricewaterhouseCoopers (PWC) be appointed as auditor for the Corporation for the period June 28, 2018 to the next Annual General Meeting of the Corporation, at a fee to be fixed by the Directors”

10.0 Re-appointment of the Investment Advisor for 2018-19

The Chair noted that the Joint Investment Committee had recommended that Fiera Capital be reappointed as the Centre’s Investment Advisor due to their strong investment performance over the short/long term and low management fees.

Motion:

It was moved, seconded and carried:

“That the Board approve the re-appointment of Fiera Capital Corporation as the Investment Manager for the Centre investment portfolio.”

11.0 Investment Committee Annual Report

The Joint Investment Committee Report for the fiscal year ended March 31, 2018 was pre-circulated. There was no further discussion or approval required.

12.0 Board Public Sector Accountability Act Reporting and Attestation

The Chair advised that the Corporate Committee received the BPSAA Compliance Report to be approved by the Board based upon management’s compliance attestation.

Motion:

It was moved, seconded and carried:

“That the Board approve the Attestation under Section 15 of the Broader Public Sector Accountability Act.”

13.0 Report of the Chair

Verbal Report from the Corporate Committee held May 23, 2018

The Chair advised that updates on the key matters had already been covered during the Board meeting.

Verbal Report from the Executive Committee meeting held May 24, 2018

The Chair advised that at the May 24, 2018 meeting, the Executive Committee acted in its capacity as Audit Committee and reviewed the annual Financial Statements, and met with PWC, with and without management.

Governance matters were also discussed, alongside the draft Committee Assignments for members for the 2018-19 Board year, and will be sent to all members shortly.

The Board Self-assessment survey results were reviewed and the general conclusion was that the Board's practices are well aligned with good practice of governance standards. However, the Chair emphasized that putting a neutral "don't know" answer to various questions was not helpful in ascertaining what members actually think and requested that in future members be more definitive, as these results inform the Governance Practices Action Plan for the next Board year. The Chair also encouraged members to get in touch with him directly if there was anything they wished to discuss privately with him.

The Chair advised that "Meetings without Management", were also discussed. It was decided that "Meetings Without Management" will occur at the conclusion of the In Camera meeting.

14.0 Nominations Report

The Vice-Chair advised that the Nominations Committee had identified two proposed nominees recommended for election at the Annual General Meeting. The resume of each nominee, Elizabeth Squissato and Jeff DeBlock was pre-circulated.

The recommendation for a third nominee will be deferred, subject to the outcome of the Centre's RFP process in order to avoid any potential conflicts of interest. As a result, one vacancy will remain unfilled for the upcoming year, until further notice. Therefore, a Resolution is required to reduce the number of Board seats by one (1) for the 2018-19 year in alignment with the *Corporation Act*.

D. Patterson inquired about the Board experience of one of the nominees. C. Rate acknowledged that the nominee is early in his Board career, and remarked on his experience, insights and preparedness.

On-boarding of new directors will include the opportunity to attend OHA – GCE courses. It was suggested that the OHA Guide to Good Governance is another useful tool for directors and will be posted to the portal as a Board resource. Mentorship of the new directors was discussed and it was concluded that K. Marshall would mentor Elizabeth Squissato and C. Shuskelski would mentor Jeff DeBlock.

The Vice-Chair confirmed NSA nominees are:

- **Warren Law**
- **Charlie Rate**
- **Dee Patterson**

The University of Toronto nominee is:

- **Molly Verrier**

The 2018-19 Nominations Report containing the full slate of nominees; including Officers of the Board was pre-circulated.

Motion:

It was moved, seconded and carried:

“That the Board approve the proposed nominees for election for the 2018-19 Board year, as presented, beginning June 28, 2018 until the Annual General Meeting in 2019.”

15.0 Governance Policies

The Chair noted that at any point in time, it is important for an organization to have a comprehensive and up-to-date policy framework. West Park is very good at this due to their strong governance culture. It is particularly important that the policy framework be updated as the organization prepare for the Accreditation Canada Survey on June 4-7, 2018.

The Chair referenced the list of policies being presented for approval and noted that in general, the proposed changes were non-material, and have already been reviewed and approved by the Executive Committee.

A-M. Malek advised that the Foundation Board met on May 29, 2018 and confirmed a minor change in the “Relationship between Centre and Foundation Board” policy on page 2 of the policy, 3rd bullet from the bottom of the page. The bullet should read, “Ad Hoc Task Forces may be established at the discretion of both Boards to optimise skills and resources”.

It was also noted that the word “occasionally” was spelled wrong on page 6 of the CEO position description.

Motion:

It was moved, seconded and carried:

“That the Board, pending the execution of the above mentioned changes, approve the policies pertaining to: CEO Position Description; Relationship between Centre and Foundation Boards; Board Education and Development; Board Evaluation and Governance Review; Conflict of Interest; Board Accountability; Enterprise Risk Management; Strategic Planning Policy and Vision, Values and Strategic Directions; and Culture of Safety”

16.0 The Chair reiterated the importance of Board members participation at the Accreditation Canada Governance Evaluation session taking place on Monday, June 4, 2018 at 3:30 pm, and encouraged everyone to attend, if possible.

The Chair reminded members that the Board and Annual General meeting will take place on Thursday, June 28, 2018 (8:00-10:00 am), followed by the Board Orientation session at 10.00-12 noon and again encouraged as many members as possible to attend.

17.0 Publication Relations Log

Circulated for information only.

18.0 Termination and next meeting

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

“That the Open Meeting be terminated at 6:22 p.m.”

The next meeting will take place on Thursday, June 28, 2018 at 8:00 am, followed by the Annual General Meeting at 9:00 am.

Chair Signature _____

Date: _____