

**Board of Directors
Minutes of the Open Meeting held
Thursday, September 29, 2016
4:30 – 6:38 p.m.
West Park Healthcare Centre
Boardroom**

Present:

W. Law (Chair)
T. Brown
B. Bell
Dr. N. Cullen
J. Freeman
C. Henley

J. Leon
M. Garamszeghy
A.-M. Malek

K. Marshall
C. Novick
B. Ohcebol
D. Patterson
Dr. N. Rambihar
C. Rate
D. Simunac
M. Verrier

Regrets:

S. Armstrong
C. Shushelski
D. Keddy

Internal Guests:

S. Athron
J. Cole
J. Cooper
S. Ditty
D. Renzetti
J. Walker

Invited

Guests:

R. Cooper, Fasken Martineau DuMoulin LLP

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 C. Henley for his tremendous leadership as Board Chair for the past 2 years and also thanked members for their time, skills and experience.

1.0 Patient Story

Deferred.

2.0 Occupational Health and Safety Law Update

The Chair welcomed Rosalind Cooper, partner with Fasken Martineau DuMoulin LLP, who provided an update on provincial and federal occupational health and safety legislation, including the responsibilities and personal liability for Board Directors with respect to ensuring the organization complies with all applicable legislation.

Ms. Cooper highlighted steps that should be taken to ensure compliance with legislation, reduce legal risk and demonstrate due diligence, and answered members' questions. The importance of ensuring the safety of all workers was emphasized.

The Chair thanked R. Cooper for her excellent advice. It was noted that the Board's Corporate Committee receives regular occupational health and safety reports.

R. Cooper left the meeting.

3.0 Motion to Approve Consent Agenda

Motion:

It was moved, seconded and carried:

“That the Consent Agenda be approved as presented.”

4.0 Approval of Minutes of the Open meeting held on June 23, 2016

Motion:

It was moved, seconded and carried:

“That the Minutes of the Open meeting held on June 23, 2016 be approved as presented.”

5.0 Foundation Report

Foundation CEO, J. Cole, provided an overview of the Capital Campaign Dashboard and other Foundation highlights, including the Chair's golf tournament at Glen Abbey on August 31, 2016 and the recent RBC campaign gift announcement. She also promoted upcoming events such as “Uncork, Untap, Unwind” on November 17, 2016, which will replace the signature Panache event, and encouraged everyone to assist in ticket sales or garnering silent auction prizes.

6.0 Campus Development Update

The Chair, referencing the pre-circulated material, provided an update on the status of the various capital planning stages and time-frames related to the hospital redevelopment project.

Campus Development Project Charter Approval

The Chair reiterated that the Project Charter is identified in Section 2.7 of the Memorandum of Understanding entered into between Infrastructure Ontario (IO) and the Centre dated April 30, 2014.

The Chair noted that the framework for decision-making related to the Project, delegation of authority and those matters that are reserved to the governance authority of the Board is in part set out in the Project Charter. For this reason, the Project Charter requires Board approval. The Executive Committee has reviewed the charter.

Motion:

It was moved, seconded and carried:

“That the Board approve the execution of the West Park Healthcare Centre AFP Project Charter with Infrastructure Ontario for the Hospital Project.”

Additional Fees (HOK)

S. Ditty referenced the pre-circulated material and noted that the original PDC contract does not include a number of proposals submitted by HOK for additional services. She provided a breakdown and justification for each proposal.

The Chair noted that this matter had been discussed at the Campus Development Committee meeting and after a thorough review was recommended to the Board for approval.

Motion:

It was moved, seconded and carried:

“That the Board approve the HOK Enabling Works and Public Utility Improvements proposal at \$224,080+HST and expenses to be funded by the planning grant;

That the Board approve the HOK Art Consultation Services proposal up to \$30,000 +HST and expenses to be funded by the planning grant;

That the Board approve the HOK Project Schedule Extension proposal up to \$575,000 + HST & expenses to be funded by the planning grant;

That the Board approve the Hanscomb Project Schedule Extension proposal up to \$24,000 + HST & expenses to be funded by the planning grant.”

The CEO noted that a special meeting of the Board for the approval of the Stage 3 submission originally scheduled prior to the September 29, 2016 Board meeting had to be delayed owing to a delay of approval of the Stage 2 submission.

7.0 Joint Investment Committee (JIC)

Centre Investment Policy & Procedure/Investment Guidelines

The CFO, speaking on behalf of the JIC Chair, referenced the pre-circulated materials, and noted that the only change in the policy was a reduction in the minimum cash holdings to 0% (from 10%), and an increase in the maximum bond holdings to 100% (from 90%).

Motion:

It was moved, seconded and carried:

“That the Board approve the Centre Investment Policy & Procedure, as presented.”

8.0 Financial Statements for the period ending August 31, 2016

J. Cooper provided a brief overview of the financials for the five months ended August 31, 2016, reporting a consolidated surplus of \$481K, which is favourable to budget by \$407K.

J. Cooper noted that the Centre has received confirmation of Ministry funding which has resulted in a \$153K negative variance for the five months ended August 31, 2016, and will result in a \$367K negative variance for the entire year. Fund 2 had a positive variance of \$68K (primarily due to timing). The Assessment Centre and Prosthetics & Orthotics are exceeding budget.

A member questioned the current ratio of 0.78%, which is the lowest ratio on record for the Centre. J. Cooper advised that \$3M was transferred from Short Term Funds to the Long Term Investment Fund; however the Centre can move the funds back at any time. The movement of these funds had an impact on the current ratio and the LHIN recognized that fact by giving us a lower working capital target.

The Chair remarked that the Balance sheet looked good.

9.0 Family Health Organization and Family Health Team Leases

The Chair noted that the Centre leases space on the 4th floor of the Ruddy building to the Family Health Team (FHT) and to the individual physicians who comprise the Family Health Organization (FHO). These leases expired on August 31, 2016.

The Centre has negotiated leases with both the FHT and the FHO.

Motion:

It was moved, seconded and carried:

“That the Board approve that Family Health Team lease and leases with the Family Health Team physicians and authorize the Chair or Vice-Chair to execute the leases.”

10.0 Health Infrastructure Renewal Fund

J. Cooper advised that actual funding has been confirmed at \$744K for 2016-17. Additional building system projects such as replacement of the Emergency Power Generator have been identified, which will have benefit to the Centre over the next 5-6 years when the new hospital will be delivered.

Motion:

It was moved, seconded and carried:

“That the Board approve the revised 2016-2017 Capital Budget for Building Systems.”

11.0 Budget Update

2016-2017

J. Cooper, referencing the pre-circulated materials, made note of the history of little or no new funding for hospitals over the past number of years. The Centre was fortunate to earn some funding increases for H-BAM, however, there is no indication of what is going to happen for 2016-17. Labour expenses increase every year as we remain competitive with other hospitals.

J. Cooper advised that in relation to funding for 2016-2017, the Centre has asked the Ministry to change the way TB is funded and hope to have confirmation of that proposal soon. If successful, it would result in a significant change in our revenue stream.

2017-2018

J. Cooper advised that the Centre had commenced budget meetings for 2017-2018 with Managers in order to seek their input in closing the gap on hospital operations budgets. The Senior Leadership Team feels that it is important to balance hospital operations in order to leave surpluses derived from the Long Term Care Centre and the Assessment Centre available to fund the Centre’s contribution to the Local Share Plan.

The Chair inquired if the Centre is confident that the Assessment Centre will continue to deliver profits. J. Cooper responded that expectations are for continuing performance, noting that the wildcard is the regulated industry, and the ability of the Ontario Financial Services Commission to change the rules at any time. That said, the recent round of revisions did not impact the Centre negatively. On a positive note, other competitors have lowered prices in order to increase volumes, however, the Centre maintained their pricing and are seeing former customers returning, as they recognize the superior level of service provided by WPHC.

A member inquired how the Centre promotes the services of the Assessment Centre, to which J. Cooper responded that we have a dedicated Marketing Manager, who participates in promotions at industry events.

The CEO remarked that for 2017-2018, the significant challenge will be balancing hospital operations, alongside the importance of Fund 3 and the contribution of P & O. There have been new business strategies for both operations put in place and we are executing on those with success.

12.0 Verbal Report on Executive Committee meeting held September 21, 2016

The Chair provided a brief overview of the proceedings of the Executive Committee meet held on September 21, 2016.

13.0 Accessibility Plan: Annual Report for 2015-2016

Speaking to the pre-circulated material, S. Ditty advised that this report was reviewed by the Corporate Committee.

S. Ditty noted that in early 2016 West Park was selected on a random basis for a provincial audit (“file review”) of its implementation of regulatory requirements under the Accessibility for Ontarians with Disabilities Act (AODA), and no deficiencies or recommendations were identified for remedial action.

S. Ditty remarked that the Accessibility Plan will continue to be enhanced in relation to the campus redevelopment.

Motion:

It was moved, seconded and carried:

“That the Board approve that West Park’s 2015-2016 ‘Accessibility Plan: Annual Progress Report’ be accepted as presented and made available to the public, as required by law, on the Centre’s website.”

14.0 2016-2017 Board:

- (a) Terms of Reference**
- (b) Work Plan**
- (c) Governance Practices Action Plan**

15.0 Corporate Committee

- (a) Terms of Reference**
- (b) Work Plan**

16.0 Executive Committee

- (a) Terms of Reference
- (b) Work Plan

17.0 Joint Investment Committee

- (a) Terms of Reference
- (b) Work Plan

18.0 Governance Policies

- (a) Board Accountability
- (b) Meeting Attendance
- (c) Meetings without Management
- (d) Non-Director committee Members
- (e) Principles of Decision-Making

The Chair, referencing Agenda items 14.0 to 18.00, noted that all policies were reviewed and recommended for approval by the appropriate Committee.

Motion:

It was moved, seconded and carried:

“That the Board approve the motions contained in Agenda items 14.0 to 18.0, as presented in the pre-circulated materials.”

19.0 Meeting Evaluation

The Chair reminded members to take the time to complete the meeting evaluation form as members’ feedback is important.

20.0 Termination and next meeting

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

“That the Open Meeting be terminated at 6:35 p.m.”

The next meeting will take place on Thursday, November 24, 2016 at 4:30-7:30 p.m.

Chair Signature _____

Date: _____