Ontario
North West Local Health Integration Network

BOARD OF DIRECTORS MEETING

Best Western Nor'Wester Hotel **October 29, 2013**
McKenzie Room, 2080, Highway 61, Thunder Bay, ON **9:00 a.m. (Eastern)**

Present: Joy Warkentin, Chair
Reg Jones
Dan Levesque
Dianne Loubier
Dianne Miller
Dennis Gushulak
Cathy Farrell
Tina Copenace

Staff: Laura Kokocinski
Susan Pilatzke
Andrew Wehrstedt
Heather Murchison

Recording Secretary: Robin Orr

Regrets: Brian Ktytor

		Action:
1.0	**PROCEDURAL ITEMS**	
1.1	**Call to Order** The meeting was called to order at 9:00 a.m. (Eastern) by Chair J. Warkentin.	
1.2	**Declaration of Conflict of Interest** None declared.	
1.3	**Approval of Agenda** The agenda was presented for approval. **Resolution #2013 – 117** **Moved by D. Miller and seconded by D. Gushulak that the agenda be approved as presented. Carried.**	
1.4	**Approval of Minutes** The minutes of the Board of Directors meeting of September 24, 2013, were presented for approval.	

	<u>Resolution #2013 –118</u> **Moved by R. Jones, and seconded by C. Farrell, that the minutes of the North West LHIN Board of Directors meeting of September 24, 2013, be approved as presented. Carried.**	
1.5	**Business Arising** No business arising.	
2.0	**BOARD LINKAGES**	
2.1	**Upcoming Community Engagement Sessions** The Board was reminded of three upcoming events scheduled for November 13 and 14; R. Jones will take the lead on these sessions. D. Levesque will attend and provide the update on Health Links. J. Warkentin and R. Jones will meet in advance to review the presentation. As a result of the October 28th Board retreat, the Governance and Nomination (G&N) Committee will review and revise the Community Engagement Schedule for 2013/14 & 2014/15.	G&N Committee
2.2	**Chair Report** J. Warkentin reminded Board and staff to complete the board evaluation. J. Warkentin noted that she will share highlights of the 2013 Ontario Hospital Association (OHA) Health Achieve at the next Board meeting. A face-to-face Chair meeting is scheduled for November 22; Chairs will be meeting with the Minister on November 21 and one of the items for discussion will be the appointment process.	
3.0	**BOARD ENDS DISCUSSION**	
3.1	***ENDS Education***	
3.1.1	**ENDS** J. Warkentin noted that, based on discussion at the Strategic Planning session, a draft plan will be brought forward at the December Board meeting for discussion regarding how the Strategic ENDs will be discussed at future meetings.	

3.1.2	**Blueprint Service Delivery Model Decision Making Framework - Presentation** H. Murchison presented the Blueprint Service Delivery Model Decision Making Framework to the Board. • It was noted slide three would be a good tool to use as a handout when holding sessions for those who don't understand. • L. Kokocinski noted this presentation will be shared with the Integration Leadership Council on October 31, 2013. Discussion followed around the possibility of sharing some of this information at the January 2014 Governance to Governance (G2G) Session. The G&N Committee will review how this can be shared at future G2G sessions. *H. Murchison left the meeting following the presentation.*	G&N Committee
3.2	***ENDS Discussion***	
3.2.1	**Board Strategic Planning Debrief** J. Warkentin noted that the Facilitator from the 2013 Strategic Planning session will provide a report to the G&N Committee for their review and then this report will be brought back to the full Board. J. Warkentin lead the Board Strategic Planning debrief discussion and members were asked for feedback. It was noted that the process to select a facilitator needs to start earlier. As a result, it was agreed that the process will begin in early spring of 2014 for the 2014 fall strategic planning session. This will be included on the December G&N Committee agenda. • The Board agreed that the G&N Committee will take the lead; the G&N Committee will review Request for Proposal (RFP) materials before bringing to the March Board meeting, which is prior to the release of the RFP in April. R. Jones offered to investigate facilitators with policy governance experience for 2014 strategic planning session. R. Jones will obtain resumes for facilitators and provide to D. Miller	G&N Committee R Jones

3.3	***ENDS Monitoring***	
3.3.1	**MLPA Scorecard** A. Wehrstedt provided an overview of the MLPA Performance Scorecard. Discussion followed.	
4.0	**BOARD DECISIONS/PROCESSES**	
4.1	***Board Committee Membership*** J. Warkentin shared the updated Board Committee Membership list for 2013/14. **<u>Resolution #2013 –119</u>** **Moved by D. Miller, and seconded by D. Levesque, that the North West LHIN Board of Directors approve the G&N and A&F committee memberships for the 2013/14 year. Carried.**	
4.2	**Committee Reports**	
4.2.1	***Audit and Finance (A&F)*** R. Jones presented the A&F Committee report and lead discussion on the Committee's briefing note. Due to the nature of the content, Committee members felt it important to continue to vet the Enterprise Risk Management monitoring report through the A&F Committee to ensure the accuracy of information before it is submitted to the full Board for approval. **<u>Resolution #2013 –120</u>** **Moved by T. Copenace, and seconded by D. Loubier, that the North West LHIN Board of Directors approve the Audit & Finance Committee Report as presented. Carried.**	
4.2.1a	**Policy Review – EL-103 Enterprise Risk Management** R. Jones noted that the A&F Committee reviewed Policy EL-103 Enterprise Risk Management and had no changes to recommend to the Board.	
4.2.2	***Governance and Nominations (G&N)*** D. Miller presented the G&N Committee report and lead discussion on the Committee's briefing note. It was noted the motion to accept changes to the Community Engagement Schedule is not required. Motion will be removed. The G&N Committee is preparing a draft survey, which will be shared with the Board in December.	G&N

	D. Miller reviewed the proposed changes to the G&N Committee Terms of Reference. J. Warkentin noted the Board Vice-Chair should remain as Chair of the G&N Committee to ensure they are informed of Committee activities and recommendations, and that the Treasurer of the Board is the logical choice to Chair the A&F Committee. The A&F Committee Terms of Reference will be reviewed to ensure they accurately reflects membership. It was noted that the Chair of the G&N Committee should be versed in policy governance and that the Vice-Chair appointed may not have knowledge. Ideally, it should be the Vice-Chair who assumes the role of Chair for the G&N Committee; however, including "alternate" allows for appointment of any Director if the Vice-Chair isn't well versed in policy governance. **<u>Resolution # 2013 – 121</u>** **Moved by D. Miller, and seconded by C. Farrell, that the North West LHIN Board of Directors approve the changes to the Governance & Nominations Terms of Reference as submitted. Carried.** **<u>Resolution # 2013 – 122</u>** **Moved by D. Loubier, and seconded by C. Farrell, that the North West LHIN Board of Directors approve the Governance & Nominations Committee Report as presented. Carried**	A&F Committee
4.2.2a	**Policy Review – GP-107 Board Succession Planning** D. Miller noted that the G&N Committee reviewed Policy GP-107 Board Succession Planning. Originally, it was recommended that both Board appointment and reappointment processes be part of the policy. However, when discussed at the G&N Committee, it was decided it was more appropriate to create a process as a support to the policy. The following wording was recommended to be included in the policy: "The North West LHIN Board of Directors is committed to ensuring continuity in governance and succession planning for Board Directors." Additionally, a process was shared and recommended as a supporting document to the policy.	

	<u>Resolution #2013 –123</u> **Moved by D. Miller, and seconded by D. Levesque, that the North West LHIN Board of Directors approve changes to Policy GP-107 Board Succession Planning and to approve the Board Director - New and Reappointment Process as presented. Carried.** ***Nomination Committee Report*** J. Warkentin reported that the Nominations Committee will proceed with interviewing applicants for the vacant Board Director position. Although D. Loubier has moved to the A&F Committee, she will remain as a member of the Nominations Committee as she assisted with the vetting of applicants.	
4.3	**Thunder Bay Regional Health Sciences Centre (TBRHSC) 18 Beds** A. Wehrstedt gave an overview of the TBRHSC Pre-Capital Submission briefing note and requested the Board's approval to submit to the Ministry. Discussion ensued regarding the hospital's current deficit. S. Pilatzke noted that the North West LHIN does not have funding to support this request and that the hospital will need to find its own method of funding. After further discussion, it was agreed the wording of the recommendation would be updated to include the following: "*The LHIN's endorsement at the pre-capital stage does not constitute a funding commitment for the capital and/or operating components of the project. Furthermore, in the event that more appropriate, cost-effective alternative options are identified, the capital planning process for this project can be deleted.*" **<u>Resolution # 2013 – 124</u>** **Moved by R. Jones, and seconded by C. Farrell, that the North West LHIN Board of Directors endorse TBRHSC's business case for Pre-Capital Part A considerations, for capital improvements related to temporary additional inpatient bed capacity. The LHIN's endorsement at the pre-capital stage does not constitute a funding commitment for the capital and/or operating components of the project. Furthermore, in the event that more appropriate, cost-effective alternative options are identified, the capital planning process for this project can be deleted. Carried.**	
4.4	**Port Arthur General Property Sale** A. Wehrstedt reviewed the TBRHSC request, seeking approval to sell the Port Arthur General Hospital property. He further confirmed that the North West LHIN has clarified that the land sale refers to the space that was previously used as a parking lot.	

	<u>Resolution # 2013 – 125</u> **Moved by D. Loubier, and seconded by D. Gushulak, that the North West LHIN Board of Directors recommend to the Ministry of Health and Long-Term Care that Thunder Bay Regional Health Sciences Centre be provided with the approvals required under Section 4.4 of the Public Hospitals Act to move forward with disposition of the three lots previously occupied by the parking lot and helipad at the Port Arthur General Hospital site. Carried.**	
4.5	**HAGI Transportation Services** S. Pilatzke reviewed the briefing note *HAGI Transportation Services* and the recommendation for Board approval. She noted that this would be an interim solution until a new provider could be identified. **<u>Resolution # 2013 – 126</u>** **Moved by T. Copenace, and seconded by R. Jones, that the North West LHIN Board of Directors approve the HAGI request to subcontract the LHIN funded transportation services to the City of Thunder Bay for the period of January 1 to March 31, 2014, inclusive. Carried.**	
5.0	**MONITORING REPORTS**	
5.1	**EL-109 Financial Conditions and Activity** R. Jones reviewed the EL-103 Monitoring Report. As referenced under the A&F Committee report, no issues were raised from the A&F Committee. Controls are very tight and this is the second time this report has come forward to the Board. It was further noted that the change from $200,000 to $1,000,000 is due to a number of requests coming to the Board. Allocation decisions are based on the decision making framework. It was suggested this might be an opportunity to create an EL policy to ensure decisions around rolling out business plans have a solid framework. **<u>Resolution # 2013 – 127</u>** **Moved by R. Jones, and seconded by D. Gushulak, that the North West LHIN Board of Directors approve monitoring report EL-109 Financial Conditions and Activity as submitted. Carried.**	
6.0	**CONSENT AGENDA**	
6.1	**Declaration of Compliance** L. Kokocinski presented the October Declaration of Compliance and noted the LHINs are awaiting a response from the Ministry on the non-compliance clause.	

	<u>Resolution # 2013 – 128</u> **Moved by D. Levesque, and seconded by D. Gushulak, that the North West LHIN Board of Directors approve the Declaration of Compliance and give direction to the Board Chair to certify that this attestation has been approved by the Board of the North West LHIN. Carried.**	
7.0	**INFORMATION**	
7.1	**CEO Report** The CEO report was circulated.	
8.0	**CLOSED SESSION** **<u>Resolution # 2013 - 129</u>** **Moved by T. Copenace, and seconded by D. Miller, that at 11:22 a.m. (Eastern) the Board Members attending the meeting, specified above, move into a Closed Session pursuant to the following exception(s) set out in s. 9 (5) of the *Local Health System Integration Act (LHSIA), 2006:*** ***(i) Personal or Public Interest*** ***(vii) Personnel Matters*** **And further that the following persons be permitted to attend:** **L. Kokocinski, S. Pilatzke and R. Orr. Carried.** *Board broke for lunch during closed session.* *Meeting reconvened following the closed session.*	
8.1	**Report out of Closed Session** None.	
9.0	**ADJOURNMENT**	
9.1	**Meeting Evaluation** Completed evaluations are to be provided to R. Orr.	All members
9.2	**Future Agenda Items** Agenda items to be forwarded to the Chair or to R. Orr.	
9.3	**Date of Next Meeting** The next meeting has been scheduled for Tuesday, December 17, 2013.	

9.4	**Adjourn** **<u>Resolution # 2013 – 133</u>** **Moved by D. Miller, and seconded by D. Gushulak, that at 1:33 p.m. (Eastern) the meeting be adjourned. Carried.**	
	Chair _____ **Secretary** _____	