

<b>ATTENDANCE REGISTER</b>										
P = Present R = Regrets A= Absent t/c = teleconference										
<b>Committee Member</b>	<b>Sept. 25/18</b>	<b>Oct. 30/18</b>	<b>Nov. 27/18</b>	<b>Jan. 29/19</b>	<b>Feb. 26/19</b>	<b>Mar. 26/19</b>	<b>April 30/19</b>	<b>May 28/19</b>	<b>June 18/19</b>	<b># of Mtgs.</b>
Louise Kindree, Chair	P	P	P	t/c	P	P	P	P		8
Lori Ker, Vice Chair	P	P	P	t/c	P	P	P	P		8
Dr. Somaiah Ahmed	P	P	P	R	P	P	P	P		7
Kirk Brannon	P	P	P	t/c	P	P	P	P		8
Sandy Kang-Gill	P	P	P	t/c	P	P	P	P		8
Krista Collinson	P	P	t/c	t/c	t/c	t/c	P	t/c		8
Warren Maycock	P	R	P	t/c	R	P	P	P		6
Janice Peters	P	P	t/c	t/c	P	P	P	P		8
Greg Pope	P	R	P	t/c	P	P	P	P		7
Dave Straughan	R	P	P	t/c	t/c	P	R	P		6
Ken Topping	R	P	P	t/c	t/c	P	P	P		7
Carolyn Young	P	P	P	t/c	P	t/c	P	P		8
Stacey Daub	P	P	P	t/c	P	P	P	P		8
Peter Varga	P	P	P	t/c	R	P	R	P		6
Dr. Paul Scotton	P	P	P	t/c	P	P	R	P		7
Dr. Michael Stefanos	R	P	t/c*	t/c	P	P	P	t/c		7

**Staff Present:** Monique Porlier, Dora Boylen-Pabst and Bonnie Kulba **Guests:** Tom Reid and Sonya Pritchard

### 1.0 CALL TO ORDER

The Chair called the meeting to order at 5:30 pm.

### 2.1 DISCLOSURE OF CONFLICT OF INTEREST

Greg Pope (Banking Services) Louise Kindree (Board Member – Supportive Housing Peel, Ontario Health Team Partner) and Janice Peters (COO - Supportive Housing in Peel, Ontario Health Team Partner) and Ken Topping (Dufferin Country, Transportation Services, Ontario Health Team Partner)

### 2.2 APPROVAL OF AGENDA

MOTION: moved by Warren Maycock, seconded by Greg Pope, **“that the Agenda be approved as presented.” CARRIED**

### 2.3 CHAIR’S REMARKS

The Chair welcomed everyone and kept remarks short to allow for guest presentations and questions from Board.

### 2.4 BOARD ACTION ITEM LOG

The Board Action Item Log has been completed for the 2018/2019 Board term.

### 3.1 MUNICIPAL & AMBULANCE GOVERNMENT DIRECTIONS

The Chair introduced and welcomed Tom Reid, Chief Paramedic for Dufferin County and Sonya Pritchard, Chief Administrative Officer for Dufferin County. Ms. Pritchard presented a high-level overview of the changing provincial landscape, the impacts to Dufferin County and the County’s strategy to manage productively. Mr. Reid, Chief Paramedic for Dufferin County noted that the government has committed to consulting on the changes to the ambulance services but there has been no steps taken to date. .

#### 4.1 FOUNDATION REPORT

Kirk Brannon provided an update to the Board on fundraising events and revenue to date. He also provided an update on staffing, introducing Danielle Gibb who will be joining the Headwaters Health Care Foundation on June 3, 2019 as Director, Leadership & Planned Giving.

#### 4.2 MAC REPORT

The Chief of Staff provided the Board with highlights from the Medical Advisory Committee. The Annual Professional Staff Manpower Report was reviewed for discussion. The report highlighted the accomplishments of the past year and focused on priorities of the upcoming year which included the current complement of each department. Along side the Report the Chief spoke to the Clinical Services Resources and Planning document that will in future years become integrated with the Manpower Report.

The Chief also provided an update to the Board on Occupational Health Communicable Diseases Compliance for all professional staff.

One amendment that was noted by Dr. Ahmed was to change the Motion wording from Physician Manpower Report to Professional Staff Manpower Report.

**Motion: Moved by Dave Straughan, seconded by Janice Peters "That the Board of Directors approve the 2019 Professional Staff Manpower Report with amendment." CARRIED**

The Chief of Staff reviewed, as presented in the pre-circulated materials, the reapplications submitted to Headwaters Health Care Centre for hospital privileges.

**Motion: Moved by Ken Topping, seconded by Lori Ker "That the Board of Directors approve the 2019/2020 Professional Staff reapplications submitted to Headwaters Health Care Centre for hospital privileges as delineated until June 30, 2020." CARRIED**

The Chief of Staff reviewed, as presented in the pre-circulated materials, the new appointments for Headwaters Health Care Centre for hospital privileges.

#### New Appointments:

	Professional Staff	Category	Department(s)	Temporary Privileges Date
1.	<b>Dr. Preveshen Moodley</b> is a urologist that plans to begin work at HHCC in July 2019.	Associate	Surgery	None
2.	<b>Dr. Farnoosh Tayyari</b> is a pathologist who has joined the group at William Osler.	Regional Affiliate	Medicine	None
3.	<b>Dr. George Virich</b> is a general surgeon who is providing weekly surgical coverage as we credential a new full-time general surgeon.	Term	Surgery	April 17, 2019

**Motion: Moved by Carolyn Young, seconded by Sandy Kang-Gill “That the Board of Directors approve the above new appointments with privileges as delineated until June 30, 2020.”**  
**CARRIED**

#### **4.3 FINANCE & AUDIT COMMITTEE REPORT**

The Chair of the Finance & Audit Committee (F&AC) provided the Board with highlights from the May 23, 2019 meeting.

##### **Internal Financial Reports for the Year Ended March 31, 2019**

The Chair provided an overview of the Internal Financial Statements for the year ended March 31, 2019. He noted that the F&AC received a presentation on key highlights of the financial performance for the year ended March 31st, 2019 from the perspective of the internal financial reports as compared to the approved budget, including capital expenditures, activities and key financial metrics. Revenues and expenses were approximately 101% of the 2018/19 Budget and resulted in a surplus of \$50.

**Motion: Moved by Greg Pope, seconded by Warren Maycock “That the Board of Directors approve the Internal Financial Statements for the year ended March 31, 2019, as presented.”**  
**CARRIED**

##### **Draft Audited Financial Statements**

The Chair presented the Independent Auditor’s Report, highlighting that they expect to issue an unqualified opinion, subject to completion of confirmations and approval of the draft audited statements by the Board of Directors. The auditors detected no significant deficiencies during the audit nor were any restrictions placed on the scope of the audit. No management control weaknesses were identified. The materiality level was determined as 2.5% of total revenue which equates to \$1,760,000. The audit fee for 2018/19 fiscal remained at \$45,000, in line with the 2016 Request for Proposal.

**Motion: Moved by Greg Pope, seconded by Dave Straughan “That the Board of Directors approve the draft Audited Financial Statements for Headwaters Health Care Centre for the Year Ended March 31, 2019, as presented.”** CARRIED

##### **Appointment of Auditors**

The Chair noted that each year at the annual general meeting, the hospital membership is required to approve the Board of Directors’ recommendation of the audit firm to be appointed for the upcoming year. Deloitte, LLP has completed three years of a five-year contract with Headwaters.

**Motion: Moved by Greg Pope, seconded by Carolyn Young “That the Board of Directors recommend to the Headwaters Health Care Centre membership, at the June 18th, 2019 Annual General Meeting, the re-appointment of Deloitte LLP as the audit firm for 2019/20, which is the 4th term of the five-year contract.”** CARRIED

### **Annual Broader Public Sector Attestation**

The Chair noted that in June 2011, the Ministry of Health and Long-Term Care released an additional directive under the Broader Public Sector Accountability Act regarding reporting requirements of hospitals. The directive provides for an annual compliance attestation to be prepared and submitted by each hospital regarding compliance with several aspects of the Act, including the use of consultants and lobbyists and compliance with directives related to expense claims, perquisites and procurements. The report is due for submission to the LHIN by June 28, 2019 and must be publicly posted by August 30, 2019.

**Motion: Moved by Greg Pope, seconded by Janice Peters “That the Board of Directors approve the 2018/19 Broader Public Sector Accountability Act Attestation, as presented, for signature of the CEO and Board Chair.” CARRIED**

The Chair updated the Board on the 2019/2020 Hospital Annual Planning Submission (HAPS) noting that the Local Health Integration Network (LHIN) and management have reviewed the impact of the funding letter and discussed the path forward with our Hospital Improvement Plan. Management is continuing with advocacy efforts for a base funding adjustment as well as new methodology for medium size hospitals.

The Chair also provided an update to the Meditech Expanse Project. A special Finance & Audit Committee meeting is scheduled for June 10, 2019 to receive a detailed report that will lead to a recommendation to the Board of Directors at a special June 14, 2019 meeting. The Board acknowledged the amount of work, effort and time spent on this project and thanked management for their efforts.

#### **4.4 GOVERNANCE COMMITTEE REPORT – PART 1**

The Chair of the Governance Committee provided an update on the Annual General Meeting confirming that the meeting will be held on June 18, 2019 at 7:00 pm at the Mel Lloyd Centre Auditorium in Shelburne, ON.

The Chair presented the 2019/2020 Hospital Membership listing for Board approval. The Chair confirmed that all Members met the requirements as outlined in the Bylaws.

**Motion: Moved by Lori Ker, seconded by Greg Pope “That the Board of Directors approve the Hospital Membership listing for 2019/2020, as presented.” CARRIED**

The Chair announced the recipients for this year being: Tom Reid, Chief Paramedic and Dr. Gordon Willans. The Chair provided an overview of both recipients that was taken from the multiple letters and accolades received for both. The Board of Directors agreed that both nominees were deserving of this prestigious award for their dedication and service to the community.

**Motion: Moved by Lori Ker, seconded by Janice Peters “That the Board of Directors approve Tom Reid and Dr. Gordon Willans as the award recipients of the Dr. David Scott Award.” CARRIED**

The Board Chair provided an update on the Chairperson's Award of Recognition. The Chair noted that there are two very deserving recipients of this award this year. The first being Eileen Dahl, Patient who has been involved at Headwaters for many years as part of the community, a patient, a caregiver, a family member and a Patient Family Advisor. The second is the Jennifer Widbur Memorial Hockey Tournament Committee that has been in existence for 12 years and have raised approximately \$600k and donated to Headwaters Health Care Centre. The tournament pays tribute to Jennifer Widbur, a young hockey mom, who lost her battle with breast cancer in 2007.

#### 4.5 GOVERNANCE COMMITTEE REPORT – PART 2

The Chair of the Governance Committee noted that the Governance Committee has been focused on recruitment for several months and interviewing Board candidates that would best support the organization and its Strategic Plan. The Governance Committee puts forward the nominations of Hugh O'Brodovich and Janice Cockburn for approval by the Board. Hugh, a retired physician, comes with a wealth of health care experience in Canada and the US as well as current and past health care governance experience. Janice Cockburn has been a community member on the Quality Committee for the last year and brings her health care education and experience including several Ontario government committee positions as an Allied Health Professional representative.

**Motion: Moved by Lori Ker, seconded by Greg Pope "It is moved that the nominations of Hugh O'Brodovich and Janice Cockburn be approved by the Board and put forward to the Membership for election at the AGM in June 2019." CARRIED**

The Chair of Governance presented the proposed 2019/2020 Board and Committee membership and noted that Director requests for specific committees have been accommodated in the proposal. She thanked Members for their flexibility and willingness to take on leadership positions.

The Chair also presented the results of the Board Self-Assessment Survey citing very positive results. She confirmed that there were several improvements over last year's results and that we are in line with or above the Hospital cohort averages as of the end of April 2019. The Board recognized this as a great accomplishment.

As presented previously, Bylaws and Board Policies are reviewed annually as a good governance practice. Regarding the bylaws review, there were minor corrections made to Bylaw 15 – Credentialing, for consistency which were reviewed and approved by the Professional Staff as per our Bylaws amendment requirements. These corrections are not considered amendments and do not need to be voted upon.

Regarding the Board governance policies review there were several adjustments made and they have been included for your review and approval.

- Policy 2.A.2 - Board Composition, was augmented with recruitment process framework
- Policy 2.A.3 - Officer Position Roles, was augmented with revised role descriptions
- Policy 2.C.3 - Board Succession, new policy added with framework and process

The committee had hoped to have a Board governance policy for our Credentialing responsibilities ready for approval as well. There were numerous, however this item will be on the Governance Committee agenda in the next Board term.

**Motion: Moved by Lori Ker, seconded by Ken Topping “that the Board Governance Policies presented here be approved by the Board (as amended). CARRIED**

#### **4.6 QUALITY COMMITTEE REPORT**

The Chair of the Quality Committee provided the Board with an overview and highlights from the May 17, 2019 Quality Committee meeting.

Quarterly Quality and Patient Safety Report: The Chair noted that overall, the organization has seen continued improvement in several key metrics including the areas of Diagnostic Imaging, Emergency Department and Infection Control. The Board recognized this as being quite the accomplishment given the challenges with staffing levels and the early onset of surge in 2018.

Surgical Program Presentation: The Quality Committee had received an informative presentation on the surgical program at Headwaters that focused on the patient experience specifically within the pre-operative phase of a patient’s journey

Introduction to Accreditation Canada: The committee received an introductory presentation on the upcoming Accreditation process Headwaters will be participating in October 2020. The Chair noted that a “Community Member”, to be defined, would need to be part of the next Accreditation process. In 2016 and the organization Headwaters received exemplary status and is currently preparing their teams for the completion of materials and the onsite surveyors visits.

Cost of Healthcare Errors: The Quality Committee had received an overview of the cost of healthcare errors that in-turn generated discussion regarding the investment in harm reduction and the potential return on investment for several current key items including Meditech expense; integrated bedside terminals; and future opportunities of ‘smart pumps’ and integrated automated dispensing units. The Board agreed with the Quality Committee that safety would be a reasonable consideration as a theme for next year’s Board Quality Committee.

Choose Wisely Letter of Recognition: Headwaters received confirmation it has been recognized as a Level 1 Choose Wisely Hospital by choose Wisely Canada. This recognition demonstrates Headwaters is activity improving the quality and utilization of its resources in alignment with recommended best practices

#### **4.7 CEO REPORT**

The CEO provided an update on the risk registry noting a new risk related to increased change and uncertainty in the operating environment related to government directions.

The CEO confirmed the need for continued advocacy work for medium size hospitals, including Headwaters Health Care Centre and requested Board participation. The Board agreed to support next steps related to Medium Sized Hospital advocacy.

#### **4.8 CHIEF OF STAFF UPDATE**

The Chair provided an update on the work of the Chief of Staff selection committee. The committee was unanimous in its selection and the candidate has verbally accepted the role. The Chair noted that a more formal announcement will go out in the upcoming month.

**5.1 ONTARIO HEALTH TEAMS**

The CEO confirmed that Headwaters Health Care Centre submitted an Ontario Health Team application on May 15, 2019 meeting the deadline set out by the Ministry of Health and Long-Term Care.

The CEO also noted that the Change Foundation will be supporting local next steps related to the continued development of a local Ontario Health team as a test of their potential to support local communities to advance integration.

**6.1 CONSENT AGENDA**

The consent agenda items were included in the meeting materials.

**Motion: Moved by Warren Maycock, seconded by Greg Pope "That the Board of Directors approve the Consent Agenda items" CARRIED**

**7.1 INFORMATION ITEMS**

The Chair reviewed all upcoming meetings and events.

**8.0 ADJOURNMENT**

With there being no further business, the meeting was adjourned at 7:25 pm.



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Louise Kindree, Board Chair



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Stacey Daub, Secretary