

South East Health Integration Network

Board of Governors Meeting No. 14

Monday April 10th, 2006 – 9:00 am to 2:00 pm
At 48 Dundas Street West, Belleville

MINUTES

Present: Georgina Thompson, Chair; Florence Campbell, Vice Chair; Gaye McGinn, John Groves; Balu Patel; Ian Wilson (quorum) and Paul Huras

Recorder: Jacqueline Prospero

Absent:

Guests: Nancy Sears (Sr. Director Planning, Integration & Community Engagement), Sherry Kennedy (Sr. Director Performance, Contracts & Allocation); Eileen Clark (LHIN Legal Counsel); Dr. Carol Beatty, Director of the Queen's Industrial Relations Centre; Dr. Jim Nininger (Governance Consultant)

1. Call to Order and Chair's Remarks

G. Thompson, Chair, called the meeting to order at 9:05 am.

2. Introduction of Dr. Jim Nininger, Governance Consultant

3. Governance Session with Dr. Nininger (9:10 am to 12:30 pm)

Response to Dr. Nininger's question: "What potentially could cause a Board to not perform well?"

- No team work – conflict
- Lack of understanding of expectation
- Poor selection criteria and poor selection (including conflicts of interest)
- Lack of understanding of the role of a Board
- Power imbalance – power struggles among Board members
- Lack of evidence to make decisions – personal bias leading decisions
- Resiliency of the Board (going back on decisions)
- Chair/CEO conflict – power struggle
- Poor governance models or poor implementation of governance model
- Lack of skills of Board members
- Personal agendas
- Lack of Board assessment and resistance to change
- Governance vs. management
- Lack of mandate or understanding of mandate, mission, purpose
- Lack of Board development
- Lack of involvement of Board Members
- Poor leadership of Chair

Summary Themes

Get the fundamentals right before evolving to generative thinking.

Team building, vision, collaborative Board

Trust

Articles:

Sonnenfeld, Jeffrey A. What Makes Great Boards Great. Harvard Business Review (www.hbr.org), Sep 2002.

Brod, Susan E. Overcoming Cynicism and Building Trust in Organizations; Queen's School of Business - In the Queen's Leaders Forum Issue 8.

4. Lunch (12:30 pm to 1:00 pm)

5. Regular Board Meeting

- Note – Board Member B. Patel departed at 1:00 pm
- Note - Guests J. Nininger and C. Beatty departed at 1:00 pm
- Note – Board Member J. Groves departed at 2:05 pm

6. Conflict of Interest Declaration

All members confirmed no conflicts.

- E. Clarke informed the board that staff of the Ministry of Health and Long-Term Care (MOHLTC) are beginning to develop a question and answer (Q & A) approach to the conflict of interest issue. By doing so the MOHLTC will allow for the same answers across the province to questions that involve outreach, funding, and community engagement among others.
- There are a few small changes coming from the MOHLTC regarding procedural issues, etc.
- The final guidelines referring to regulations should be out in the coming weeks
- The Minister of Health is hopeful that there will be more Commissioners in the field rather than forcing all of the conversations on this topic to have to be held in Toronto.
- Clarity on indemnity for board members should be forth coming from the MOHLTC shortly.

7. Approval of the Agenda

The Agenda was approved as circulated.

Moved by: F. Campbell
Seconded by: G. McGinn
Carried

8. Approval of Minutes of March 27th, 2006, Board Meeting #13 (attached)

Approval of the minutes from Board Meeting # 13 – March 27th, 2006

Moved by: F. Campbell
Seconded by: G. McGinn
Carried

9. Business Arising from Board Meeting No. 13

- a. Legislation – Update on Royal Assent and Regulations – E. Clarke
 - LHINs are waiting for elements of Bill 36 to be proclaimed. Such items as public requirements for meetings, conforming pieces of legislation, etc. required proclamation.
- b. Chairs' Teleconference (standing item)
 - The minutes from the Chairs March 23rd meeting were circulated to the members in advance by the chair.
- c. Governance Q's and A's – presentation previously distributed
 - There were no questions for the board about this item.

- F. Campbell is proposing that we take advantage of the Champlain LHINs leadership by utilizing the governance team they have in place.
 - It was suggested that we utilize the two day workshop followed by a one day follow up as the Champlain LHIN has done. It was suggested that we wait for the full compliment of our board to be in place before taking this approach.
 - The Chair provided education session handouts to the members that were provided to LHIN attendees at the Education Session Days in Toronto last week.
 - F. Campbell has asked to have a governance to governance – board to board topic added to an upcoming board meeting. Further development and open discussion with the board.
- d. Board Activities / Committees Template – P. Huras
- The purpose of the attachment is not to fill it in, but that it will now be attached to the minutes going forward in order to keep the board informed of committees that exist or are being considered, along with which board members have made commitments or shown interest in them.
 - It was agreed that the board needs to have members added to the Audit Committee, Governance Committee and CEO Performance Committee in order to meet some of the MOHLTC guides that have already been set in place.
 - It was noted that timeframes for meetings of committees will vary based on the purpose of the committee.
 - Board agreed that the current board will provide the committees with terms of reference in order to help facilitate the initial progress of the committees.
 - It was discussed that Advisory committees are advisors to the LHIN and not the board. According to the legislation this is optional and up to the individual LHIN to decide. An example of this would be the Health Professionals Advisory Committee.
- e. IHSP Update (attached memo)
- The Evaluation Team Report was provided to the board members for review and discussion.
 - The IHSP Selection Committee consulted with Jim White from the MOHLTC – Procurement Division in order to ensure that this report clearly summarized the function and processes that the selection committee worked through.
 - Hay Consulting was the chosen firm and they have begun work on the IHSP.
 - It was suggested that Hay Consulting and Adapsys be present at the April 24th board meeting in order to provide members with a presentation on how the IHSP will integrate both organizations. This will also allow the board to have direct access to the firms with whom we are working closely.

10. New Business

- a. CEO Performance Framework (previously circulated)
- Originally the MOHLTC asked for this to be completed by April 28th. The board is awaiting clarification on when this will need to be done.

- The chair has asked for input from board members and LHIN staff to help provide a well rounded evaluation of the LHIN CEO.
 - It was agreed that the Chair will meet with the CEO Evaluation Committee after April 24th. Date to be set.
- b. Shared Services / Back Office for LHINs (attached)
- The board agreed to defer this to a future board meeting due to time constraints.
- c. Alternate Level of Care Issues with Kingston Hospitals (verbal)
- The Chair provided a verbal update on this item.

11. Date, time and location of next meeting:

Monday April 24th, 2006 – 9:00 am – SE LHIN Belleville Offices

Future meetings:

Monday May 8th – 9 am

Monday May 29th – 9 am

Wednesday June 7th – 9 am

Monday June 26th – 9 am – Auditors will be invited to attend.

12. Adjournment

The meeting was adjourned at 4:08pm.

Motioned: G. McGinn

Board Committees:

Member	Audit Committee	Governance Committee	CEO Performance	Finance Committee	Community Nominations Committee		
G. Thompson	Y		Y		Y		
F. Campbell		Y	Y		Y		
J. Groves							
G. McGinn		I	I				
B. Patel							
I. Wilson	Y		Y		Y		

Committees that involve Board Participation:

Member	IHSP Steering Committee	Health Professionals Advisory Committee	Community Engagement		IHSP RFP Selection Committee
G. Thompson					
F. Campbell			Y		
J. Groves					
G. McGinn	I		I		
B. Patel	Y				Y
I. Wilson	Y				Y

Legend:

I = Interest


Y = Member

**Note – Items to the right of the highlighted column have been completed

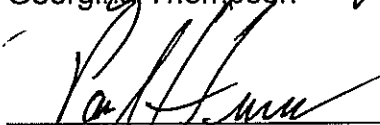
Summary Table of Actions:

<u>Topic</u>	<u>Action</u>	<u>Assigned To</u>	<u>Update / Due</u>	<u>Comments</u>
Standing Items:				
Board Membership	Membership for the variety of committees listed on the form provided.	ALL	Ongoing	
Governance / Program Education	This item will be added to the minutes as a standing item going forward.	All	Ongoing	
Previous Items:				
Administration	Name directory – staff, board members, providers, ministry people, MPP List, etc	P. Huras		Will include this in the SE LHIN Board Orientation
Bank Signing Authority	Value of signing authority to be determined	P. Huras / G. Thompson		
Board Governance	Planning Session in Ottawa on April 13 th with an update to the board to follow	F. Campbell / P. Huras	Apr 24	Meeting cancelled.
Care Connect	The board has requested to be involved in the training / presentation on this technology when it happens	P. Huras	April 2006	
CEO Monthly Report	Develop a process for choosing local priorities – Quick Start	P. Huras / All	In Progress	
CEO's Report	Wait Time Access Strategy – Meeting w/ Alan Hudson & Peter Glynn for Mid May – please advice of date / location.	P. Huras		
Local Board Orientation	Orientation session to be created	I. Wilson / G. Thompson	In Progress	
New Items:				
Chair's Report	Coles Notes version of the legislation	G. Thompson / E. Clarke	TBD	
CEO Evaluation	The Chair has asked for all evaluation reports to be returned by April 24 th	Board + LHIN Staff	April 24 th	

Chair:


 Georgina Thompson

Secretary:


 Paul Huras