

WATERLOO WELLINGTON BOARD OF DIRECTORS

MINUTES

May 2014 Public Board Meeting

DATE/ TIME	May 14, 2014 4:30 p.m. to 7:00 p.m.	LOCATION	Board Room of the Waterloo Wellington CCAC Guelph Office, 450 Speedvale Ave., W., Suite 201, Guelph, ON N1H 7G7
CHAIR	Michael Delisle	RECORDER	Helene Ireton
PRESENT	<u>Board Directors</u> Michael Delisle, Chair Brian Cowan, Vice Chair Ed Arbuckle, Treasurer Janet Huber, Board Director Larry Kron, Board Director Glenn Roach, Board Director Lori Trumper, Board Director Gordon Milak, Secretary of the Board and CEO	<u>Staff</u> Guy Arseneau, CFO, Senior Director, Corporate Services Gloria Cardoso, Senior Director, Partnerships & Performance Andrea Martin, Senior Director, Patient Services Helene Ireton, Executive Assistant	
REGRETS	Patricia Kahle, Board Director		
No.	ITEM	COMMENTS	RESPONSIBILITY & FOLLOW-UP
1.0	Call to Order	The meeting was called to order by the Chair at 4:34 p.m., with introduction of guests.	
1.1	Declaration of Conflict	Based on the meeting agenda and package received by board directors, no director declared a conflict of interest under Bylaw No. 6.10-16 and Policy V-B-14.	
1.2	Approval of Agenda	IT WAS MOVED by Brian Cowan and seconded by Larry Kron that the agenda be approved as distributed. Carried.	
2.0	CONSENT AGENDA		
	CONSENT AGENDA	Items on the Consent Agenda included: 2.1 Minutes of February 12, 2014 2.2 Report of the CEO It was moved by Lori Trumper; and seconded by Janet Huber that the items on the Consent Agenda, be approved as presented. Carried.	

3.0	BUSINESS		
	Ensure Program Quality & Effectiveness		
3.10	Client Story Presentation (eShift)	As part of its commitment to a patient safety and quality focus, the board viewed an educational presentation and video about eShift, an RN-led comprehensive wrap-around service delivery model supporting End of Life patients at home by utilizing specially trained PSWs at the bedsides supported by a palliative trained RN through a secure clinical portal. The board engaged in discussion about the benefits to the patient, the caregiver, providers and to the system.	
3.20	Quality Committee	The committee's report was received by the Board in the meeting package and highlighted by the Committee chair. Topics overviewed included development work on the Committee's 2014-15 dashboard, the status of the 2013-14 Performance Measurement Framework (PMF) and development work on the 2014-15 PMF; status of 2013-14 M-SAA metrics, and development of the action plan of the Quality Improvement Plan, timing alignment challenges and a report from the Committee Chair and CEO about an education session attended - <i>Effective Governance for Quality and Partner Safety</i> , sponsored by Health "Quality Ontario and Canadian Patient Safety Institute.	
3.30	Quality Committee-ERM Report	The senior leadership team presented the bi-annual Enterprise Risk Assessment refresh and the results compared to previous assessments were reported to the Board. It was noted all risk categories were reviewed by the team. Each risk category will go back to the individual committees for further review of mitigation strategies. The board reviewed and discussed the risks and rationales provided.	Risk appetite statements will be developed by the relevant committees and brought to a future meeting for the four risks that do not currently have risk appetite statements
	Ensure Financial Viability		
3.40.0	Resources Committee	The committee's report was received by the Board in the meeting package. Topics overviewed included the work on the Resources Committee dashboard for 2014-2015, an analysis of the donations fund resulting in proposed revisions to the governance Donations Policy. The board reviewed the monthly financial 4-page update. It was noted	

		<p>the auditors have completed their site visit and the final audited statements will be coming forward in June. Highlights included the year-end surplus break down, commentary on delivery of services, especially related to our Intensive Home First Services, current issues, risks and opportunities. There was discussion about the complexities of the school program with involvement of four Ministries and the collaborative work with our partners re: school program.</p> <p>The committee updated the board on the Enterprise Risk domains it is accountable to oversee. People/Human Resources. This risk was identified as moderate by senior leadership and a report was brought forward to the board to inform the board of the level of risk and the mitigation strategies put in place, effective March 2014.</p> <p>It was reported that a large part of the June 25th board meeting will be devoted to discussion relating to budget scenario planning with application of the organization's ethical decision making framework, especially for Q3 and Q4.</p>	
3.50.0	Audit Committee Report	<p>The committee's report was received by the Board in the meeting package.</p> <p>Topics overviewed included the development of a qualitative dashboard (qualitative rather than quantitative), attestation of compliance under Article 4.8 of the M-SAA for the period from October 1, 2013 to March 31, 2014; and reference to the risks identified by the Enterprise Risk Assessment Report.</p> <p>The committee updated the board on the Enterprise Risk domains it is accountable to oversee. Three of the four principle risks overseen by the Audit Committee (Financial Risk, Compliance/Legal Risk, Technology Risk), were assessed as having a moderate level of exposure. Mitigations strategies put in place, effective March 2014 were reported to the board and reviewed. There was discussion about CHRIS and its connectivity with other partners, including physicians, hospitals and other partners.</p>	
3.50.2	Declaration of Compliance - Schedule G	<p>It was noted the CCAC is obligated under the M-SAA to provide a Declaration of Compliance - Schedule G, attesting to the fulfillment of its obligations under the M-SAA for the period October 1, 2013 to March 31, 2014.</p>	

		<p>It was moved by Glenn Roach; seconded by Ed Arbuckle that the Board of Directors sign and submit the Schedule G – Declaration of Compliance stating to the WWLHIN that the WWCCAC has fulfilled its obligations under the M-SAA for the period October 1, 2013 to March 31, 2014.</p> <p style="text-align: right;">Carried</p>	
	Ensure Board Effectiveness		
3.60.0	Governance Committee	The committee's report was received by the Board in the meeting package. The Committee Chair reported on the planning process for a governor to governor meeting, the review of a comprehensive inventory of measures associated with accountability agreements and development of dashboards, review of the results of the annual evaluation survey - focus on quality, safety, communications with stakeholders; development of the 2014-15 board & committees schedules and work plans, and formalization of board directors' reporting back to the board about education sessions attended.	
3.60.1	Board & Committee Schedules and Board Work Plan	<p>A revised board and committees meeting schedule and board work plan was submitted to the board, along with a report providing the rationale for the revised scheduling. It was noted in particular that a number of key accountability indicators are an aggregate of CCAC and other system partner performance data produced at a provincial level. Access to these data has not aligned well with board and committee meeting schedules to allow for robust review and analysis by staff and board committees for development of recommendations or comment to the board.</p> <p>It was moved by Brian Cowan; seconded by Larry Kron That the Board schedule and work plan as endorsed by the Governance Committee on April 2, 2014, be approved by the board of directors.</p>	
3.60.2	Annual Board Evaluation Results	Highlights and recommendations arising from the annual board evaluation results were brought to the board for consideration.	
4.0	OTHER ITEMS		
5.0	Meeting Evaluation	Members were reminded to fill in their meeting evaluation and send to Helene.	

6.0	Conclusion	<p>It was moved by Ed Arbuckle; and seconded by Lori Trumper that the meeting be adjourned. Carried.</p> <p>The public meeting of the board concluded at 6:04 p.m.</p>	
	Next Meeting	<p>June 25, 2014, at Bingeman's Conference Centre Start time: 1 p.m. Details will be provided</p>	

APPROVAL OF MINUTES

On a motion duly made, seconded and carried unanimously, the above-noted minutes were approved.

Michael Delisle, Chair

Gordon Milak, CEO

Date: _____