

## BOARD OF DIRECTORS MEETING MINUTES

North West LHIN Office  
975 Alloy Drive, Thunder Bay ON

May 30, 2017  
9:00 am (Eastern)

<b>Present</b>	Gil Labine, Chair Cathy Farrell, Vice-Chair Tim Berube Herbert ZoBell Tina Copenace Carol Neff Darryl Allan Dorothy Piccinin Beatrice Metzler Cindy Jarvela	<b>Staff</b>	Laura Kokocinski Susan Pilatzke Byron Ball Hugh Mullally
		<b>Recording Secretary</b>	Rhonda Ferguson

Item #	To Be Accomplished	Action
<b>1.0</b>	<b>PROCEDURAL ITEMS</b>	
1.1	<b>Call to Order</b> The meeting was called to order at 9:03 am (Eastern) by Chair G. Labine. Guests and North West LHIN staff were introduced and welcomed to the meeting.	
1.2	<b>Declaration of Conflict of Interest</b> None declared.	
1.3	<b>Approval of Agenda</b> The agenda was approved as presented.	
1.4	<b>Business Arising</b> Information Technology / Information Management (IT / IM) and Privacy policies will be covered in a session following the Board meeting; the 30-second elevator speech will be reviewed under the Governance and Nominations Committee report.	
<b>2.0</b>	<b>BOARD EDUCATION</b>	
2.1	<b>Policy Review</b> The Board was presented with the Program Quality and Effectiveness: Ethics Policy for review and approval. The policy is required as part of the assumption of the home and community care responsibilities and will be included in the policy review and monitoring report cycle.  It was noted that the North West LHIN will be moving forward with establishing an Ethics Committee by this fall.	

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	<p>Discussion ensued around use of the word ‘will’ vs. ‘shall’. The Board agreed that the word ‘will’ be changed to ‘shall’ throughout the policy.</p> <p>The Board was asked to approve the Program Quality and Effectiveness: Ethics Policy with changes noted.</p> <p><b><u>Resolution #2017 - 37</u></b>  <b>Moved by H. ZoBell and seconded by T. Berube that the North West LHIN Board of Directors approve the Program Quality and Effectiveness: Ethics Policy with changes noted. CARRIED</b></p> <p>The Board was presented with the Program Quality and Effectiveness: Appeals Process Policy for review and approval. The policy covers the process for responding to appeals from patients, families and caregivers for unsatisfactory delivery of care.</p> <p>It was noted that this policy has been adapted from the CCAC policy on appeals.</p> <p>Discussion ensued and questions asked were addressed.</p> <p>The following change was noted under the POLICY section:</p> <ul style="list-style-type: none"> <li>• #3 – change the word “repost” to “report”.</li> </ul> <p>The Board was asked to approve the Program Quality and Effectiveness: Appeals Process Policy with change noted.</p> <p><b><u>Resolution #2017 - 38</u></b>  <b>Moved by C. Jarvela and seconded by D. Allan that the North West LHIN Board of Directors approve the Program Quality and Effectiveness: Appeals Process Policy with change noted. CARRIED</b></p>	
<b>3.0</b>	<b>BOARD LINKAGES</b>	
3.1	<p><b>North West CCAC Board Meeting Report</b></p> <p>T. Berube attended the May 10, 2017 North West CCAC Board meeting. Two reports were provided at the meeting.</p> <p>1) CEO Report</p> <ul style="list-style-type: none"> <li>• Professional development – on average 20 courses are offered per month;</li> <li>• Vacancies in the organization – 2.2% (1 Director, Community; 1 Manager, Community, 1 MIS; 1 Nurse Practitioner);</li> <li>• Staff turnover – 4.4% for the year;</li> <li>• 4 research project to be carried over to the LHIN post</li> </ul>	

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	<p>T-Day.</p> <p>2) Chair Report</p> <ul style="list-style-type: none"> <li>• Update on transition underway;</li> <li>• Chair appointed President of the North West CCAC which is a requirement to close the organization.</li> </ul> <p>T. Berube was thanked for his report.</p>	
3.2	<p><b>Vice-Chair Report</b></p> <p>C. Farrell attended the Rural and Northern Health Care Governance Conference/Workshop hosted by the Ontario Hospital Association/Governance Centre of Excellence in Toronto on May 10, 2017. The conference included participants from remote and local areas. An overview of the various presentations was provided.</p> <p>C. Farrell was thanked for her report.</p> <p>The Board asked if presentations of the sessions were available on the OHA website.</p>	<p><b>R. Ferguson</b></p>
3.3	<p><b>Chair Report</b></p> <p>The Chair provided an update on recent activities including:</p> <ul style="list-style-type: none"> <li>• May 5, 2017: Attended a meeting with North West LHIN CEO Thunder Bay Regional Health Sciences Centre (TBRHSC) CEO and Board Chair. Discussion included issues in common with respect to long-term care access; Aboriginal liaison with respect to transition from acute care to long-term care; location of the Case Managers for CCAC on site at the hospital. It was suggested that a Governance to Governance meeting take place in the fall with TBRHSC.</li> <li>• May 9, 2017: Attended the LHIN Board Chairs meeting. Key items discussed include: the North Simcoe LHIN transition went very well; Board members were present on T-Day to meet and greet staff coming into the CCAC office; discussion around the importance for Board members to be aware and transparent with respect to Conflicts of Interest; awaiting response from the Ministry regarding the mandate letter setting out 48 LHIN priorities; discussion regarding the Ministry developing guidelines for LHINs to supervise service providers to ensure quality of service mandate is met.</li> <li>• May 16, 2017: Attended the Nominations Committee meeting and conducted interviews which will be reported on later in the meeting.</li> <li>• May 26, 2017: LHIN Legal Committee meeting – G. Labine recently appointed to sit on the committee. Key items discussed at the meeting were confidentiality and defining the client; budget for legal services and LHIN insurance coverage through HIROC.</li> </ul>	

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	<ul style="list-style-type: none"> <li>May 29, 2017: Attended a meeting with the North West LHIN CEO and CCAC Board Chair. A number of issues were discussed. The CCAC closing out ceremony will take place on May 31, 2017.</li> </ul>	
<b>4.0</b>	<b>CONSENT AGENDA</b>	
4.1	<p><b>Board of Directors Meeting Minutes April 25, 2017</b></p> <p>G. Labine presented the consent agenda item for approval.</p> <p><b>Resolution #2017 - 39</b>  <b>Moved by C. Farrell and seconded by C. Neff that the North West LHIN Board of Directors approve the Consent Agenda as presented.</b>  <b>CARRIED</b></p>	
<b>5.0</b>	<b>BOARD ENDS DISCUSSION</b>	
5.1	<p><b>ENDS Education</b> None.</p>	
5.2	<p><b>ENDS Discussion</b> None.</p>	
5.3	<p><b>ENDS Monitoring</b></p>	
5.3-1	<p><b>Ministry LHIN Accountability Agreement (MLAA) Indicator Report</b>  The Q3 Ministry LHIN Accountability Agreement Indicator Report was presented to the Board. It was noted that no updates have occurred to the document.</p>	
5.4	<p><b>Generative Discussion</b> None.</p>	
<b>6.0</b>	<b>BOARD DECISIONS/PROCESSES</b>	
6.1	<b>Committee Reports</b>	
6.1-1	<p><b>Audit and Finance (A&amp;F) Committee</b>  The Audit and Finance meeting packages for May 9 and 19, 2017 were pre-distributed to the Board. A brief overview of the meetings was provided.</p> <p><b>May 9, 2017 meeting:</b>  Steve Stuart from Deloitte provided an overview of the Financial Statements to the A&amp;F Committee. It was determined that adequate controls are in place to manage risk and that a recommendation be brought forward to the Board to approve the Financial Statement as presented.</p> <p>It was noted that Board members are welcome to participate in the Audit and Finance Committee open session meetings and to contact R. Ferguson for further information.</p> <p>The Board was asked to approve the 2016-2017 Audited Financial Statements as presented.</p>	

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	<p><b><u>Resolution #2017 - 40</u></b>  <b>Moved by H. Zobell and seconded by D. Piccinin that the North West LHIN Board of Directors approve the 2016-2017 Audited Financial Statements as presented. CARRIED.</b></p> <p><b><u>May 19, 2017 meeting:</u></b>                      The focus for the meeting was to review the revised draft FIN-101 Delegation of Authority policy and supporting documentation and bring forward a recommendation to the Board to adopt the revised policy.</p> <p>The Board was asked to approve the adoption of the revised Delegation of Authority Policy as presented.</p> <p><b><u>Resolution #2017 - 41</u></b>  <b>Moved by H. Zobell and seconded by D. Allan that the North West LHIN Board of Directors approve the adoption of the revised Delegation of Authority policy as presented. CARRIED.</b></p>	
6.1-2	<p><b>Governance and Nominations (G&amp;N) Committee</b>                      The Governance and Nominations Committee meeting package from May 9, 2017 was pre-distributed to the Board. A brief overview of the meeting was provided. The following items were highlighted:</p> <ul style="list-style-type: none"> <li>• Substitute Decision-Maker Act - discussion around power of attorney and personal care took place at the G&amp;N meeting.</li> <li>• Patient Family Advisory Committee: Terms of Reference - presented and reviewed at the G&amp;N meeting; provided to the Board for information.</li> <li>• 30-second ‘Elevator Speech’ – presented and reviewed at the meeting; provided to the Board to assist with discussions around transition.</li> </ul>	
6.2	<b>Policy Review</b>	
6.2-1	<p><b>EL-108 Budget Development</b>                      Policy EL-108 Budget Development was reviewed; no changes were recommended.</p>	
6.3	<b>LHIN Operations</b>	
6.3-1	<p><b>Canadian Red Cross Integration of Services to VON</b>                      B. Kytör provided an overview of the proposed voluntary integration of services to VON as detailed in the previously distributed briefing note. Background information on the strategies undertaken was provided.</p> <p>The Board was asked to support a motion to not oppose the proposed voluntary integration of services from the local Canadian Red Cross to the local VON as outlined in the briefing note recommendation.</p>	

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	<p><b><u>Resolution #2017 - 42</u></b>  <b>Moved by B. Metzler and seconded by C. Neff that the North West LHIN Board of Directors not oppose the proposed voluntary integration of Home Help, Home Maintenance and Congregate Dining services from the local Canadian Red Cross (Thunder Bay Branch) to the local VON (Ontario Branch), effective April 1, 2018 and that the North West LHIN provide a one-time funding transfer of \$9,380 to VON in 2017-2018 to support integration activities, as funding is available.</b>  <b>CARRIED</b></p>	
6.3-2	<p><b>Related Resolutions for Delegation of Authority Policy</b>            B. Kytzor provided an overview of the newly amended FIN-101 Delegation of Authority Policy as detailed in the previously distributed briefing note. Background information on the process and recommendation was provided.</p> <p>The Board was asked to approve the amended FIN-101 Delegation of Authority Policy as outlined in the briefing note recommendation.</p> <p><b><u>Resolution #2017 - 43</u></b>  <b>Moved by H. ZoBell and seconded by D. Allan that the North West LHIN Board of Directors endorse and approve the following specific clauses contained in the newly amended FIN-101 Delegation of Authority Policy:</b></p> <ul style="list-style-type: none"> <li>• <b>That the Chief Executive Officer be delegated Commitment Authority as well as the authority to sub-delegate to other employees of the North West LHIN (as per subsection 3.2.3.1);</b></li> <li>• <b>That the Chief Executive Officer has the authority to add additional Spending Authorities to meet operational requirements (as per subsection 3.4.3.1); and</b></li> <li>• <b>That the following specific positions be added as signatories to the North West LHIN bank accounts (as per subsection 3.4.3.6):</b> <ul style="list-style-type: none"> <li>○ <b>Board Chair;</b></li> <li>○ <b>Vice Chair;</b></li> <li>○ <b>Chief Executive Officer;</b></li> <li>○ <b>Vice President Corporate Services;</b></li> <li>○ <b>Vice President Human Resources;</b></li> <li>○ <b>Director of Finance;</b></li> <li>○ <b>Manager of Finance and Facilities; and</b></li> <li>○ <b>Manager of Contracts.</b></li> </ul> </li> </ul> <p><b>CARRIED</b></p>	
7.0	<b>MONITORING REPORTS</b>	
7.1	<p><b>EL-100 General Executive Constraint</b>            Monitoring Report EL-100 General Executive Constraint was presented for approval.</p>	

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	<p><b><u>Resolution #2017 - 44</u></b>  <b>Moved by C. Jarvela and seconded by C. Neff that the North West LHIN Board of Directors approve Monitoring Report EL-100 General Executive Constraint as presented.</b>  <b>CARRIED</b></p>	
7.2	<p><b>EL-101 Communication and Counsel to the Board</b>            Monitoring Report EL- 101 Communication and Counsel to the Board was presented for approval.</p> <p><b><u>Resolution #2017 - 45</u></b>  <b>Moved by T. Copenace and seconded by D. Piccinin that the North West LHIN Board of Directors approve Monitoring Report EL-101 Communication and Counsel to the Board as presented.</b>  <b>CARRIED</b></p>	
7.3	<p><b>EL-105 Corporate Identity</b>            Monitoring Report EL-105 Corporate Identity was presented for approval.</p> <p><b><u>Resolution #2017 - 46</u></b>  <b>Moved by C. Neff and seconded by B. Metzler that the North West LHIN Board of Directors approve Monitoring Report EL-105 Corporate Identity as presented.</b>  <b>CARRIED</b></p>	
7.4	<p><b>EL-109 Financial Conditions and Activity</b>            Monitoring Report EL- 109 Financial Conditions and Activity was presented for approval.</p> <p><b><u>Resolution #2017 - 47</u></b>  <b>Moved by T. Berube and seconded by D. Allan that the North West LHIN Board of Directors approve Monitoring Report EL-109 Financial Conditions and Activity as presented.</b>  <b>CARRIED</b></p>	
7.5	<p><b>EL-110 Compensation and Benefits</b>            Monitoring Report EL-110 Compensation and Benefits was presented for approval.</p> <p><b><u>Resolution #2017 - 48</u></b>  <b>Moved by D. Allan and seconded by C. Farrell that the North West LHIN Board of Directors approve Monitoring Report EL-110 Compensation and Benefits as presented.</b>  <b>CARRIED</b></p>	
7.6	<p><b>EL-111 CEO Emergency Succession Planning</b>            Monitoring Report EL-111 Emergency Succession Planning was presented for approval.</p> <p><b><u>Resolution #2017 - 49</u></b>  <b>Moved by D. Piccinin and seconded by C. Neff that the North West LHIN Board of Directors approve Monitoring Report EL-111 CEO Emergency Succession Plan as presented.</b></p>	

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	<b>CARRIED</b>	
<b>8.0</b>	<b>INFORMATION</b>	
8.1	<p><b>Transition Planning Update:</b> The updated provincial and local placemats and LHIN Capacity Building Readiness Assessment Risk Register documents were distributed for information. Key items noted include:</p> <ul style="list-style-type: none"> <li>• “Must Haves” required to be completed to transition successfully have progressed from 59 to 23;</li> <li>• Lessons learned have been shared by other LHINs that have transitioned;</li> <li>• First check-in call with Deloitte occurred on May 24, 2017; first call with the Ministry is scheduled today;</li> <li>• Education training management continuing (training policies, cross-over for organizations);</li> <li>• Continuing to build capacity with new Leadership Team and transition of home and community care to the LHIN;</li> <li>• Continuing to monitor and mitigate risks.</li> </ul>	
8.2	<p><b>CEO Report</b> The CEO Report was presented to the Board for information.</p> <p><i>A break was observed at 10:05 am to 10:24 am prior to commencing the Closed session.</i></p>	
<b>9.0</b>	<p><b>CLOSED SESSION</b></p> <p><b><u>Resolution #2017 - 50</u></b> <b>Moved by T. Berube and seconded by C. Farrell that at 10:24 am (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 <i>Local Health System Integration Act (LHSIA), 2006:</i></b> <b><i>(a) Personal or Public Interest</i></b> <b><i>(g) Personnel Matters</i></b> <b>And further that the following persons be permitted to attend:</b> <b>L. Kokocinski, B. Kytzor, S. Pilatzke and R. Ferguson.</b> <b>CARRIED</b></p>	
9.1	<p><b>Report out of Closed Session</b> The following motions were brought from the closed session.</p> <p><b><u>Resolution #2017 - 52</u></b> <b>Moved by T. Berube and seconded by D. Allan that the North West LHIN Board of Directors approve the 2016-2019 North West LHIN Board Strategic Plan be released to the public and posted to the North West LHIN website.</b> <b>CARRIED</b></p>	
<b>10.0</b>	<b>ADJOURNMENT</b>	
10.1	<p><b>Meeting Evaluation</b> Completed evaluations to be provided to R. Ferguson.</p>	



Item #	To Be Accomplished	Action
10.2	<b>Future Agenda Items</b> Agenda items to be forwarded to the Chair or to R. Ferguson by June 6, 2017.	All members
10.3	<b>Date of Next Meeting</b> The next meeting is scheduled for June 27, 2017.	
10.4	<b>Adjournment</b>  <b><u>Resolution #2017 - 57</u></b> Moved by T. Berube and seconded by B. Metzler that at 12:36 pm (Eastern) the meeting be adjourned. <b>CARRIED</b>	
	Chair _____  Secretary _____	