



## Board of Directors Meeting Minutes February 25, 2014

### Directors Present:

Nancy Dudgeon, Acting Chair	Gina deVeaux	Robert Foldes
Laurie Hicks	Myra Libenson	Shannon MacDonald*
Wendy Nailer	Christopher Neuman	Manuel Pedrosa
Paul Sudarsan	Natasha vandenHoven	

*\*via teleconference*

### Staff Present:

Stacey Daub, Chief Executive Officer	Dennis Fong, Sr. Director, HROD
Dipti Purbhoo, Sr. Director, Client Services	Bill Tottle, Sr. Director, Corp Services
Anne Wojtak, Sr. Director, PMA	Azalea Angeles, Executive Assistant

### Guests:

Laura Wentzell, Health Admin Student

### Regrets:

Bill Yetman

## 1.0 PRELIMINARY ITEMS

### 1.1 Call to Order

With confirmation of the presence of a quorum, the meeting was called to order.

### 1.2 Chair's Remarks

The Acting Chair welcomed everyone to the meeting and thanked the Committees for the great reports included in the board material. The board was advised that the April board meeting will be re-scheduled due to a conflict of the current date with a holiday that poses a conflict for a number of directors.

### 1.3 Approval of Agenda

The Governance Committee will be bringing forward a recommendation for the extension of a director term for the Board's consideration and approval. This item will be added as item 3.2.



**On a motion duly moved (Pedrosa), seconded (Sudarsan) and carried, the agenda was approved as amended.**

#### 1.4 Disclosure of Conflict of Interest

There was no conflict of interest declared by any board member with respect to the agenda items for this meeting.

### **2.0 CONSENT AGENDA**

A director requested clarification on an item related to the 2013-2014 Audit Plan. It was agreed that this item will be addressed by M. Pedrosa, Finance/Audit Chair during the financial discussion.

**On a motion duly moved (Neuman), seconded (deVeaux) and unanimously carried, the Board of Directors:**

- 2.1 Approved the Board of Directors meeting minutes from January 28, 2014
- 2.2 Received the Client Service & Quality Committee minutes of February 18, 2014
- 2.3 Received the Finance Committee minutes of February 20, 2014
- 2.4 Received the Audit Committee minutes of February 20, 2014
- 2.4.1 Received the 2013-2014 Audit Plan

### **3.0 STRATEGIC MATTERS**

Natasha vandenHoven joined the meeting.

#### 3.1 Governance Project Update

S. MacDonald, Chair, Governance Committee reported on the meeting of February 24, 2014. She advised that the Governance Committee has made the decision to conclude the work with C. Fleming, the governance consultant. With the receipt of the Findings Report, shared with the Board at the January meeting, Phase 1 of the governance project has been completed.

At its recent meeting, the Governance Committee discussed and identified the priority recommendations, requirements for external support and priorities and timing of the Board Retreat.



S. MacDonald shared the action plan and next steps with the Board. The retreat will be scheduled for June 2014.

### 3.2 Extension of Director Term

At its recent meeting, the Governance Committee reviewed and discussed the upcoming board and leadership vacancies. Given the current environment and ongoing governance improvement work it has been determined, in consultation with management, that there is a need for board stability and continuity. The current Chair's term on the Board will end in June 2014 and with the lack of a current successor to the role, the Governance Committee feels that this will provide the necessary leadership and stability required for the near future. The Committee is therefore recommending that the Board consider extending the term of B. Yetman for an additional year to June 2015. The Committee has confirmed with legal counsel that the Board has the mandate to do so.

If approved, Members of the Corporation will need to confirm the extension at its June meeting at the recommendation of the Board of Directors.

**On a motion duly moved (Foldes), seconded (vandenHoven) and unanimously carried, the Board of Directors approved the extension of William Yetman's term as a Director by one year to June 2015, to be confirmed by the Members of the Corporation at the June Members meeting, as recommended by the Governance Committee.**

## **4.0 STRATEGIC MATTERS**

### 4.1 Environmental Update and Strategic Discussion

S. Daub provided the Board with an update on recent activity and an assessment of the external environment. S. Daub thanked B. Yetman and N. Dudgeon for their ongoing support and leadership.

S. Daub highlighted the political uncertainty, recent media coverage, the possibility of an audit of the CCAC sector by the Auditor General of Ontario.

S. Daub shared management's strategy and messaging to staff and reassured the Board that the organization continues to focus on our clients' needs.

The Board and management discussed the likely scope of the audit and the impact to the organization's resources.

S. Daub confirmed that all media inquiries should be forwarded to the CEO office.



#### 4.2 OACCAC Board Report

N. Dudgeon provided the Board with an update on recent activity and discussions at the OACCAC Board. She confirmed that the sector has benefited from the leadership of new CEO C. Brown and advised the Board that the association has hired a lead for public relations.

With the recent media coverage related to executive compensation, the OACCAC Board is moving forward with a transparency strategy and work is underway for the adoption of the Mercer Framework to be adopted across all CCACs. N. Dudgeon reviewed the various aspects of the transparency strategy including the posting of CEO compensation information on the public website.

S. MacDonald left the meeting.

#### 4.3 2014-15 Quality Improvement Plan

The organization will be developing and posting its first Quality Improvement Plan (QIP) by April 2014. The Quality Improvement Plan (QIP) is a provincial strategy as part Ontario's Excellent Care for All Act (2010) that requires health care organizations to design publicly reported plans to improve performance in the areas of patient experience, safety, access, and effectiveness. CCACs are not required to post a QIP, but our decision to voluntarily participate in the QIP process has been very well received by both the Ministry of Health and Long-Term Care and Health Quality Ontario. In partnership with the Ministry and Health Quality Ontario (HQO) standardized content, measures and process for QIP approval for the CCACs has been developed. Each CCAC is required to complete and post a QIP by April 2014.

L. Hicks reported that the Client Service and Quality Committee reviewed and discussed in detail the measures, rationale and targets for the Toronto Central CCAC's 2014/15 QIP. This information was included in the Board package and L. Hicks discussed each recommended measure.

The Board and management discussed the measures and rationale for the recommended targets, in particular those related to Client Experience.

**On a motion duly moved (Hicks), seconded (Libenson) and carried the Board of Directors approved the 2014/15 Quality Improvement Plan (QIP).**

**M. Pedrosa voted against the motion.**



## 5.0 RESOURCE MANAGEMENT

### 5.0 Q3 Financial Report

M. Pedrosa reported on the organization's third quarter financial reports. Overall the organization is reporting a \$0.8 million surplus through the third quarter due to favourable timing variances within Case Management and Administration. The organization expects to achieve a balanced budget based on funding and cost projections developed based on current case loads and actions to arrive at a balanced budget.

The growth in program costs is largely due to increased clients in priority populations plus the impact of increased acuity within programs which has placed upward pressure on average cost per client.

**On a motion duly moved (Pedrosa), seconded (vandenHoven) and carried the Q3 Financial Report was approved.**

M. Pedrosa answered questions and provided clarification about the 2013-2014 Audit Plan.

## 6.0 ADJOURNMENT

There being no further business, the meeting was adjourned (Hicks/Pedrosa).