

# BOARD OF DIRECTORS OPEN SESSION MINUTES

Thursday, December 12, 2019 at 4:00 pm  
South Muskoka Memorial Hospital - Boardroom  
Approved February 13, 2020



**PRESENT:**

|                              |                     |                    |                        |                  |
|------------------------------|---------------------|--------------------|------------------------|------------------|
| <i>Elected Directors:</i>    | Philip Matthews     | Cameron Renwick    | Dave Uffelmann         | Roy Stewart      |
|                              | Peter Deane         | Kathy Newby        | Moreen Miller          | Dave Sprague (T) |
|                              | Michael Walters (T) | Brenda Gefucia     | Beth Goodhew           | Bob Manning      |
| <i>Ex-Officio Directors:</i> | Natalie Bubela      | Carol Anderson (T) | Dr. Khaled Abdel-Razek |                  |
| <i>Executive Support:</i>    | Harold Featherston  | Terry Shields      | Robert Alldred-Hughes  |                  |
| <i>Staff Resources:</i>      | Tammy Tkachuk       | Allyson Snelling   |                        |                  |
| <i>Guests:</i>               | Dr. Sheena Branigan | Barb Borland       |                        |                  |
| <b>REGRETS:</b>              | Dr. Kristen Jones   | Dr. Pierre Mikhail |                        |                  |

(T) denotes electronic participation

## 1.0 CALL TO ORDER

The meeting was called to order by Phil Matthews, Chair at 4:00 pm.

### 1.1 APPROVAL OF AGENDA

*It was moved, seconded and carried that the meeting agenda be approved.*

### 1.2 DECLARATION OF CONFLICT OF INTEREST

Committee members were reminded that conflicts are to be declared for any agenda items and the Director is to excuse him/herself from the meeting for the duration of the discussion. There were no conflicts of interest declared.

### 1.3 EDUCATION: OBSTETRICS MARKETING PROGRAM

Dr. Sheena Branigan, Barb Borland and Allyson Snelling provided an overview presentation of the recently developed marketing plan for the obstetrical program. The floor was open for questions and comments. In response to a question regarding the need to transfer patients to Orillia, it was explained that MAHC is classified as a level one as it does not have specialists such as pediatricians or a neonatal intensive care unit. A suggestion was provided that the program be expanded to include tactics to ensure fathers are engaged as well. The Chair thanked the presenters.

## 2.0 REPORTS

### 2.1 CHAIR'S REMARKS

The Chair noted the two significant milestones reached in the past month – Stage 1 submission and the Ontario Health Team application. Staff were recognized and thanked for their efforts in realizing these achievements. The thank you letter to Directors from the Christmas Party Committee was received.

### 2.2 REPORT OF THE CHIEF EXECUTIVE OFFICER

The December report of the Chief Executive Officer was received for information along with the Operational Action Plan for the Strategic Plan. In addition to the written report, the Board was advised that transfer orders have been issued for a number of LHIN employees to transition to Ontario Health. The exception has been made for Home and Community Care. Given the combination of both local functions as well as centralized functions for home and community care, the transfers may be more complicated.

### 3.0 PROGRAM QUALITY & EFFECTIVENESS

#### 3.1 REPORT OF THE CHIEF OF STAFF & MEDICAL ADVISORY COMMITTEE

The December report was reviewed by Dr. Abdel-Razek as pre-circulated.

### 4.0 CONTRIBUTE TO STRATEGIC DIRECTION

#### 4.1 MUSKOKA & AREA ONTARIO HEALTH TEAM UPDATE

Peter Deane provided a verbal report regarding the Muskoka and Area Ontario Health Team governance session held on December 2, 2019. Roy Stewart was also in attendance representing MAHC and it was noted that Michael Walters attended representing mental health. The approach utilized for the session involved forming a number working groups to discuss various governance related topics. The Board was provided with a brief synopsis of the background to forming the Muskoka and Area Ontario Health Team (MAOHT) and advised that the MAOHT application was approved on December 6, 2019.

The governance session was moderated by Dr. Steini Brown. A hard copy listing of all the signatories and collaborating partners was provided to the Board and it was explained that it will be a work in progress. The work shop provided participants with an understanding of the requirements, the governance options and what supports may be needed. Population health data for Muskoka was presented and was a very valuable education as the MAOHT will rely heavily on population health information to identify gaps and ensure focus. The Ministry of Health has a checklist of the governance requirements which include the development of a formal agreement, a method to deal with conflict, resource allocation, engagement of physicians, the development of a strategic plan, and performance management measures.

The group explored several categories of governance options including collaborative arrangements, organizational alliance, joint venture and one legal entity. The pros and cons of each option were discussed at length and it was acknowledged that whatever model is selected will continue to evolve over time. The Ministry at this time is not being prescriptive although that may change in the future. The initial preference of the MAOHT Steering Committee was a joint venture approach which would involve each organization maintaining separate legal entities with some co-management of integrated programs. Although no final recommendation was arrived at, work shop participants seemed to agree with this approach or a hybrid approach between a joint venture and organizational alliance model. Based on the discussions that took place, the models will be further explored by a smaller working group. The Ministry is expected to provide further details regarding timing, deliverables and resources. The Year 1 goals for the MAOHT have already been identified in the approved application. The question of accountability and resources for the work that needs to continue remains an unanswered question. It was noted that information sharing and a common platform will be key to the MAOHTs success. In terms of funding details, it was reinforced that the deliverable of the session was to explore the various governance model,

as the process evolves and matures more information will be available. It was also acknowledged that MAHC is the largest partner involved and the investment of staff time has been beyond that of any of the other partners. The Board was encouraged to gather as much information as possible as the process evolves in order to make informed decisions.

## 5.0 FINANCIAL VIABILITY, IN ACCORDANCE WITH THE STANDARDS APPLICABLE TO THE DIRECTORS AT LAW

### 5.1 FINANCIAL RESULTS

Brenda Gefucia presented the financial results on behalf of the Resources and Audit Committee noting that they are consistent with prior reports. Revenues and expenses were reviewed and it was highlighted that the recently announced one-time funding is not included in the October results as the formal funding letters remain pending.

*It was moved, seconded and carried that the Financial Results Year to Date October 31, 2019 be approved.*

## 6.0 BOARD EFFECTIVENESS

### 6.1 ANNUAL GOVERNANCE GOALS

On behalf of the Governance Committee, Kathy Newby presented the proposed annual Board governance goals. It was clarified that the goal relative to the MAOHT would involve the MAHC Board reaching out to the other partners to better understand the partners. It was confirmed that the work would be in alignment with the MAOHT work. It was also confirmed that the goals are for the current Board year; determining the goals was delayed until more information regarding the Ontario Health Teams broadly was available.

*It was moved, seconded and carried that the Board of Directors approve the following two Annual Governance Goals for 2019/2020:*

- 1. Identify and implement outreach opportunities to develop strategic alliances with the Muskoka and Area Ontario Health Team partners with a focus on improved service coordination, beginning with increased awareness of partner governance and funding models.*
- 2. Improve board performance in the area of governance role and responsibilities, with specific attention to a better understanding of oversight versus operational issues, included as a component of the continuing education process for the board.*

### 6.2 POLICY REVIEW: BOARD SUCCESSION PLANNING, SELECTION PROCESS – BOARD OFFICER & COMMITTEE CHAIR

Upon review of the proposed revisions, it was confirmed that the Governance Committee would be able to identify exceptions as needed with respect to the requirement to spend one year on the Quality & Patient Safety Committee. Discussion ensued as to the need to have a broader statement relative to exceptions; it was agreed that a statement was not necessary.

*It was moved, seconded and carried that the Board of Directors approve the revised Board Succession Planning, Selection Process – Board Officer & Committee Chair policies.*

### 6.3 BOARD OFFICER, COMMITTEE CHAIR, COMMITTEE MEMBERSHIP

Kathy Newby provided the Board with an overview of the timeline and expectations relative to the selection process for Board Officers, Committee Chairs and Committee membership. Following circulation of the Expression of Interest forms via email December 13, 2019, each Board member will be contacted by the Board Chair and the Governance Committee Chair to discuss the process one on one. All Directors are requested to complete and submit their Expression of Interest form by January 12, 2020 which will then be followed by a number of process steps for the Governance Committee to arrive at final recommendation to the Board in April 2020.

## 7.0 CONSENT AGENDA

Request was made to include the Compliance Report in the Consent Agenda moving forward.

*It was moved, seconded and carried that the following items be approved or received as indicated:*

- 7.1 Approval of the Board of Director Meeting Minutes of November 14, 2019*
- 7.2 Receipt of the Resources & Audit Committee Report of November 29, 2019*
- 7.3 Receipt of the Governance Committee Report of November 27, 2019*
- 7.4 Approval of the revised Meeting Attendance, Board and Committee Policy*
- 7.5 Approval of the Board Work Plan for 2019/2020*

## 8.0 ADJOURNMENT

*It was moved that the open session be adjourned and the Board of Directors proceed into the in-camera session following a short recess.*

  
Philip Matthews, Chair

  
Natalie Bubela, Secretary