

BOARD OF DIRECTORS - OPEN MEETING

Date: Tuesday, June 21, 2016
Note Time: 16:00 – 17:35 hours
Location: Fenwick Conference Room, Watkins 2

Start	Time	Item	Topic	Lead	Purpose	Attachment
1. CALL TO ORDER, CONFIRMATION OF QUORUM						
1600	5 min	1.1	Chair's Remarks	Thomson	Inform	Verbal
		1.2	Approval of the Open Agenda	Thomson	Decision	Draft agenda
		1.3	Approval of Previous Minutes: June 13, 2016 <ul style="list-style-type: none"> Approval of regular board meeting minutes Approval of annual general meeting minutes Approval of special meeting minutes/officer election 	Thomson	Decision	Draft minutes
2. IN-CAMERA SEGMENT						
1605	5 min	2.1	Motion to Move In-Camera (MAC Recommendations) (In-camera agenda items #2 & 3)	Thomson	Decision	Verbal
4. CEO UPDATE						
1620	10 min	4.1	Bill 210 – Patients First Act <ul style="list-style-type: none"> Overview of Legislation Implications for Hospital Service Accountability Agreements 	Thomson / Flett	Discuss	OHA Backgrounder & A. Dale Letter to Minister Hoskins
5. INTEGRATED BUSINESS						
1630	15 min	5.1	D.E.C.I.D.E. Framework	Thomson / Flett Crawford	Discuss	Briefing note & framework
6. PATIENT CARE & PEOPLE COMMITTEE						
7. MEDICAL ADVISORY COMMITTEE (see in-camera for report)						
8. FINANCE & AUDIT COMMITTEE						
9. GOVERNANCE COMMITTEE						
1645	5 min	9.1	SE LHIN Sustainability – Healthcare Tomorrow Update	Thomson / Flett	Inform	Correspondence
10. IN-CAMERA SEGMENT						
1650	5 min	10.1	Motion to Move In-Camera (agenda items #10)	Thomson	Decision	Verbal
11. REPORT ON IN-CAMERA DECISIONS & TERMINATION						
1730	5 min	11.1	Motion to Report the Decisions Approved In-camera	Thomson	Inform	Verbal
		11.2	Date of Next Meeting & Termination	Thomson	Inform	Verbal
12. IN-CAMERA ELECTED MEMBERS SESSION & CEO ONLY						
13. IN-CAMERA ELECTED MEMBERS SESSION WITHOUT MANAGEMENT PRESENT						

BOARD OF DIRECTORS: OPEN MEETING OF JUNE 21, 2016

A meeting of the Board of Directors of Kingston General Hospital was held on Tuesday, June 21, 2016 in the Fenwick Conference Room of Kingston General Hospital from 16:00 to 17:55 hours. The following are the open minutes.

Elected Members Present (voting): Lynn Bowering, Peng Sang Cau (by phone), Donna Janiec, Diane Kelly, David O'Toole, Geoff Quirt (by phone), Bill Robertson, Axel Thesberg (by phone), George Thomson (Chair).

Ex-officio Members Present (voting): Richard Reznick.

Ex-officio Members Present (non-voting): Silvie Crawford, Jim Flett, Kishore Thain.

Guests: Dr. Michael McGrath.

Regrets: Susan Lounsbury, Glenn Vollebregt, David Zelt.

Administrative Staff: Rhonda Abson (Recording Secretary), Sandra Carlton, Brenda Carter, Denise Cumming, Troy Jones, and Theresa MacBeth.

1.0 CALL TO ORDER & CONFIRMATION OF QUORUM

1.1 Chair's Remarks

The Chair called the meeting to order, confirmed quorum and welcomed Michael McGrath to the meeting who was joining the Board to present the MAC recommendations on behalf of David Zelt. The Chair confirmed that all members participating by phone were able to hear the proceedings.

The date of the next board meeting is Tuesday, August 16, 2016. An education session will run from 14:00 to 16:00 hours followed by the Board's regular summer update from 16:00 to 18:00 hours.

The Chair recognized the contributions of Dr. Kishore Thain, President of the Medical Staff Association, presenting Dr. Thain with a certificate of recognition for his service to the Board. Dr. Ron Pokrupa, Vice President of the Medical Staff Association, will be replacing Dr. Thain effective July 1, 2016. Dr. Jay Engel, President, will serve on the Hotel Dieu Hospital Board.

Board members were encouraged to attend the Celebration of Giving slated for Wednesday, June 22, 2016 at the Ramada Inn, 33 Benson Street starting at 16:30 hours.

The Chair thanked Diane Kelly for agreeing to continue as the Board's liaison to the KGH Auxiliary and for attending the recent Auxiliary Annual General Meeting. At the meeting, KGH Board Chair Scott Carson, was

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presented with a cheque in the amount of \$401K and Sandra Fletcher was elected President and Heather Breck, Acting Vice President.

Queen's Medical Student Bursary Golf Tournament is scheduled for Friday, September 23, with a shotgun start at 08:30 hours at Smugglers Golf course outside Gananoque. Interested Board members can contact the CEO's office to obtain registration forms. Cost is \$250.00 per golfer before August 1 and \$275.00 after.

The Chair then invited annual declaration of conflicts of interest: Axel Thesberg recorded his relationship with KPMG; Donna Janiec recorder her conflict in relation to her current role with Queen's University. Bill Robertson requested an amendment to the in-camera minutes and the approval of the University Hospitals Kingston Foundation slate at the last board meeting; he noted that a member of his family was on the slate.

1.2 Approval of the Open Agenda

Moved by Diane Kelly, seconded by Kishore Thain:

THAT the agenda be approved as circulated.

CARRIED

1.3 Approval of Previous Minutes: June 13, 2016

Moved by Lynn Bowering, seconded David O'Toole:

THAT the open minutes of the KGH Board of Directors meeting held on June 13, 2016 be approved as circulated.

CARRIED

Approval of Annual General Meeting Minutes: June 13, 2016

Moved by David O'Toole, seconded by Kishore Thain:

THAT the annual general meeting minutes of Kingston General Hospital held on June 13, 2016 be approved as circulated.

CARRIED

Approval of Special Meeting Minutes: June 13, 2016

Moved by Bill Robertson, seconded by Donna Janiec

THAT the minutes of the special KGH Board of Directors meeting held immediately following the June 13, 2016 annual general meeting be approved as circulated.

CARRIED

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2.0 IN-CAMERA SEGMENT

2.1 To accommodate Dr. McGrath's schedule, the Chair requested a motion to move into closed session.

Moved by Bill Robertson, seconded by Peng Sang Cau:

THAT the Board move into an in-camera session.

CARRIED

4.0 CEO UPDATE

The written CEO report was provided as part of Consent Agenda.

4.1 Bill 210 – Patients First Act

In advance of the meeting, Board members received a copy of the OHA Backgrounder and recent letter from Anthony Dale, President of the OHA, to Minister Hoskins, dated June 8, 2016 expressing concern regarding the authority that will be transferred from hospital boards to Local Health Integration Networks, as well as expanded ministerial authority over hospitals. If enacted, Bill 210 would significantly amend the *Local Health Integration Act, 2006* along with potentially 19 other statutes. One major element of Bill 210 would affect Ontario's 14 Local Health Integration Networks (LHINs): the Minister of Health and Long-Term Care (Minister) would be empowered to make an order transferring Community Care Access Corporations (CCACs) to the LHINs. Another major element would involve providing the LHINs with an expanded role in the areas of primary care and home and community care. Other amendments include: permitting the Minister to approve and fund LHINs to provide the services currently provided by CCACs; allowing the Minister to make an order to transfer CCACs (including assets, liabilities, rights and obligations, and employees) to the LHINs of a similar geographic area; allow the Minister to make LHINs agents of the Minister for the purpose of certain funding arrangements; give the Minister the power to issue operational or policy directives to the LHINs. The LHINs would be required to comply with these directives; give the Minister the power to issue provincial standards for the provision of health services. LHINs and health service providers would be required to comply with these standards.

Bill 210 would also allow a LHIN to issue operational or policy directives to a health service provider to which it provides funding. The health service provider would be required to comply with these directives and permit the Minister to issue operational or policy directives to the board of a hospital and making every directive available to the public - the board would be required to carry out every directive of the Minister.

Where an investigation and report on the quality of the management and administration of a public hospital is made, the Minister would be required to make the report publicly available. Where a review or audit is performed on the operations, accounts, records and other affairs of a public hospital and a report is written, the Minister would be required to make such report public.

Discussion focused on the OHA Backgrounder and how the new legislation might affect Hospital Service Accountability Agreements (HSAA). Currently, hospitals and LHINs enter a HSAA and the processes that are followed are set out in Part III of the *Commitment to the Future of Medicare Act*. Bill 210 proposes to repeal that part of the CFMA and replace it with a new process that will be outlined in the *Local Health Services Integration Act*. Under the new process, LHINs and health service providers would be required to enter into a service accountability agreement where the LHIN will provide funding to the provider. LHINs would be required to give notice to a health service provider of the LHIN's intention to enter into a SAA or make amendments to the SAA. The LHIN and the provider would then have 90 days in which to negotiate the agreement. After the 90-day period, the LHINs could deliver a notice to a provider setting out the terms and conditions of the SAA unilaterally. Providers would then have 30 days to reject the LHIN offer by notifying the LHIN and the Minister. Where no notice is sent within the 30 days, the providers would be deemed to accept the terms of the SAA. Where the provider does object, the LHIN may deliver a second notice to the provider and the Minister indicating the LHIN's intention to set the terms and conditions of the SAA unilaterally. After an additional 30 day period, the LHIN would be permitted to set the terms and conditions of the SAA unilaterally where the LHIN believes it is in the public interest to do so.

5.0 INTEGRATION BUSINESS

5.1 D.E.C.I.D.E. Framework

Silvie Crawford drew attention to the D.E.C.I.D.E. framework to support complex decision-making (D – define the issue and design the process; E – engage the right people; C – collect information and clarify values; I = identify and evaluate options; D = decide and communicate the decision; E = evaluate the decision and improve the process). While there are many pathways, policies and systems to support good decision-making at KGH, the D.E.C.I.D.E. framework translates KGH's five guiding principles (respect, engagement, accountability, transparency, and value for money) into a decision procedure that is clear and concise. The framework includes KGH's Code of Conduct as part of the evaluation process. All Board Committees have discussed the framework at recent committee meetings. The tools to support the framework include a guidebook outlining the decision tree for leaders, a guide to putting the process into place, an evaluation checklist, decision-making worksheet, and a new briefing note template. The clinical framework for D.E.C.I.D.E. has also been developed and ensures that patients and families are engaged in the process. Board members were presented with a sample application of the framework using the recent KGH strategy refresh work.

In terms of next steps, an Ethics Committee will be established to review the process of ethical decisions, monitor the evolution of the framework, and support implementation of the guidebook across KGH. Representation will be multi-disciplinary and further refinement to the guidebook is expected as staff feedback is received. An update on the implementation of the framework will be provided at the Governance Committee mid-year and captured in the work plan.

5.0 PATIENT CARE & PEOPLE COMMITTEE – no agenda items identified.

6.0 MEDICAL ADVISORY COMMITTEE - see in-camera for report.

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7.0 FINANCE & AUDIT COMMITTEE – no agenda items identified.

8.0 GOVERNANCE COMMITTEE

8.1 SE LHIN Sustainability – Healthcare Tomorrow Update

Jim Flett reported that all hospitals are required to confirm their support position on the business proposals in advance of the June 27, 2016 SE LHIN Board meeting. Hospital CEOs anticipate an update from the LHIN on either June 28 or 29.

9.0 IN-CAMERA SEGMENT

9.1 The Chair requested a motion to move In-Camera.

Moved by Donna Janiec, seconded by Bill Robertson:

THAT the Board move into an in-camera session.

CARRIED

11.0 REPORT ON IN-CAMERA DECISIONS & TERMINATION

11.1 Motion to Report the Decisions Approved In-Camera

Moved by Lynn Bowering, seconded by Bill Robertson:

THAT the Board rise from committee of the whole and the Chair report.

CARRIED

The Chair reported on the following in-camera decision/discussion items: the board approved the in-camera minutes of the June 13, 2016 Board meeting; the board received the Chief of Staff report from the June Medical Advisory Committee meeting; the board approved a number of medical staff appointments and reappointments and housestaff appointments; the board approved the appointment of the Deputy Head for the Department of Psychiatry; the board approved the Governance Committee's recommendation on pay for performance; the board was provided with a detailed overview of the communications plan regarding an upcoming KGH / HDH announcement.

11.2 Date of Next Meeting & Termination

The Chair confirmed that the date of the next meeting is Tuesday, August 16, 2016 at 14:00 hours (education session) followed by a regular board meeting at approximately 16:00 hours.

The meeting terminated at 17:55 hours on motion of Donna Janiec.

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12.0 IN-CAMERA ELECTED MEMBERS SESSION & CEO ONLY

A brief session was held.

13.0 IN-CAMERA ELECTED MEMBERS SESSION WITHOUT MANAGEMENT PRESENT

A brief session was held.

George Thomson
Chair