

ATTENDEES:

(P) Jane McMullan	(P) Ricco Bhasin	(R) Susan Britton Payne	(P) Lisa Coulman
(P) Kulvir Singh Gill	(R) Linda Franklin	(P) Mark Beckles	(P) Vanita Varma
(R) Silvia Montefiore	(P) Geoffrey Ritchie	(P) Jasmine Tehara	(P) Dr. Brendan Carr
(P) Dr. Frank Martino	(P) Tiziana Rivera	(P) Dr. Michael Van Gulik	(P) Dr. Pavi Kundhal
(P) Laurie Gehrling (Resource)			
Kiki Ferrari	Dr. Naveed Mohammad	Val Carter	Ann Ford
Florine Lobo			

1.0 CALL TO ORDER & DECLARATION OF CONFLICT

The meeting was called to order. No declarations of conflict were made. The agenda was accepted as presented.

MOVED, Seconded

That the agenda be approved as presented – CARRIED

2.0 REPORT OF THE CHAIR

A written Chair's report was tabled for information. The Chair reported that the Executive Committee met immediately prior to the Board meeting. The purpose of the meeting was to review the performance of the Chief Executive Officer and Chief of Staff. The members were advised that they will be asked to participate in a 360 assessment for both individuals at the end of February or early March. Completion of the surveys is paramount to leadership development.

The written report included a progress update on the Etobicoke General's new patient tower Substantial Completion. A motion is required authorizing the execution of the Substantial Completion Certificate.

MOVED, Seconded

That the Board of Directors approves and authorizes Osler's signing officers to execute the Substantial Completion certificate (Osler's opinion) for the purpose of achieving Substantial Completion for the Etobicoke General Hospital New Patient Tower - CARRIED

3.0 FOUNDATION REPORT

Ken Mayhew addressed the Board on the topic of creating a community of philanthropy. An update was provided on the increased giving that is occurring within Osler's walls. Employee and physician giving has increased substantially and it is evident that a culture of philanthropy is becoming part of the DNA at Osler. Members of the Board were thanked for their ongoing support and were asked to consider personal giving going forward. The Chair briefly addressed the Board and stressed the importance of personal giving to support the delivery of care at Osler. The importance of 100% participation was stressed and assists with the Foundation's to secure donations from others.

4.0 LIVING THE VISION

The concept of *Living the Vision* was reviewed. The purpose of this initiative is to connect the Board with the human aspect of patient care delivered at Osler and to translate stories that are heard to the rest of the Board. In order to enhance the experience and learning of members, it was suggested that additional materials in the form of a briefing document that includes information such as departmental statistics, be provided to the Board prior to their tour. Where videos and other such materials are available, it was suggested that these could be used during the member's presentation to the Board. Questions that can be used throughout the tour will be shared with all Board members. It was suggested that formal power point decks are not necessary when presenting to

the Board, instead, members are urged to listen to the patient and staff to gain an understanding of the real experiences and use that information as the basis of report backs to the Board.

5.0 CONSENT AGENDA

One motion is required to approve all items included in the Consent Agenda. Members were reminded that any item may be removed and placed on the regular meeting agenda for additional discussion or clarity.

Clarification was requested regarding the status of the LHINs and whether there will be implications to achieving Osler's new strategic plan. Additional information was also requested regarding Osler's new stepped care program. These items will be addressed within the CEO's report later in the meeting.

A correction was made to the December 17 MAC minutes (page 30). Dr. Ayodele was listed as a physician at Etobicoke General and should have been listed as Brampton Civic.

A question was raised pertaining to uninsured patients and whether there is new information to share. A presentation was received at MAC regarding the current process for uninsured patients. It was clear that the existing process was fragmented and in need of change. [REDACTED]

[REDACTED] Using the ethical framework, the process is being reassessed. Individuals are now being recruited who will be stationed within the emergency department to act as liaisons for uninsured patients. Information will be shared with the patient who then can make a decision based on the information received.

A question was raised whether uninsured services needs to be added to the risk register. Discussions are currently underway with the LHIN and Ministry of Health regarding the current situation.

A question was raised regarding a statement that was made in the MAC minutes relating to issues with correct patient identification at Peel. [REDACTED] A new dictation prompt system has been introduced to rectify the problem.

MOVED, Seconded

That the items listed within the consent agenda be approved with the noted changes – CARRIED

6.0 BUSINESS ARISING

6.1 CEO REPORT

Highlights were provided from the CEO's Report. Three items were brought forward for further discussion including: government relations, system transformation and implications, and, financial strategy.

Since the last Board meeting, members of the senior management team have had the opportunity to meet with the Minister of Health and local MPPs. Meetings were focused on health resources in the Central West LHIN and the implications on Osler. It was clear during those discussions that the Minister of Health is understanding of the disparity and inequities facing Osler as well as the broader implications to patients and community. Conversations with the Deputy and Assistant Deputy Minister were more focused on economic metrics. Implications of resources and a greater movement towards a more equitable system seems to be conversation at the political level. System funding conversations need to continue using a community approach in order to create broader awareness. Discussions will continue with senior bureaucrats in order to create greater context and understanding of the issues facing Osler.

Efforts continue with local MPPs, City Council members and the Mayor in an attempt to create opportunity for advocacy. There is a lack of understanding by the community of what is required to fund the organization. Greater clarity will assist Osler with its philanthropic efforts. It was suggested that the community messaging needs to be clear and consumable for all members of the public. Building awareness will help to mobilize efforts going forward. The importance of sharing Osler's messages on the services and advancements that are being provided was stressed.

A brief discussion occurred regarding rumored changes that are expected to be made to the health care system. It is anticipated that clarification of direction will be provided in the coming days.

The following service update was provided:

- One time funding has been received to open 10 temporary inpatient beds at Etobicoke General
- Osler will be making a submission for a 30-bed unit for ALC patients located at Humber River Hospital
- Approval to move forward with a new kidney service at Etobicoke General has been received
- A new outpatient stepped care program for Mental Health has been created; this program consists of a centralized intake model that will ensure patients receive quicker access to care at the appropriate level.

Financial Strategy:

An update was provided on the current financial status. [REDACTED]

[REDACTED] A number of activities are underway to address this issue including: a program review costing exercise, rationalization of clinical services, discussions with the CW LHIN, establishing key principles for a go-forward position and determining whether existing assets could be used to generate services that will support the cost of operations at Osler. Discussions regarding the financial strategy will continue at the March Resources & Health Services & Quality Committees as well as the March Board meeting.

6.2 CHIEF OF STAFF REPORT

Highlights were provided from the Chief of Staff Report.

An update regarding physician recruitment was provided. Members were provided with an updated physician organizational structure. Efforts are currently underway to recruit a new Chief of Psychiatry. In addition, four new physician quality champions have been recruited. The Board was advised that changes to the physician governance structure are also underway. The position of site chief will be replaced with program lead physicians.

An update was provided regarding the MAID program. An Assisted Dying Resources & Assessment Team (ADRAT) has been created to provide assistance to this program.

Additional work is also underway regarding a new model of care that will include the utilization of physician assistants. This is a joint collaboration with the University of Toronto and McMaster University.

In line with continuous quality improvement, a two-year plan has been initiated that will include multidisciplinary reviews for all physicians at Osler. These reviews will provide important feedback to physicians for professional development.

The professional staff bylaws have not been rewritten since 2011. A review process is currently underway. The current area of focus is regarding the code of conduct. The Medical Advisory Committee will review the proposed changes which will be brought forward to the Board for approval.

A question was raised asking if the physicians are supported by the Human Resources Department. The Board was reminded that physicians are independent contractors and not employees of the organization. Efforts are underway with Human Resources to identify opportunities for collaboration.

In order to keep the Board apprised of medical leadership appointments, additional information in the form of biographies/CVs will be provided going forward.

6.3 COMMITTEE CHAIR UPDATES

a. COMMUNITY ADVISORY COUNCIL UPDATE

Lisa Coulman provided an overview of the December Community Advisory Council that she chaired. The Council is comprised of volunteers, and stakeholders from the Brampton and Etobicoke communities. The focus of discussions at the meeting included: an update on holiday surge, an open dialogue relating to pressures facing the organization, and strategic plan overview and rollout.

The following observations were noted:

- Council members were focused on patient engagement; *how do we increase people's engagement in their own care and manage their own journey*;
- Council members were happy to see that "people" has been placed in the centre of the new strategic plan, however notes that a big shift in culture will be required going forward
- Council members were pleased to see a greater focus placed on innovation; on this item a specific call was made to the Board via the Chair regarding their commitment that regardless of the restrictive environment, the Board would continue to make innovation a focus

During the Governance & Nominating Committee, it was suggested that the leadership of this council be revised. The proposed model would see a member of Council along with the VP, Strategic Communications & Stakeholder Engagement as co-chairs of the Council. Board members would still be invited and encouraged to attend these meetings whenever possible. A sign-up sheet will be created for this purpose.

b. GOVERNANCE COMMITTEE

During last year's governance survey, the need for greater opportunities for Board development and education was expressed. In response to this request, education sessions have been introduced to Board agendas and a Board development policy has been created.

It was suggested that the Board will need to focus and articulate areas where they wish to seek out additional information and/or expand their knowledge. It was suggested that a review of the skills matrix may be a starting point to identify areas where greater focus is required. Members were also encouraged to seek out information from internal sources to expand their knowledge.

It was also suggested that leadership development be prioritized based on Board member succession plans. This item will be taken back to Governance & Nominating Committee for greater discussion.

MOVED, Seconded

That the Board of Directors approves the Board Education & Development policy as amended - CARRIED

7.0 ENTERPRISE RISK MANAGEMENT

The purpose of the discussion was to review materials related to the new risk register including an Enterprise Risk Management policy. There was no motion put forward for consideration at this time. Materials will be shared with the committees for additional feedback. All materials will be brought back to the Board in March for final approval. A special thanks was extended to Dr. Mohammad, Christopher Parkes and their teams for pulling all of the information together.

Using HIROC's framework and feedback from the Board and Committee Chairs, a new risk register was created. The existing register was reframed to include those risks aligned with Board responsibilities. Risks will be presented to the members of the Health Services & Quality Committee, Resources & Audit Committee and Governance & Nominating Committee. Discussions at committee level will be greater in depth. It was noted that many of the risks identified are not unique and will cross over from one area to another.

Two initial observations were noted:

- Discussions regarding risk should be aligned with items that are raised within the work plan
- Committees should discuss mitigating strategies and measurable to ensure the Board is appropriately managing oversight of risk for the organization.

The interdependencies between risks were discussed. When presenting materials to the committees, the entire risk register will be provided, however, only those areas that pertain to the individual committee mandate will be further evaluated and discussed. The risk discussion will also be embedded in all Board agenda discussions where appropriate and will be minuted to reflect same. Risks have been reframed from a governance perspective to facilitate those discussions.

The following questions were presented by the Board for consideration:

- What should trigger the Board's oversight of a particular risk or group of risk?
- What is the Board's level of tolerance?
- What are the things that the Board should be concerned about?
- What are the things that the Board requires assurances are being handled appropriately?
- What is the best practice for oversight of black swan events?
- Is there duplication of efforts between reporting of risks versus critical incidents, etc.?

Other comments were stated as follows:

- The policy should be separated from how the ERM will be implemented
- The focus should not be on things that cannot be influenced
- The frequency for review of risks should occur quarterly
- Further education session should be provided to the Board regarding existing practices that protects the industry/organization

It was suggested that the numerical reference will be important to establish a baseline; implication of a risk and an operating or governance level will require trend analysis. Management was encouraged to identify its approach concerning black swan events. Although there are processes in place to deal with disasters, etc., the issues surrounding each event may not be clear.

It was suggested that there is a hierarchy for risk:

- Uninterrupted services to patients;
- Infrastructure; and
- Likelihood.

A brief discussion ensued regarding risk tolerance and appetite. It was suggested that the Board will need to further socialize and understand the rating scores associated with impact and likelihood versus the associated risk. Understanding the drivers of risk will allow easier measurement.

Committees will have an opportunity to thoroughly review and discuss the register as well as the associated levels of risk appetite. It was suggested that trending will assist the Board with determining appropriate levels of tolerance; if trending is within the tolerance level no further discussions is required at the Board.

8.0 ADJOURNMENT

The next meeting is scheduled to take place on March 27, 2019.

MOVED, Seconded

That the meeting be adjourned – CARRIED