

Markham Stouffville Hospital

Board of Directors

Meeting Summary

May 29, 2018

Mr. Thomas Barlow, Chair, called the meeting to order at 5:30 p.m. on May 29, 2018.

APPROVAL OF CONSENT AGENDA

The Board approved the following items contained in Consent Agenda:

- Board of Directors Meeting Agenda – May 29, 2018
- Board of Directors Meeting Minutes – March 29, 2018
- CNE Report
- Balanced Scorecard Q4 2017-18
- Board of Directors Work Plan 2017-18
- Integrated Risk Management
- Quarterly Executive Expense Reports

EDUCATION SESSIONS

Accreditation

Ms. Lynne Campkin, Director Diagnostic and Laboratory Services, Diagnostic System, surveyor for Accreditation Canada and internal lead for accreditation, presented an orientation on the accreditation survey, specifically on the importance of Board's participation in the survey and its role. Ms. Campkin posed sample questions to the Board derived from the Governance Standards. A subset of Board members will participate in the actual survey in September.

Accountability for Reasonableness (A4R) Exercise

Mr. Joshua Landry, Ethicist, presented recent changes to the Ethics Framework used by the organization. He conducted a retrospective walkthrough of a recent decision regarding the Reactivation Care Centre decision process using the Accountability for Reasonableness (A4R) framework. The Board of Directors requested more information about the process in the next Board meeting.

STRATEGY UPDATE

Ms. Jo-anne Marr and Dr. Caroline Geenen provided an update on the strategy, and highlighted the following items:

- Financial Update;
- Alongside Midwifery Unit (AMU);
- Hospital to Home Program (H2H) and Community Medicine Clinic (CMC);
- New Services: Transesophageal Echocardiography;
- Length of Stay (LOS);
- People Strategy;

- Strategic Risk Communications Framework; and
- Strategic Planning Update.

PATIENT STORY

Ms. Barbara Steed presented a patient story highlighting the patient's experience via the use of Cloud DX program. The Cloud DX is a program that enables patients to monitor their health conditions while at home and avoid readmission to the hospital. This aligns with the Hospital to Home strategy, with the goal of improving quality of life for patients.

BOARD COMMITTEE REPORTS

Finance and Audit Committee Report

Mr. Bob Nicholson provided the following update:

2017/18 Audited Financial Statements

Mr. Nicholson highlighted the issues that were identified when COHPA merged with Plexxus. Deloitte issued a qualified opinion to Plexxus. This risk was recognized at the beginning of the year when COHPA integrated with Plexxus. Understanding that this risk existed, Deloitte conducted a substantive based audit, involving detailed testing on account balances rather than an operating effectiveness control reliance. Deloitte will issue an unqualified opinion on MSH's financial statements.

Mr. Nicholson presented key highlights from 2017/18 Audited Financial Statements. The auditors highlighted two known unadjusted items that are reflected in the Deloitte's audit report that are below materiality, which includes: Capitalization threshold adjustment is (\$1.7M) and Bill 148 (\$0.8M).

The Deloitte report is a standard communication report and there was nothing unusual to be reported. Deloitte will be issuing an unqualified opinion on the fiscal 2017/18 audited financial statements.

Appointments of External Auditors

The Finance and Audit Committee proposed to appoint Deloitte LLP as Auditors for Fiscal year 2018/19. The fees for FY2018/19 will remain consistent as 2017/18.

Broader Public Sector Accountability Agreement (BPSAA)

The hospital annually completes the compliance attestation form and material exceptions to comply with the Broader Public Sector Accountability Act, 2010. For Fiscal 2017/18, there were twenty seven reports of BPS contract bridging by HealthPRO and one non-compliance Form. There were five instances where MSH used consultants during the fiscal year.

Network Refresh Procurement

The Finance and Audit Committee engaged in discussion regarding the need to upgrade the hospital's wired and wireless network over the past few meetings. Through Plexxus, the hospital was able to leverage a recent agreement between TELUS and Sunnybrook Health Sciences Centre. Overall capital spend for the network refresh will be \$2.54M. The total cost

of ownership for this project is \$1.23M due to current support contract cost avoidances over the projected five year period. The \$2.54M will be allocated from the deficiency fund of \$6M that was previously budgeted and approved by the Board.

The Board unanimously approved the following:

- 2017/18 Audited Financial Statements
- Appointments of External Auditors
- Broader Public Sector Accountability Agreement (BPSAA)
- Network Refresh Procurement

Governance Committee Report

Mr. Ranjeet Wallia provided the following update:

Executive Committee Terms of Reference

The Executive Committee Terms of Reference (TOR) was presented and approved.

Board of Directors Policy Manual Update: Summary of Changes

A briefing note was circulated highlighting summary of changes from the previous version of the Board of Directors Policy Manual. The Board reviewed the materials and agreed that the policy should be reviewed annually instead of periodic review.

Nominations Process for Board Officers

The Board reviewed and approved the Nominations Process for Board Officers policy.

Board Attendance Requirement

It was identified that there are inconsistencies between the By-Law and the Board of Directors policies in the section related to Board attendance requirements. The inconsistencies will be corrected.

Board Education Plan

The Committee had a discussion on the education plan and agreed that board members would be provided with a calendar of educational opportunities related to governance and other board items. Board members are encouraged to attend, where appropriate and possible.

Evaluation Report

The Board reviewed the evaluation report and appreciated that the work that has been done thus far.

Board Retreats: Timing and Participation

Mr. Wallia led a discussion on the Board Retreat Timing and Participation. The CEO's office will arrange the Board strategy retreat schedule accordingly to the timing preference indicated by board members.

The Board unanimously approved the following:

- Executive Committee Terms of Reference
- Nominations Process for Board Officers
- Board Attendance Requirement

MSH Foundation

Mr. Brad Morris presented an update on behalf of the MSH Foundation and highlighted the following:

- The Stouffville Community Gala is scheduled on Thursday, May 31 evening
- The MSHF Annual Golf Tournament is scheduled on Monday, August 13.

Mr. Morris shared experiences from the Trek Everest and extended his appreciation to the MSH Foundation for organizing this fundraising campaign.

The meeting adjourned at 8:15 p.m. on May 29, 2018.

Chair

CEO