



**Board of Directors
Open Meeting Minutes
February 7, 2019**
Mackenzie Health
Corporate Boardroom
10 Trench Street, D1301
Richmond Hill, Ontario

Members	Mr. Anthony Ianni, Mr. Ray Archer, Mr. Dev Chopra, Mr. Gary D’Andrea, Dr. Steven Jackson, Ms. Marion Kirsh, Mr. Len Koroneos, Ms. Fay Lim-Lambie, Ms. Ruby Philip-Katyal, Dr. Ambrose Lee, Ms. Rina Pillitteri, Mr. Altaf Stationwala, Ms. Mary-Agnes Wilson, Ms. Stephanie Zee
Senior Leadership Team	Ms. Stav D’Andrea, Ms. Krista Finlay, Ms. Ingrid Perry, Mr. David Stolte, Mr. Richard Tam, Ms. Terry Villella
Resources	Ms. Sophie Stratos
Staff	Ms. Cristina Paletta
Regrets	Mr. Mark Falbo, Mr. Lou Greenbaum, Ms. Sheila Neuburger, Ms. Dina Palozzi, Dr. Robert Wang

1.0 Call to Order and Approval of Agenda

The Chair of the Board called the meeting to order at 4:00 p.m. and confirmed quorum.

MOVED by Ms. Marion Kirsh and seconded by Mr. Gary D’Andrea that the agenda for the February 7, 2019 meeting be approved, as presented.

CARRIED

2.0 Declaration of Conflict of Interest

All those in attendance were reminded of their responsibilities with respect to Conflict of Interest.

3.0 Approval of the Consent Agenda

MOVED by Ms. Ruby Philip-Katyal and **SECONDED** by Mr. Len Koroneos that the consent agenda be approved, as presented.

CARRIED

4.0 Chair's Remarks

There have been a few activities that have occurred since the last Board meeting. Altaf Stationwala met with several government officials to provide a Mackenzie Health update:

- Mayor Dave Barrow, Town of Richmond Hill on December 12th
- Regional Councillor Linda Jackson, City of Vaughan on December 13th
- Deputy Mayor Carmine Perrelli, Town of Richmond Hill on December 19th
- Michael Tibollo, MPP for Vaughan on January 3rd
- Deputy Mayor Joe DiPaola, Town of Richmond Hill on January 30th

On December 10th, Altaf participated in the EY Partners Hospital Trustees Briefing Session.

On December 19th, Altaf and the Board Chair were proud to attend the EMRAM7 Celebration Luncheon with staff members.

On January 10th, Altaf, Mary-Agnes Wilson and David Stolte met with the Deputy Minister, Helen Angus, and Senior Ministry Staff regarding Mackenzie Vaughan Hospital and funding, at Queen's Park.

On January 10th, Len Koroneos participated in the Campaign Marketing Task Force Meeting.

On January 14th, Altaf and David met with representatives of York University and the City of Vaughan regarding the York University Health Sciences Pavilion Concept.

On January 17th, Mark Falbo and Len attended the Mackenzie Health Foundation Board Retreat and Education Session.

On January 21st, Altaf attended the Economic Club Luncheon with Guest Speaker Premier Ford at the Metro Toronto Convention Centre. It was an honour to be seated with the Minister of Health and Long-Term Care, Christine Elliott.

On January 22nd, Altaf and staff attended the Vaughan Chamber of Commerce Networking Lunch with The Honourable Bill Morneau, Federal Minister of Finance at Element Vaughan Southwest in Woodbridge.

On January 24th, Altaf delivered a presentation on Mackenzie Health's P3 Experience: *Design – Build – Finance – Maintain* at the Healthcare Project Delivery Conference.

The Chair thanked the Board Members that participated in the Board Retreat on patient experience on January 31st.

On February 10th, RBC is hosting a family skate in support of Mackenzie Vaughan Hospital at Woodbridge Memorial Arena.

5.0 Presentations

5.1 Mackenzie Health Brand Strategy

Mackenzie Health Foundation will be launching a targeted, community-based phase of the \$250 million Exceptional Care Belongs Here campaign that will include a rallying cry to unite and motivate the community in support of the campaign efforts. The marketing efforts for this community-based phase will be soft launched in spring with a full launch this fall.

Mackie Biernacki has been engaged in preparation for the launch of this initiative. Zoe Sparrow and Mark Biernacki provided a presentation to the Board which focused on the strategic approach, segmentation, brand position and next steps to creative development, all of which are grounded in the demographic data.

6.0 Committee Reports

6.1 Finance and Audit Committee

Mr. Len Koroneos, Chair of the Finance and Audit Committee, referred to the pre-circulated materials that were included in the Board Package and presented the following resolutions.

6.1.1 2019 Audit Service Plan

MOVED by Mr. Len Koroneos and SECONDED by Ms. Marion Kirsh:

BE IT RESOLVED that the Board of Directors approves the 2019 Audit Service Plan, as presented.

CARRIED

6.1.2 2019-20 Annual Capital Budget

MOVED by Mr. Len Koroneos and SECONDED by Mr. Gary D'Andrea:

BE IT RESOLVED that the Board of Directors approves the 2019/2020 Annual Capital Budget Allocation, as presented.

CARRIED

6.1.3 L-SAA Declaration of Compliance, Schedule E

MOVED by Mr. Len Koroneos and SECONDED by Mr. Ray Archer:

BE IT RESOLVED that the Board of Directors approves the L-SAA Declaration of Compliance for the period January 1, 2018 to ending December 31, 2018.

CARRIED

6.1.4 2019-20 Hospital Annual Planning Submission

MOVED by Mr. Len Koroneos and SECONDED by Ms. Marion Kirsh:

BE IT RESOLVED that the Board of Directors grants the approval to submit the 2019-20 Hospital Annual Planning Submission, as presented.

CARRIED

6.1.5 Integrated Bedside Solution Contract

MOVED by Mr. Len Koroneos and SECONDED by Mr. Gary D'Andrea:

BE IT RESOLVED that the Board of Directors grants the approval for Management to award the Integrated Bedside Solution contract, as selected through RFP, per our Signing Authority & Delegation Policy.

CARRIED

6.1.6 Construction Period Payments to Plenary Health

MOVED by Mr. Len Koroneos and SECONDED by Ms. Marion Kirsh:

Whereas, Mackenzie Health is required to meet the Construction Period Payment Obligations as defined in the Project Agreement with Plenary Health;

And, the payment timelines and amounts are outlined in Schedule E of the Project Agreement;

And, Plenary Health has provided all the documentation required as part of the request for Construction Period Payments;

And, the Independent Certifier has issued the Construction Period Payment Authorization Certificate.

BE IT RESOLVED that the Board of Directors grants approval for Mackenzie Health to submit the Construction period payments in the amounts and on the dates as per the documents presented.

CARRIED

6.2 Governance Committee

Mr. Gary D'Andrea, Chair of the Governance Committee, referred to the pre-circulated materials that were included in the Board Package.

6.2.1 Board Succession

An update on Board succession was provided. It was reported that there are two Board Members that will reach their term limits at the end of this board cycle – Lou Greenbaum and Sheila Neuburger. Dina Palozzi and Ray Archer have also elected to not stand for reappointment but are able to stay on the Board if there are no suitable successors.

6.2.2 PSA Representation

At the Governance Committee meeting, the Chair of the Medical Advisory Committee (MAC) presented the issue that the current representation of the Professional Staff Association (PSA) on the MAC is inconsistent with the Public Hospitals Act.

The current Mackenzie Health Board of Directors composition includes the following representatives from the PSA Executive: the President and the Vice President; which is one more than required. The current Mackenzie Health MAC Terms of Reference provides for the following representatives from the PSA Executive: the President, Vice President, and Secretary, Treasurer and Past President of the PSA; which is two more than required.

Mr. D'Andrea advised that a meeting will be scheduled with the PSA Executive and the Board Chair, Chief of Staff, CEO and Chair of the Governance Committee to further understand the PSA's position on this matter.

Dr. Ambrose Lee, President of the Professional Staff Association, responded that despite the fact the Public Hospitals Act states that the Medical Advisory Committee of every hospital shall be comprised of the president, vice president and secretary of the medical staff (3 PSA officers), there is nothing in the Act that prohibits having 5 PSA members on MAC. The PSA met recently to discuss this issue and the result was a unanimous vote to not support this initiative. Dr. Lee stated that the PSA will continue fighting this issue.

6.3 Human Resources Committee

Ms. Marion Kirsh, Chair of the Human Resources Committee, referred to the pre-circulated materials that were included in the Board Package.

7.0 Comments/Reports

7.1 Chief Executive Officer

There was no business to address under this item.

7.2 Chief Nursing Executive

Ms. Mary-Agnes Wilson, Chief Nursing Executive, referred to the pre-circulated presentation that was included in the Board Package.

7.3 Chief of Staff

There was no business to address under this item.

7.4 Professional Staff Association

There was no business to address under this item.

8.0 Other Business

There was no business to address under this item.

9.0 Adjournment

There being no further business, the meeting adjourned at 5:20 p.m.