

Board of Trustees

MINUTES of MEETING

Wednesday, June 1, 2011

6:00 – 7:00 p.m.

Estates of Sunnybrook, Coach House
Toronto, Ontario

<i>Present:</i>	T. Flynn, <i>Chair</i>	D. Allgood	B. Alman	E. Carroll	C. Everson
	J. Hanigsberg	M. Hundert	S. Jarvis	M. Kardos Burton	A. Kawamura
	J. Kustec	T. McCarthy	G. Milo-Manson	T. Muir	V. Sarin
<i>Teleconference:</i>	B. Cranston				
<i>Regrets:</i>	J. Darville	R. Laxer			
<i>Sr. Management:</i>	C. Haanstra	J. Hunter	B. Sybring		
<i>Guests:</i>	V. McMurtry	S. Jacobson	B. Webster		
<i>Recorder:</i>	B. James				

The Board of Trustees meeting held in the Upper Room of the Coach House, the Estates of Sunnybrook, was called to order at 6 p.m.

Declaration of Conflict of Interest

Upon a query, none of the trustees declared a conflict of interest for any of the presented Agenda items.

1.0 Review and Approval

1.1 Approval of the AGENDA for the Board of Trustees' Meeting of June 1, 2011 of Holland Bloorview Kids Rehabilitation Hospital

The Chair asked whether there were any additional Agenda items for discussion at this meeting of the Board.

MOTION: It was MOVED by Julia Hanigsberg, and seconded by Ben Alman, that the Agenda for the meeting of the Board of Trustees on June 1, 2011 be approved.

Hanigsberg/Alman

CARRIED

1.2 Approval of the Minutes for the Board of Trustees' Meeting of May 18, 2011 of Holland Bloorview Kids Rehabilitation Hospital

The Chair asked for a Motion to approve the Minutes of the Board of Trustees meeting of May 18, 2011.

MOTION: It was MOVED by Anne Kawamura, and seconded by Vinay Sarin, that the Board of Trustees of Holland Bloorview Kids Rehabilitation Hospital approve the Minutes of the meeting of the Board of Trustees held May 18, 2011.

Kawamura/Sarin

CARRIED

2.0 Business Arising

2.1 Dates for Board of Trustees' Meetings 2011-12

The revised proposed dates for the 2011-12 Board of Trustees meetings for Holland Bloorview Kids Rehabilitation Hospital had been pre-circulated to the Board. The final schedule of meeting dates for the Board would be presented at the Board of Trustees meeting on June 16, 2011.

2.2 Board Evaluation and Self-Evaluation Survey Reports

The Chair of the Governance Committee thanked trustees who had filled out the Board and Self Evaluation Surveys. Responses will be reviewed in more detail by the Committee and suggestions will be addressed.

It was confirmed that many respondents had replied affirmatively to most of the questions.

Then, the Chair requested that Agenda item 3.3 be addressed next and deferred items 3.1 and 3.2 until later in the meeting.

3.3 Patient Declaration of Values

The Patient Declaration of Values (DoV) had been reviewed by the Quality Committee and the Committee recommended the DoV be approved. The DoV had been developed at Holland Bloorview through an engagement process involving broad-based input from clients and families who have an association with Holland Bloorview.

The Chair of the Quality Committee affirmed that the DoV is a statement from patients of the Hospital and their families, and not a statement from the Hospital Board of Trustees. The DoV would be posted on the Hospital web site before June 8, 2011 to comply with requirements of the Excellent Care for All Act 2010 (ECFAA).

MOTION: It was MOVED by Mark Hundert, and seconded by Ben Alman, that the Board of Trustees approve the Patient Declaration of Values for June 8, 2011, as recommended for approval by the Quality Committee of Holland Bloorview Kids Rehabilitation Hospital, as pre-circulated.

Hundert/Alman

CARRIED

David Allgood joined the meeting, and Bob Cranston participated via teleconference.

3.4 President & CEO Goals 2011-12

The President & CEO Goals for 2011-12 reflected six high-level priorities for the coming year to guide the focus of the President and the Senior Management Team. After approval of the Goals for 2011-12 by the Board of Trustees, the next step would be to provide information to the Board on the metrics for measurable achievement of goals.

The President & CEO explained that the goals had been developed from the Quality Improvement Plan (QIP) arising from the recent ECFAA legislation, and from suggestions made by the President & CEO Performance Appraisal and Compensation Committee 2010-11 arising from the summary of feedback from the respondents.

Developing the talent management program for the Senior Management Team would contribute to the President & CEO succession plan for the Hospital.

The Chair summarized that approving the goals was the first step, then the next step would be to develop and obtain Board approval of the metrics relative to reporting the achievement of priorities for the President & CEO.

Discussion followed.

MOTION: It was MOVED by Carolyn Everson, and seconded by Mary Kardos Burton, that the Board of Trustees approve the President and CEO's Goals 2011-2012 for Holland Bloorview Kids Rehabilitation Hospital, as pre-circulated to Trustees as Attachment 3.4.

Everson/Kardos Burton

CARRIED

3.0 New Business

3.1 Preliminary Year-End Financial Statements as of March 31, 2011

David Allgood, Treasurer, outlined the results of the Business & Audit Committee's meeting of May 25, and the review of the Preliminary Year-End Financial Statements as of March 31, 2011 for Holland Bloorview. The current ratio for the Hospital has increased from 1.0 to 1.4 through the year, and the Hospital is reporting a surplus of \$1.8 million, of which \$1.5 million is attributed to factors previously reported to the Board, i.e., a positive variance arising from salary savings due to vacancies and government imposed wage freeze for employees, the increased funding from the TC-LHIN, and an increase in revenue in self-funded programs including the Qatar Project.

Trustees were invited to comment or query the Statements. There being no discussion, the Chair asked for a Motion to approve the recommendation of the Business & Audit Committee.

MOTION: It was MOVED by Tom Muir, and seconded by Tom McCarthy, that the Board of Trustees accept the recommendation of the Business & Audit Committee and approve the Preliminary Financial Statements for the Twelve Months Ended March 31, 2011 for Holland Bloorview Kids Rehabilitation Hospital, as pre-circulated.

Muir/McCarthy

CARRIED

3.2 Draft Audited Financial Statements as of March 31, 2011

The Treasurer reported that the Draft Audited Financial Statements for the year ended March 31, 2011 had been reviewed at the meeting of the Business & Audit Committee of the Board on May 25, with the Auditors, PricewaterhouseCoopers.

It was reported that the Auditors had queried the treatment of old unrestricted contribution balances and had noted the net increase in these balances of \$600,000. As part of their audit, the Business & Audit Committee had requested a review of the procurement process to identify any control weaknesses and opportunities for improvement of the procurement process and to ensure alignment with the Broader Public Sector Procurement Directive in this area. PricewaterhouseCoopers concluded that, on the whole, the procurement process operated effectively with good internal controls. However, they had identified some areas where controls could be improved to reduce risk. Senior Management had agreed to develop an effective plan for use of deferred funds and strengthening of internal controls as appropriate, and to report back to the Business & Audit Committee periodically.

Overall, the Statement of Financial Position to March 31, 2011 showed an improvement over last year with the investment account increases resulting in a net asset value of \$6.5 million, which was comprised of \$4.1 million from the sale of the old Bloorview Hospital property at 25 Buchan Court, and the stated surplus of approximately \$2 million.

To eliminate confusion that may occur between the stated references to the names of the vendor (Bloorview) and the property sold (also Bloorview) in the Notes to Financial Statements, it was suggested that reference to the Hospital (vendor) throughout the Audited Financial Statements be changed to Holland Bloorview, and the reference to the property sold be changed to "Buchan Court" property.

No further discussion was presented.

MOTION: It was MOVED by Tom McCarthy, and seconded by Tom Muir, that the Board of Trustees accept the recommendation of the Business & Audit Committee and approve the Draft Audited Statements as amended for the year ended March 31, 2011 for Holland Bloorview Kids Rehabilitation Hospital, as pre-circulated.

McCarthy/Muir

CARRIED

3.5 Special Resolution Amending the Number of Trustees on the Board from 19 to 20

The Chair of the Governance Committee reviewed the Memo distributed to Trustees explaining that the request from the Holland Bloorview Kids Rehabilitation Hospital Foundation for one additional representative of the Foundation to be elected to the Hospital Board of Trustees had resulted in the proposal to increase the number of elected trustees on the Board of Trustees of the Hospital to sixteen (16) including two (2) representatives of the Foundation. By increasing the number of elected trustees to accommodate an additional representative of the Foundation, the Board ensures that there are sufficient trustees to carry out the work of the Board, as members of the Board Standing Committees.

It was noted that the Memo referred to Section 6.0 of By-law No. 1 2011, but Section 6.1 specifies the number of trustees and representatives on the Hospital Board required for election at each Annual General Meeting of Members.

There being no further discussion, the Chair asked for a Motion to approve the Special Resolution.

MOTION: It was MOVED by Carolyn Everson, and seconded by Vinay Sarin, that the Board of Trustees approve the Special Resolution amending the number of Trustees on the Board of Trustees of Holland Bloorview Kids Rehabilitation Hospital:

WHEREAS Section 6.1 of the By-laws of the Corporation provide that: "Subject to the provisions of any Special Resolution changing the number of Trustees, the affairs of the Corporation shall be managed by the Board which will be comprised of fifteen (15) elected Trustees and four (4) ex-officio Trustees. One of the elected Trustees, and at the option of the Foundation exercised by written notice received by the Corporation on or before March 1 in each year, a second elected Trustee, shall be nominees of the Foundation unless the Foundation, following a written notice from the Corporation to do so, fails to nominate one or two Trustees, as the case may be, on or before April 1 of such year".

AND WHEREAS the Foundation has exercised its option to have a second Trustee elected at the 2011 Annual Meeting of Members;

AND WHEREAS in such circumstances it is appropriate to increase the number of elected Trustees from fifteen (15) to sixteen (16), so that the Board will be comprised of sixteen (16) elected Trustees and four (4) ex-officio Trustees;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION, THAT the number of Trustees shall be increased from nineteen (19) to twenty (20).

Everson/Sarin

CARRIED

4.0 Reports

4.1 Board Committee Reports

The recent Investment Sub-committee meeting was summarized for the Board by John Kustec. A presentation had been made for the members which indicated that the investment returns for the past year have been 10.6%, versus the benchmark of 10.26%. The better-than-market result was due in part from management of the fixed income portion of the portfolio, and Beutel Goodman had been commended for their management of the Holland Bloorview portfolio.

4.1.2 Quality Committee Report

The Chair of the Quality Committee provided a brief summary of the topics discussed at the Quality Committee meeting on June 1. Progress reports were reviewed on initiatives underway in the Inpatient Rehab and Complex Continuing Care services including access to care wait-time targets. It was noted that Holland Bloorview is collaborating with the Toronto Central Local Health Integration Network (TC-LHIN) to transition the adult alternate level of care (ALC) inpatients to a more appropriate place of care in order to free space in the Hospital for new admissions.

The President & CEO recognized Mark Hundert, retiring Trustee and Chair of the Quality Committee, for his role with the Committee during the inception of the Quality Improvement Plan for hospitals. In addition, Virginia McLaughlin, past Trustee and retiring member of the Quality Committee, was also recognized with appreciation from the Board of Trustees.

5.0 Recognition of Retiring Trustees

The Chair of the Governance Committee invited those present to attend the Chair's Reception in the Coach House in honour of the retiring Chair of the Board, Tom Flynn, and Trustees Mark Hundert and Vinay Sarin.

6.0 Adjournment

The Chair asked for a Motion to adjourn the Board of Trustees meeting for June 1, 2011.

MOTION: It was MOVED by Julia Hanigsberg, and seconded by John Kustec, that the Board of Trustees of Holland Bloorview Kids Rehabilitation Hospital approve the adjournment of the Board of Trustees meeting held June 1, 2011.

Hanigsberg/Kustec

CARRIED

6.0 Date of Next Meeting

Wednesday, June 16, 2011
11:00 a.m. - 12:00 p.m.
Boardroom 5E100
Holland Bloorview

*Tom Flynn, Chair
Board of Trustees*

:bj