

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SUNNYBROOK AND WOMEN'S COLLEGE HEALTH SCIENCES CENTRE (S&WCHSC) held on Monday, April 11, 2005 at 5:00 p.m. in the Academy of Medicine Room at the Vaughan Estate, Sunnybrook Campus.

Chair: Ms. V. McLaughlin

Directors:

Dr. S. Belo	Mr. P. Bertin	Ms. T. Brown
Ms. C. Cowan	Mr. R. Dale	Mr. C. Diamond
Mr. G. Emerson	Dr. H. Hall	Mr. B. Luba
Dr. D. Naylor	Mr. L. Racioppo	Ms. H. Reid
Ms. G. Sievwright	Dr. A. Simor	Mr. L. Steven
Ms. P. Thomsen	Mr. F. Wagner	Dr. B. Wigdor
Ms. J. Wolfson		

Regrets:

Mr. D. Jackson	Dr. C. Morgan	Ms. S. Williams
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By Invitation (in addition to members of the public):

Dr. S. Coke	Ms. R. deWinter	Mr. C. DuHamel
Ms. W. Gilmour	Mr. K. Goldthorp	Mr. G. Glover, Jr.
Ms. T. Hueper	Dr. M. Julius	Dr. R. Lester
Ms. N. Malcolm	Mr. S. Marafioti	Mr. G. Matheson
Dr. P. Poldre	Ms. M. Reddick	Dr. M. Trudeau
Ms. A. Welch	Mr. M. Young	

1. CALL TO ORDER

Ms. McLaughlin, Chair, noting a quorum present, called the meeting of the S&W Board of Directors to order at 5:05 p.m.

1.1 APPROVAL OF AGENDA

The Chair called for approval of the agenda as pre-circulated.

The Agenda was accepted as circulated.

1.2 APPROVAL OF MINUTES

MINUTES OF MEETING OF S&W BOARD – MARCH 14, 2005

The Chair requested approval of the minutes of the meeting of the S&W Board of Directors held on Monday, March 14, 2005. A copy of the minutes was pre-circulated and appended to the Agenda package.

MOTION: Upon MOTION duly made by Mr. Bertin and SECONDED by Ms. Cowan, it was resolved that the minutes of the meeting of the Board of Directors of Sunnybrook & Women's held on Monday, March 14, 2005 be approved as circulated.

CARRIED.

1.3 EDUCATIONAL PRESENTATION

Ms. McLaughlin introduced Dr. Bob Lester to present an educational presentation on Waiting Times. One of priorities of the government is to address waiting times in a number of targeted areas. There is considerable money now attached to increasing service and reducing waiting times. Sunnybrook & Women's has been fortunate in receiving some of that money but it does put on the board the burden of the present responsibility of overseeing the spending of that money to ensure that it meets the criteria of the government.

The Chair turned the floor over to the CEO to introduce Dr. Bob Lester. Mr. Steven indicated that wait times is a topic that will be discussed over the next several months and will be a mode of reimbursement and funding for the future in terms of rates and volume.

A copy of Dr. Lester's presentation was circulated to the Board prior to the meeting. He provided some background information and briefly referred to some of the national and provincial strategies, on the recent ICES Wait Times Report and where S&W would like to go strategically. The last slide of his presentation outlines the wait time reporting of where we actually are at this moment in time. He noted that S&W has a well-developed corporate database in place and is well positioned to be compliant with the Provincial Wait Time Information Management System scheduled to be released in June 2005.

The Chair thanked Dr. Lester for his informative presentation and opened the floor for a questions/answer session.

1.4 BUSINESS ARISING

There was no other business arising not otherwise covered on the agenda.

2. DECISION ITEMS

2.1 AUDIT COMMITTEE

Mr. Emerson presented the Summary Report on behalf of the Audit Committee. The Committee met on April 1, 2005 and a copy of the summary report was pre-circulated and appended to the agenda package.

The Audit Committee received a presentation with respect to contingent liability in particular litigation and the current status of the \$150 M claim against the hospital arising out of the TRUS Biopsy issue. Mr. Michael Boyce of HIROC provided an update on S&W's current

insurance coverage and the status of the TRUS Biopsy Litigation. He advised that any foreseeable result from this claim would be within S&W's policy limits.

Enterprise Risk Assessment

The Audit Committee received a presentation from Mr. Serge Gattesco of PricewaterhouseCoopers with information on Enterprise Risk Assessment. The summary outlined the proposed role of the Audit Committee with respect to risk management, and the key elements of a risk assessment framework. The issue is that this cannot be avoided; it can only be mitigated and managed.

The Hospital has a patient care risk management program and significant internal controls over business risk areas. However, a comprehensive enterprise risk framework is not in place.

The role of the Audit Committee would be to ensure that an enterprise risk management program is in place and that it has been delegated to the appropriate hospital committees.

The Audit Committee recommended that Management be directed to develop an initial comprehensive risk management framework associated together with resources, for review and recommendation by the Audit Committee.

So moved by Mr. Emerson and seconded by Ms. Brown.

The Chair opened the floor for any questions, following which she called the question on the motion as presented by the Audit Committee.

MOTION: Upon MOTION duly made by Mr. Emerson and SECONDED by Ms. Brown, it was resolved that Management be hereby directed to develop an initial comprehensive risk management framework associated together with resources, for review and recommendation by the Audit Committee.

**CARRIED
1 Abstention**

Special Review areas by the External Auditors

Mr. Emerson noted that PricewaterhouseCoopers is utilized to review specific areas on an annual basis. Management suggested that the focus for this year's audit be Research and Research Accounting. The Audit Committee approved management's recommendation and has asked that Terms of Reference and a fee for the engagement be developed and tabled at the June Audit Committee meeting.

On behalf of the Audit Committee, Mr. Emerson recommended to the Board of Directors that PricewaterhouseCoopers be utilized to review Research and Research Accounting as part of the Hospital's ongoing review of specific areas.

So moved by Mr. Emerson and Seconded by Mr. Diamond.

The Chair opened the floor for any questions/discussion. Mr. Luba suggested that the information be shared with Business & Human Resources.

The Chair called the question on the motion as put forward by the Audit Committee.

MOTION: Upon **MOTION** duly made by Mr. Emerson and **SECONDED** by Mr. Diamond, it was resolved that the Board of Directors of Sunnybrook & Women's hereby approve the recommendation of the Audit Committee that PricewaterhouseCoopers be utilized to review Research and Research Accounting as part of the Hospital's ongoing review of specific areas.

CARRIED.

Superannuation Pension Plan – Draft Audited Financial Statements

It was noted that the draft audited financial statements were not appended to the Summary Report. This item will be going forward for board approval at the May 9th, 2005 Board meeting for approval.

2.2 GOVERNANCE COMMITTEE

Ms. Brown presented the report on behalf of the Governance Committee. The Committee met on March 23, 2005 and a copy of the Summary Report was pre-circulated and appended to the Agenda package.

Ms. Brown stated that, as reported on March 14th, the Governance Committee had each Committee undertake a review of its Terms of Reference, priorities and goals. The documentation circulated provides the background and results of those reviews in keeping with Bill 51, the by-laws and other applicable legislation and regulation.

On behalf of the Governance Committee, Ms. Brown is requesting Board approval on the following:

- 1) Terms of Reference of each of the Committees as submitted to the board.
- 2) The Terms of Reference of each Committee be repealed and replaced with the new Terms of Reference.
- 3) The existing Executive Committee be disbanded and replaced by the Committee of Committee Chairs and the existing Terms of Reference of the Executive Committee be repealed.
- 4) The existing Strategic Program Planning Committee be disbanded and replaced by the Committee of Committee Chairs and the existing Terms of Reference of the Strategic Program Planning Committee be repealed.

As an 'FYI' and for greater certainty, the Priorities, Goals and Focus of each Committee as set out in the pre-circulated documentation remain within the purview of each Committee.

So moved by Ms. Brown and seconded by Mr. Bertin.

The Chair opened the floor for any discussion, following which she called the question on the motion as presented.

MOTION: Upon MOTION duly made by Ms. Brown and **SECONDED** by Mr. Bertin, it was resolved that the Board of Directors of Sunnybrook & Women's College Health Sciences Centre hereby approves the recommendation as put forward by the Governance Committee that:

- 1) The Board approves the Terms of Reference of each Committee as submitted.
- 2) The Terms of Reference of each Committee be repealed and replaced with the Terms of Reference so approved.
- 3) The existing Executive Committee be disbanded and replaced by the Committee of Committee Chairs and the existing Terms of Reference of the Executive Committee be repealed.
- 4) The existing Strategic Program Planning Committee be disbanded and replaced by the Committee of Committee Chairs and the existing Terms of Reference of the Strategic Program Planning Committee be repealed.

CARRIED.

3. REPORT OF THE CHAIR

The Chair provided the following up-date:

- ◆ Note of thanks received from Trudy Hueper for the flowers.
- ◆ Chair received notification from the Vice President and Provost of the University of Toronto of the creation of a Search Committee for the replacement of the Dean of the Faculty of Medicine. Dr. David Naylor's term comes to an end on June 30, 2006 and a search committee will be struck. The requirements for membership are prescribed but there is a window of opportunity to make nominations to the list. Any suggestions to be forwarded to the Chair who will forward them. The deadline is April 18th.
- ◆ On behalf of the Board, the Chair attended with other members of the board and the Veterans Committee a wonderful event on Friday, April 8th in commemoration of the victory of Vimy Ridge. This included the unveiling of a new poster that is part of the Year of the Veteran celebration.
- ◆ The Chair received notification of a Health Policy Summit 2005 partly sponsored by Fasken's. This takes place on April 18th and 19th.
- ◆ Recognition was made in the House of Commons by Kathleen Wynne on the Home Plus Dialysis Program.
- ◆ Week of April 17th is Volunteer Week. The Chair congratulated the Volunteers and on behalf of the Board expressed her thanks and appreciation for all that they do at Sunnybrook and Women's.

4. REPORT OF THE CEO

Mr. Steven presented the CEO Report for April 2005, a copy of which was pre-circulated and appended to the Agenda package.

In addition to his written report, Mr. Steven highlighted the S&W Funding Announcements received in 2004-05. A copy was circulated to the Board for information. Mr. Steven also announced that the hospital was predicting a balanced position as a result of these announcements and positive cost containment results.

5. FOR DISCUSSION

5.1 MEDICAL ADVISORY COMMITTEE

No Report. The MAC has not met since the last meeting of the board.

5.2 MDM STAFF ASSOCIATION

There was no report from the MDMSA.

6. CONSENT AGENDA

Reports were received and pre-circulated with the agenda package from the following Committees of the Board:

- Academic, Research & Education
- Business and Human Resources
- Musculoskeletal

The Chair opened the floor for any questions of the Chairs of the above committees.

7. REPORT FROM CHAIR OF THE WCH BOARD

There was no report from the Chair of the WCH Board.

8. S&W FOUNDATION REPORT

On behalf of Mr. Jackson, Mr. Goldthorp presented a Foundation report a copy of which is appended to the minutes for information. Detailed financials, along with Mr. Fierheller's quarterly Campaign Report will be presented at a future meeting of the Board.

Mr. Goldthorp highlighted the following:

- Preliminary numbers suggest that the Foundation has raised over \$24.5 million, which is 80% of the foundation's initial goal.
- At its March meeting, the S&W Foundation Board approved an operating budget for the current fiscal year that is projected to be 25% lower than that approved for the previous year.

- The Foundation's tentative goal for fiscal 2005-2006 has been set at \$31 million.
- The "Evening with Al & Tipper Gore" takes place on April 12th. Mr. Goldthorp thanked members of the Board for their support.
- In conjunction with "An Evening With" the Foundation will be launching a magazine called "Women's Health Matters". This magazine will have national distribution with over 200,000 copies circulated.
- Upcoming events include:
 - The Manulife Run for Research - Sunday, May 29th
 - Women's Health Golf Classic - Monday, May 30th
- The Foundation board has approved and implemented a policy to allocate 12.5% of all restricted gifts to the Foundation's Unrestricted Fund. This policy change is effective April 1, 2005. A full overview of the financial results will be made to the Board in May.

The Chair expressed the Board's congratulations on the success of this year. Ms. McLaughlin commented that the Foundation raised \$295,000 through the annual Board appeal with \$45,000 over goal. She extended her sincere congratulations to the Board on achieving 100% participation.

9. INFORMATION ITEMS

The following information items were received as appended to the agenda package.

- S&W News
- Media Clippings
- S&W Speaker Series
- OHA Executive Reports

10. OTHER BUSINESS

10.1 POST MEETING EVALUATION FORM

The Chair reminded members to complete the post meeting evaluation form.

11. NEXT MEETING

The next regular meeting of the S&W Board of Directors is scheduled for Monday, Monday, May 9, 2005 at 5:00 p.m. in the Academy of Medicine Room, Vaughan Estate, Sunnybrook Campus.

12. ADJOURNMENT OF OPEN MEETING

There being no further business, the Chair adjourned the open portion of the Sunnybrook and Women's Board of Directors' meeting at 6:15 p.m.

Virginia McLaughlin, Chair

Trudy Hueper, Secretary