

**MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS OF SUNNYBROOK AND WOMEN'S COLLEGE HEALTH SCIENCES CENTRE (S&WCHSC) held on Monday, June 13, 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 (phone)	Ms. T. Brown
Ms. C. Cowan	Dr. H. Hall (phone)	Mr. B. Luba
Ms. H. Reid	Ms. G. Sievwright	Mr. L. Steven
Mr. F. Wagner	Dr. B. Wigdor	Ms. S. Williams
Ms. J. Wolfson		

Regrets:

Mr. R. Dale	Mr. C. Diamond	Mr. G. Emerson
Mr. D. Jackson	Dr. C. Morgan	Dr. D. Naylor
Mr. L. Racioppo	Dr. A. Simor	

By Invitation (in addition to members of the public):

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

**1. CALL TO ORDER**

Ms. McLaughlin, Chair, noting a quorum present, called the Annual Meeting of the S&W Board of Directors to order at 5:00 p.m.

**1.1 APPROVAL OF AGENDA**

The Chair noted the following amendments to the agenda.

- ♦ The Audit Committee Report will be presented by Ms. T. Brown
- ♦ The MAC Report will be presented by Dr. S. Belo
- ♦ There is no Report from the Communications & Stakeholder Relations Committee
- ♦ Patient Care Committee – there are 2 follow-up items in the report. Mr. Wagner will highlight these.

The Chair called for approval of the agenda as amended.

**The Agenda was accepted as amended.**

## 1.2 APPROVAL OF MINUTES

### MINUTES OF MEETING OF S&W BOARD – MAY 9, 2005

The Chair requested approval of the minutes of the meeting of the S&W Board of Directors held on Monday, May 9, 2005. A copy of the minutes was pre-circulated and appended to the agenda package.

**MOTION:** Upon **MOTION** duly made by Ms. Cowan and **SECONDED** by Ms. Sievwright, it was resolved that the minutes of the meeting of the Board of Directors of Sunnybrook & Women's held on Monday, May 9, 2005 be approved as circulated.

**CARRIED.**

## 1.3 BUSINESS ARISING

### Board Evaluation Survey

A copy of the Board Evaluation Survey was pre-circulated and appended to the agenda package. It was also circulated to the members of the Board of Directors electronically. Ms. Brown requested all board members to please complete the survey and return to her either at the end of the Board meeting or via e-mail as soon as possible to ensure a timely report to the Board on the results.

## 2. DECISION ITEMS

### 2.1 AUDIT COMMITTEE

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

### Draft Audited Financial Statements for year ended March 31, 2005

The Audit Committee met with PricewaterhouseCoopers to receive the Auditors Report for the year ended March 31, 2005. The Committee discussed the audit, accounting and financial reporting matters described in the Auditor's report. The Auditor indicated that there was no disagreement with management during the course of the audit and PwC did not encounter any difficulties during the process of the audit. PwC's annual independence letter was reviewed with the Audit Committee.

The Audit Committee recommends to the Board of Directors of S&W that the Draft Audited Financial Statements of S&W for the year ended March 31, 2005 be approved and that the Chair of the Board and the Chair of the Audit Committee be authorized to sign the Financial Statements. A copy of the Draft Audited Financial Statements as at March 31, 2005 was pre-circulated to the Board and appended to the Agenda package.

So moved by Ms. Brown and seconded by Ms. Sievwright.

The Chair opened the floor for any discussion, following which she called the question on the motion to approve the draft audited financial statements for the year ended March 31, 2005.

**MOTION: Upon MOTION duly made by Ms. Brown and SECONDED by Ms. Sievwright, it was resolved that the Board of Directors of Sunnybrook and Women's College Health Sciences Centre approve the Draft Audited Financial Statements for the Year Ended March 31, 2005 and that the Chair of the Board and the Chair of the Audit Committee be authorized to sign the Financial Statements.**

**CARRIED.**

#### Draft Summarized Financial Statements: March 31, 2005

The Audit Committee reviewed the Draft Summarized Financial Statements for the fiscal year ended March 31, 2005. The Audit Committee recommends to the Board of Directors of Sunnybrook and Women's that the draft summarized financial statements for the fiscal year ended March 31, 2005 be approved by the Board. A copy of the Draft Summarized Financial Statements as at March 31, 2005 was pre-circulated to the Board and appended to the agenda package.

So moved by Ms. Brown and Seconded by Ms. Cowan.

As a point of information, the Chair noted that the summarized financial statements are posted on S&W's website and are approved by the Auditors.

The Chair opened the floor for any discussion, following which she called the question on the motion to approve the draft summarized financial statements as presented by the Audit Committee.

**MOTION: Upon MOTION duly made by Ms. Brown and SECONDED by Ms. Cowan, it was resolved that the Board of Directors of Sunnybrook and Women's College Health Sciences Centre approve the Draft Summarized Financial Statements for the fiscal year ended March 31, 2005.**

**CARRIED.**

#### External Auditors for the 2005/06 Fiscal Year

Management reviewed the reappointment of external auditors with the Audit Committee. It was noted that the team of Mr. S. Gattesco, Mr. A. Topaloglu and Mr. G. Stein had been very good and it was felt that the Hospital had received excellent value throughout the engagement. Management recommended continuing with PwC.

The Audit Committee recommends to the Board of Directors of Sunnybrook and Women's that PricewaterhouseCoopers be appointed as external auditors for the fiscal year ending March 31, 2005, with remuneration to be approved by the Board upon the recommendation of the Audit Committee as a part of the 2006 Audit planning meeting.

So Moved by Ms. Brown and Seconded by Mr. Wagner.

The Chair opened the floor for any questions / discussion following which she called the question on the motion to approve the appointment of PricewaterhouseCoopers as the external auditors for Sunnybrook and Women's.

**MOTION:** Upon **MOTION** duly made by Ms. Brown and **SECONDED** by Mr. Wagner, it was resolved that the Board of Directors of Sunnybrook and Women's College Health Sciences Centre hereby approve the appointment of PricewaterhouseCoopers as the external auditors for Sunnybrook & Women's for the fiscal year ending March 31, 2006. Remuneration to be approved by the Board of Directors, upon the recommendation by the Audit Committee as part of the 2006 Audit planning meeting.

**CARRIED.**

### **3. REPORT OF THE CHAIR**

The Chair reported that she wished to brief the board on recent system developments, in particular the report of Mr. Ron Sapsford, the Deputy Minister of Health and Long-Term Care, given at the Annual General Meeting of Region 3 of the OHA. His presentation is important from a policy perspective and sets the stage for some of the issues facing hospitals next year. A copy of the Chair's Report is appended to the minutes for information and a copy of Mr. Sapsford's slide presentation was circulated to the Board.

Housekeeping Announcements:

- June 13<sup>th</sup> marks the last board meeting for a number of board members. This evening we say farewell to:
  - Dr. Sue Belo, whose term as President of the Medical/Dental/Midwifery Staff Association has ended;
  - Dr. Andy Simor, whose term as the Chair of the MAC has ended and he will be replaced as of the July meeting by Dr. Jim Ruderman;
  - Dr. Blossom Wigdor's term has expired. Until such time as her replacement through VAC has been identified, Dr. Wigdor will remain on the Board.
  - Penny Thomsen has resigned from the Board. She has accepted the appointment of Chair of the Toronto Central LHIN. The Orthopaedic and Arthritic Corporation are in the process of identifying her replacement.
  - Bob Luba is resigning from the Board due to time commitments. He has expressed an interest in remaining involved through the Investment Committee. Mr. David Leslie, the past Chair of Ernst & Young, will be replacing Bob Luba as a Sunnybrook Corporation appointee.
  - Dr. David Naylor will be assuming his new post as President of the University of Toronto in October. The interim Dean, Dr. Catharine Whiteside will be his replacement at the Sunnybrook & Women's Board.
  - Congratulations to Dr. Blossom Wigdor and Dr. Clay Switzer. Dr. Switzer was recently named to the Agricultural Hall of Fame. Dr. Switzer is a former Deputy Minister of Agriculture, former Dean of Agriculture at the University of Guelph and has served Ontario's agricultural community very well.

- Re. July and August Board meetings. It is expected that the Board may need to meet over the summer either in person or by teleconference to address the results of the Rochon Report, the funding announcement and the Accountability Agreement. The Rochon Report is to come to the Board and the Board is to determine how it will deal with it. There may well be other matters that the board will need to deal with before September.
- The Chair requested that Board members complete the Committee Questionnaire appended to the agenda package. She will be calling over the next couple of weeks to speak to each board member prior to populating the committees.

#### **4. REPORT OF THE CEO**

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

In addition to his written report, Mr. Steven commented on the Supreme Court decision regarding the Quebec constitution and access to private care. The Quebec case opened the doors for a number of potential changes including insurance for private health care. It may also result in seeing a number of potential class actions against the government where patients are not getting timely access to healthcare. Possible outcomes are as follows:

- Applications for private insurance – Ministry would have to give approval and license to those individuals and bodies that provide private health care.
- Private services and clinics – S&W will have a number of discussions with our own physician groups. A number have already started to look at private office options.

It is uncertain if the Ontario government will allow physicians to provide public and private healthcare as done in the UK or if the physician will have to opt out completely to provide private healthcare. There will be several focus groups in the next few months and by September if management has some clarity on this issue, Mr. Steven will present these findings to the Board at that time.

The Chair opened the floor for any questions and discussion following which, the CEO continued with his report.

Mr. Steven presented a slide presentation on 'Another Year of Transforming Healthcare'. A copy of the CEO's slides was circulated to the Board.

Mr. Steven highlighted on S&W's achievements to-date.

- Sharing a vision of transforming healthcare
- How we continue to build our financial strength and build our future in terms of our capital initiatives
- How S&W continues to provide exemplary research, education and patient care in spite of the challenges that we face with respect to our resources.

## Sharing a Vision of Transforming Healthcare

The government has identified four main themes:

- Reducing wait times
  - Hip and knee replacements – we are the best practice for hips & knees in Ontario
  - We have opened up three state-of-the-art minimally invasive surgical suites to shift from in-patient to out-patient
  - Have also increased our cardiac, cancer, cataract and MRI procedures in keeping with government mandate.
- Improving access to primary care
  - Appointment of a Family Health Team at the Women's College campus
  - Working with EMS to realign their grids. We have increased ambulance traffic by 13% in the past year and are currently receiving 52% of the stroke volume in the GTA. This needs to be realigned to ensure equitable distribution of patients requiring emergency care.
- Living within our means
  - Have dramatically reduced agency usage – currently down to less than 3% from 9.8%
  - S&W's budget was balanced in the current year – a result of both one-time funding and also a large number of efficiencies.
- Creating a better healthcare system through partnerships  
Some examples of what S&W has done in partnerships:
  - Led TAHSN to develop centers of excellence in hips & knees, cataracts, vascular surgery, neurosurgery. Mr. Steven is also the executive lead on the IT project to integrate all of the computer systems in the GTA.
  - Neurosciences Alliances
  - Thunder Bay discussions – S&W is hoping to take on all the cardiovascular open heart procedures for Thunder Bay.

## Improving S&W's Financial Health

- For the third year, S&W has achieved a balanced position.
- For the coming fiscal year, S&W is projecting a \$16.3 million shortfall – this might improve with further base adjustments
- As part of the external peer review, S&W is hoping that the government will address that systemic, structural base shortfall of \$10-\$14 million.

In regards to capital projects, Mr. Steven indicated that the Foundation has agreed to fund some of our other initiatives, i.e. Coronary Care Unit, L-Wing lobby, Palliative Care Unit, etc. as part of the work done by the Fundraising Priorities Committee.

Of the \$300 million Campaign, \$149 million is for capital projects. The Hospital Fundraising Priorities Committee is reviewing how to prioritize the \$151 million. A call for proposals resulted in 93 submissions for a total of \$200 million. The Committee reviewed projects and suggested that 48 (\$107 million) be released at this time.

Mr. Steven briefly outlined some examples on how S&W is transforming healthcare by highlighted on some 'good news' in research, education and patient care. Among the many listed on the slides, Mr. Steven noted that:

- ★ Dr. Steven Narod was acknowledged as the most cited breast cancer researcher in the world. S&W has many key players in research and in healthcare and they are often cited as leaders.
- ★ Another example of 'good news' is when the findings of the S&W Term Breech Trial were implemented in the Netherlands resulting in perinatal death rates falling from 0.35% to 0.18%.
- ★ On the education side, there has been an increase in medical trainees at S&W and Peters-Boyd was the only Academy in Toronto to receive funding for six new medical students.
- ★ In terms of patient care, S&W has become critical care central – we have a total of 88 level I and II critical care beds open. S&W has the largest concentration of critical care services in Ontario.
- ★ S&W is becoming Canada's safest hospital and has eleven initiatives currently underway. S&W has launched the safety initiative recently and is well underway to becoming leaders in patient safety. Mr. Steven will present an update and a report on the status of this project in the fall.

Mr. Steven presented a progress report on the board goals for 2004/05:

- S&W achieved a three year accreditation status
- Received, unofficially, a very positive report from the Kitts review team on the M-Wing
- S&W continues to position itself with respect to the LHIN's structure
- Institution is on the road to a more stable financial footing
- S&W responded to the Interim Accountability Agreement and is now working on the current year's agreement with JPPC.

In closing, Mr. Steven commented on what is in store for the current year.

- ◆ Approval and release of Capital Projects
- ◆ Resolution of our financial challenges
- ◆ Development of the Women's Health Institute/Women's College ACC
- ◆ Continuing to implement, refine and receive board approval for S&W's strategic plan
- ◆ Positioning ourselves for the next stage of the LHIN evolution
- ◆ Continue with our vision of transforming healthcare

The Chair thanked Mr. Steven for his presentation of a "Year in Review" and opened the floor for any questions.

Mr. Steven commented on a recent letter received from the Minister approving the IRCCI Research Lab. This is a research facility to oversee research in cardiac care. This is an experimental cath lab as well as research in heart care. Ms. McLaughlin indicated that the research lab would be located on the 3<sup>rd</sup> floor of M Wing.

## **5. FOR DISCUSSION**

### **5.1 MEDICAL ADVISORY COMMITTEE**

On behalf of Dr. Simor, Dr. Belo presented the Summary Report of the Medical Advisory Committee. The MAC met on May 10, 2005 and a copy of the summary report was pre-circulated and appended to the agenda package.

Dr. Belo indicated that the report is as circulated. She pointed out the Medical Directive and Delegation of Controlled Acts Policy for cardiology noting that this is the first set of these guidelines that have been accepted and approved. The plan is that these will be used as a template for many of the guidelines throughout the city.

The MAC received the quality of care report from the Department of Radiation Oncology, which was excellent, very well put together and very impressive for the department. It addresses all of the issues in terms of patient safety and quality assurance.

The Chair opened the floor for any questions.

### **5.2 MDM STAFF ASSOCIATION**

There was no report from the MDM Staff Association. The MDMSA Annual General meeting is scheduled for Thursday, June 16<sup>th</sup>, 2005.

## **6. CONSENT AGENDA**

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

- Academic, Research & Education
- Audit
- Business and Human Resources
- Musculoskeletal
- Patient Care
- Veterans
- Women's Health

The Chair opened the floor for any questions for the Chairs of the above committees. Ms. Cowan, as Chair of AREC, encouraged everyone to take a copy of the Education Reports, which was circulated to the board. This is the annual report of the Peters-Boyd Academy and is a tremendous demonstration of the amount of work and the accolades that should be received on the part of those who contributed.

The Chair turned the floor over the Mr. Wagner to comment on the follow-up issues noted in the Patient Care Report.



Mr. Wagner commented on the following:

OAI/Musculoskeletal Program – The Patient Care Committee received a presentation from Dr. Gollish on the OAI Musculoskeletal Program regarding the Ontario Joint Replacement Registry. The Patient Care Committee and eventually the Board will need clarification as to where the system is going with these registries - whether there will be a single registry or whether there will be several registries. Mr. Wagner indicated that at this time he is bringing the issue to the board's attention as heads-up and possible future presentation. Management will be following up on this issue with the Ministry and the Patient Care Committee will be monitoring this issue and requesting further clarification.

Quality Framework – this was consistent with previous discussions on quality indicators and Mr. Wagner indicated that the Committee is almost ready for a presentation to the Board.

Ms. McLaughlin noted that the Board will be looking forward to this presentation. In regards to educational presentations to the board for the coming year, the Chair indicated that she will focus more on internal activity instead of some of the broader system and external presentations the board has had this past year. Presentations from research, teaching and from various programs will help the board develop a more comprehensive understanding of the business that Sunnybrook & Women's is in.

## **7. REPORT FROM CHAIR OF THE WCH BOARD**

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

## **8. S&W FOUNDATION REPORT**

A copy of the monthly Foundation Report was pre-circulated and appended to the agenda package for information.

The Chair turned the floor over to Mr. George Fierheller to present a quarterly campaign update.

Mr. Fierheller thanked the Chair for the opportunity to present his update to the Board and commented that Mr. Kevin Goldthorp will be presenting the first part of the report.

Mr. Goldthorp presented the following highlights:

### Financial Progress:

- ♦ The summarized progress report for the first two months of the 2005-2006 fiscal year shows \$5 million was raised in the April-May date.
- ♦ A \$2 million lead gift was received in support from the RBC Financial Group. This was the 3<sup>rd</sup> largest gift ever made. This was a lead gift of \$1.5 million to the Emergency renovation project and \$500,000 to name the Office of Injury Prevention within the Trauma Program.

- ◆ Subsequent to May 31<sup>st</sup> two non-public announcements were received.
  - \$1 million from TD Bank Financial Group in support of Nursing
  - \$1 million from Mr. Richard Holbrook to lead a campaign effort to endow a chair in cardiovascular surgery to honour Dr. Bernie Goldman.

Mr. Goldthorp summarized the results in the last year and reported on the first full year of the campaign.

- ◆ \$17 million was raised pre-2004 started the campaign for campaign projects and \$26 million raised in the actual fiscal year. This brings the campaign to the \$50 million mark raised to date.

Mr. Goldthorp presented the Foundation's campaign objectives for the four principal major capital renovation projects totaling \$149 million.

- Emergency           \$33 million
- P&G                 \$53 million
- Research           \$50 million
- OAI                 \$13 million

Examples of some of the specific projects for the remaining \$151 million were outlined; i.e. the coronary care unit; the interventional imaging suite; breast cancer center and various chairs across the entire hospital.

A summary of all the approved campaign priorities, non capital campaign priorities, will be brought forward to the next Board meeting.

Mr. Goldthorp turned the floor over to Mr. Fierheller to outline the plans for the coming months and years.

Mr. Fierheller presented and commented on the following:

- ◆ Organization chart for the Campaign Leadership. It was noted that the Steering Committee will wind up in September. Most of the members of this committee will move over the Campaign Cabinet.
- ◆ Mr. Fierheller commended on the Lead Gifts of \$1 million + received and outlined the chart of what is needed as opposed to what we have. It was noted that a number of the blanks have already been filled in.
- ◆ A Prospect Review Committee has been set up, chaired by Mr. John Sherrington. This committee has been actively identifying new prospects. Their work has been first-class and to-date the Committee has identified 256 prospects.
- ◆ The immediate priorities of the campaign is to focus on a major gift in each of the three capital areas.
- ◆ The longer-term priorities for the campaign include succession planning for volunteers, keeping the annual giving level up, as well as planned giving and special events.

In closing, Mr. Fierheller stated that an RFP has been put out to some firms to develop a campaign logo and will hopefully be in place by September.

The Chair thanked Mr. Fierheller and Mr. Goldthorp for their presentation and congratulated the Foundation for building this tremendous platform from which the campaign can be launched and for a significant considerable amount of success in the quiet phase of the campaign.

## **9. INFORMATION ITEMS**

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

- Inaugural Issue of “Transforming Healthcare: Achieving a Shared Vision for Ontario”
- S&W News
- Speaker Series – Understanding Stroke: An Overview
- Media Clippings
- 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 meeting of the S&B Board of Directors will be held on Monday, July 11, 2005.

## **12. ADJOURNMENT OF OPEN MEETING**

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

---

Virginia McLaughlin, Chair

---

Trudy Hueper, Secretary