

**Trillium Health Partners
Board of Directors Meeting Minutes
Monday, February 27, 2017**

Via Teleconference

In Attendance:

Elected Directors

Mr. Wayne Bossert (Chair); Mr. David Allgood; Ms. Michele Darling; Mr. Chitwant Kohli; Dr. Mohamed Lachemi; Mr. Alan MacGibbon; Ms. Christine Magee; Ms. Stacey Mowbray; and Mr. Nick Zelenczuk

Ex-Officio Directors

Ms. Michelle DiEmanuele; Dr. Dante Morra; Ms. Kathryn Hayward-Murray; Dr. Melanie Binnington; Dr. Jerry Levesque*; and Dr. Colin Saldanha

Senior Management

Ms. Patti Cochrane; Ms. Karli Farrow; Dr. Alison Freeland; Mr. Steve Hall; Mr. Steve Hoscheit; Mr. Dean Martin; and Dr. Rob Reid

Guests

Ms. Nicole Vaz, General Counsel; Ms. Wanda Page; Mr. Shawn Kerr; Ms. Monika Hall; and Mr. David Chemla, Deloitte

Resource

Ms. Kate Anderson

Regrets:

Mr. Perry Miele; Karen Wensley; and Dr. Trevor Young

* in person, with management

1.0 Call to Order

The Chair called the Board meeting to order at 4:05 p.m. The Chair confirmed quorum.

2.0 Approval of Agenda

2.1 The Board members reviewed the agenda. No revisions were made.

MOVED by Mr. MacGibbon and seconded by Dr. Lachemi, that the Agenda for the February 27, 2017, Board of Directors meeting, be approved.

CARRIED

2.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. No conflicts were declared.

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3.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

The Board and management discussed the new contract for linen and laundry services, which had been recommended by the Finance and Audit Committee for approval by the Board. The discussion included the contract's incorporation of performance measures which would be in place and the risk assessment and mitigation strategy for the period of transition to the new supplier.

MOVED by Mr. Kohli and seconded by Ms. Mowbray, that the Consent Agenda for the February 27, 2017, Board of Directors meeting, be approved.

CARRIED

Ms. Page left the meeting.

4.0 Nomination of Candidate for Current Board Vacancy

The Chair invited Ms. Darling to present the nomination of a new Board Member for approval by the Board.

Ms. Darling reported that the Nominations Sub-Committee ("NSC") had undertaken a thorough search for new candidates for the current Board vacancy, based on an assessment of the skillset required. She indicated that the NSC members had all met with Ms. Anu Dhir on separate occasions and had concluded that she best fit the current needs of the Board.

s.21 She advised the Board that Ms. Dhir would therefore be required to recuse herself from any discussions held pertaining to that contract or to those services.

Ms. Darling concluded by noting that the Governance and Human Resources Committee ("G&HRC") was now recommending the nomination of Ms. Anu Dhir to the Board for approval.

MOVED by Ms. Darling, and seconded by Ms. Magee, that the Board of Directors approve the nomination of Ms. Anu Dhir to serve on the Board of Directors for the remainder of the 2016-2017 Board year, and thereafter, a three year term to June 2020, as recommended by the Governance and Human Resources Committee, such nomination to be ratified at the special meeting of Members to be held on February 27, 2017.

CARRIED

5.0 Nomination of Candidate for Non-Director Community Representative on the Finance and Audit Committee

Ms. Darling reported that the NSC and management had also undertaken a search for two community-based candidates to fill the vacancies for the non-Director roles on the Finance and Audit Committee and the Quality and Program Effectiveness Committees.

Ms. Darling remarked that the G&HRC and members of the community who work with THP and know

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Mr. Rohit Sood, were recommending his nomination for the position on the Finance and Audit Committee for the Board's approval.

MOVED by Ms. Darling, and seconded by Mr. Kohli, that the Board of Directors approve the nomination of Mr. Rohit Sood to the Finance and Audit Committee as the non-Director Community Representative, as recommended by the Governance and Human Resources Committee, for the remainder of the 2016-2017 Board year, and thereafter, for a maximum four year term to June 2021.

CARRIED

6.0 Nomination of Candidate for Non-Director Patient Representative on the Quality and Program Effectiveness Committee

Ms. Darling presented the nomination of Ms. Alison Sant-Porter for the non-Director role of Patient Representative on the Quality and Program Effectiveness Committee for the Board's approval. She noted that there had been many applicants for this position and that the NSC has chosen Ms. Sant-Porter because of her community work and experience with THP from a patient's perspective.

MOVED by Ms. Darling, and seconded by Mr. Zelenczuk, that the Board of Directors approve the nomination of Ms. Alison Sant-Porter to the Quality and Program Effectiveness Committee as the non-Director Patient Representative, as recommended by the Governance and Human Resources Committee, for the remainder of the 2016-2017 Board year, and thereafter, for a maximum four year term to June 2021.

CARRIED

Mr. Bossert thanked everyone who had been involved in the nominations process for these positions.

7.0 Seniors' Health Campus

Ms. Farrow provided an update on the Seniors' Health Campus. She advised the Board that management was seeking the Board's approval of two motions related to the release of the Request for Partnership Proposal and the acquisition or lease of land.

Ms. Farrow indicated that the Board's Priorities and Planning Committee had been engaged, and would continue to be involved, in the review of the procurement process, due diligence, financial information and risk assessment processes associated with this project. She advised that management would report back to the Board, once a preferred site had been identified.

The Board and management then discussed the proposed selection process for the proponents and a number of risks and opportunities related to the project; the advantages of buying vs. leasing the land; the need to hire a project manager; and the outsourcing which would be required to manage the long term care facility in the future.

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MOVED by Mr. MacGibbon, and seconded by Mr. Allgood, that the Board approve management's release of the Request for Partnership Proposals (RPP) document for the Seniors' Health Campus.

CARRIED

Mr. Kerr confirmed that management would notify the Board in advance before any land purchase was finalized.

MOVED by Mr. Kohli, and seconded by Ms. Mowbray, that the Board approve a mandate for Trillium Health Partners to acquire or lease land for the Seniors Health Campus, conditional upon final approval from the Board on a preferred site.

CARRIED

8.0 Strategic Plan: Proposed Health Summit

Ms. Farrow reported on management's proposal to hold a Health Summit in June 2017, which would support the refresh of THP's new five year plan. She indicated that the Summit would include physicians and the community whose involvement and feedback would assist in the identification of strategic and planning priorities. Ms. Farrow indicated that this would result in the launch of a new strategic plan in early 2018.

9.0 Other Business

Mr. Bossert reminded the Board members that, immediately following the adjournment of this meeting, a Special Meeting of Members would be held to officially elect Ms. Anu Dhir as the new Board Member.

10.0 Adjournment

MOVED by Dr. Lachemi, and seconded by Ms. Mowbray, that the meeting be adjourned at 7:10 p.m.

CARRIED

BOARD APPROVED: JUNE 1, 2017