

**Trillium Health Partners  
Board of Director Meeting Minutes  
April 5, 2020**

VIA TELECONFERENCE

**In Attendance:**

**Elected Directors**

Mr. Alan MacGibbon (Chair); Ms. Michele Darling; Mr. David Allgood; Ms. Christine Magee; Ms. Stacey Mowbray; Mr. Perry Miele; Ms. Anu Dhir; Mr. Chitwant Kohli; Dr. Mohamed Lachemi; Ms. Karen Wensley; and Mr. Nick Zelenczuk

**Ex-Officio  
Directors**

Ms. Michelle DiEmanuele; Dr. Dante Morra; Ms. Kathryn Hayward-Murray; Ms. Olga Giovanniello; Dr. Rohit Kumar and Dr. Nick Scampoli

**Senior  
Management**

Ms. Karli Farrow; April Gamache; Nicole Vaz; and Caroline Riseboro

**Guests**

Dr. Laura Rosella; and Shalu Bains

**Resource**

Ms. Sherine Fahmy

**1.0 Call to Order**

The Chair called the Board meeting to order at 10:00AM. The Chair confirmed quorum.

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

**MOVED** by Dr. Lachemi and seconded by Mr. Zelenczuk, that the agenda for the April 5, 2020, Board of Directors meeting, be approved.

**CARRIED**

**1.2 Declaration of Conflict of Interest**

The Chair reminded the Board that conflicts are to be declared as the agenda item arises.

**2.0 Consent Agenda**

The Chair presented the Consent Agenda for discussion and approval.

**MOVED** by Ms. Wensley seconded by Ms. Darling that the Consent Agenda for the April 5, 2020, Board of Directors meeting, be approved.

**CARRIED**

## **Trillium Health Partners Board of Directors Meeting – Sunday, April 5, 2020**

### **3.0 Strategy Update**

#### **3.1 COVID-19 Update**

Ms. Farrow began by providing an overview of capacity and flow metrics for the day, including key metrics on COVID-19 patients on inpatient units, in critical care, patients who have been discharged and those who have expired. The Board of Directors participated in a moment of silence in memory of patients at THP whose lives were lost due to COVID-19.

Dr. Rosella and Ms. Bains presented to the Board the international trends being tracked. They explained that there is increased confidence in this data as more days have passed since the 100<sup>th</sup> case in Ontario and as the testing backlog has been reduced. The Board had an opportunity to discuss the Ontario results to date and how it compares to the global trends presented.

Ms. Farrow proceeded to discuss THP's full pandemic response including the strategies to divert and decant certain spaces and to redesign the platform in preparation. She outlined key approaches and strategies to create capacity and prepare for patient volumes including virtual tools being utilized, the creation of COVID-19 specific units as well as acquiring portable hospital units. Ms. Farrow outlined the various initiatives underway to support patients and people. In addition, she presented the top risks as they relate to people and supply as well as THP's mitigating actions.

Ms. Hayward-Murray updated the Board on staff and team wellness. She spoke to the wellness resources in place and mentioned that this is an area of continuous work. Dr. Morra shared his perspective on THP's response to date including the work THP is doing locally, provincially and nationally. Dr. Kumar and Dr. Scampoli shared their insights from the perspective of the professional staff; they acknowledged THP for its leadership and spoke of feelings of uncertainty that providers may be facing.

Ms. DiEmanuele had an opportunity to speak further to THP's pandemic response including work underway to manage risks related to people and supply. She provided a brief summary of financials related to COVID-19 preparedness and informed the Board that a more detailed update would be provided at the next meeting. Ms. DiEmanuele acknowledged THP Foundation's work on the COVID-19 campaign which has raised \$500,000 to date. She also highlighted to the Board key engagement activities related to staff and the broader community. With regards to the Visitor Policy, Ms. DiEmanuele outlined the appeals process which has been set up. To conclude, Ms. DiEmanuele spoke to good governance practices in place and the work of Command Centre to take and document decisions and recalibrate where needed as well as the work on a business continuity plan for leaders.

The Board thanked the management team for the substantive updates and had an opportunity to discuss questions related to staff wellness and resilience.

#### **3.2 Executive Committee**

Mr. MacGibbon shared conversations he has had with Ms. DiEmanuele and General Counsel regarding board governance during the time of COVID-19. He referenced a document related to governance advice during COVID-19 and what hospital Boards can be doing.

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Mr. MacGibbon explained that, in the context of the *Emergency Management and Civil Protection Act*, it is in the best interest of the Hospital to establish an Executive Committee as a special committee of the Board. The Executive Committee is to provide sometimes urgent governance oversight and leadership throughout the Pandemic as required.

**WHEREAS** the Government of Ontario has declared an emergency regarding the global COVID-19 pandemic pursuant to the *Emergency Management and Civil Protection Act* (the “Emergency”);

**AND WHEREAS** section 8.6 of the Hospital’s Corporate By-law permits the Board of Directors (the “Board”) to establish a committee to function as an executive committee (the “Executive Committee”) and delegate to the executive committee any powers of the Board;

**AND WHEREAS** in the context of the Emergency it is in the best interest of the Hospital to establish an Executive Committee at this time;

**MOVED** by Ms. Magee and seconded by Mr. Zelenczuk that:

1. The Executive Committee is established as a special committee of the Board, to provide governance oversight and leadership throughout the Emergency, and the five (5) individuals set out below are appointed to serve as the chair (“Chair”) or as a member (“Member”) of the Executive Committee:
  - Alan MacGibbon, Chair (Board Chair)
  - Michele Darling, Member (Board Vice Chair)
  - Karen Wensley, Member (Finance and Audit Committee Chair)
  - Christine Magee, Member (Governance and Human Resources Committee Chair)
  - Nick Zelenczuk, Member (Quality and Program Effectiveness Committee Chair)
2. The Board delegates its full powers to the Executive Committee.
3. Quorum for meetings of the Executive Committee shall be fixed at three (3) members.
4. The minutes of the Executive Committee meetings shall be shared with the entire Board within one (1) week following each Executive Committee meeting, so that the Board as a whole is kept apprised of Executive Committee decisions and maintains the ability to raise concerns.
5. The Executive Committee shall determine its own processes and procedures, and may adopt committee terms of reference from time to time, provided such processes, procedures and terms of reference are not inconsistent with this resolution.
6. The Board retains the power, exercised by resolution: (a) to remove and replace members of the Executive Committee; (b) to impose restrictions on the powers of the Executive Committee; (c) to dissolve the Executive Committee.

**CARRIED**

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### **4.0 Reporting**

#### **4.1 Chair's Report**

Mr. MacGibbon provided the Chair's Report. He indicated that, if a Board committee meeting is required, the committee Chair and Executive Lead would connect to determine appropriate action.

#### **4.2 President & CEO's Report**

Ms. DiEmanuele provided the President and CEO's Report. She thanked the Board for their support at this time. Ms. DiEmanuele also provided a brief update on the OneTHP project, highlighting that two thirds of the team has been redeployed to the COVID-19 response and the remaining team members remain engaged on the project. Ms. DiEmanuele indicated that a separate meeting would be conducted with the Chair of the Priorities and Planning Committee followed by an update to the Board at the next meeting.

### **5.0 Other Business**

No other business identified.

### **6.0 Adjournment**

The meeting was adjourned at 11:20AM.  
Ex-Officio Directors and Management left the meeting.  
The Board of Directors met in-camera.

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Alan MacGibbon, Chair

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Michelle DiEmanuele, Secretary