

MINUTES OF GOVERNANCE COMMITTEE
Monday, September 24, 2007, 9 am to 11 am
314 Harwood Ave 204A, Boardroom

PRESENT: Jean Achmatowicz MacLeod (Chair)
Alex Hukowich (Member)
Eva Nichols (Member)

Foster Loucks (ex-officio)
Nizar Ladak (Associate Member)
James Meloche (Associate Member)

REGRETS: Ms. Novina Wong (Member)

STAFF: Sandi Kendal (Recording Secretary)

58. Call to Order and Quorum:

- Ms Achmatowicz MacLeod called the meeting to order at 9:15 am.
- A quorum was present.
- The Chair of the Board informed the Governance Committee that the successful candidate for the vacant CEO position has accepted the offer of employment. Mr. Loucks thanked Mr. Meloche and Mr. Ladak for their exceptional work this summer in forwarding the objectives of the LHIN with a short staff complement and extended the Board's appreciation to the rest of the Central East LHIN staff.
- Ms. Achmatowicz MacLeod thanked Ms. Nichols for serving as her delegate during the Governance Committee report at the August 10 Board meeting.

59. Agenda:

- The agenda was approved as previously circulated.

60. Minutes

- The minutes of the June 26, 2007 meeting were approved as previously circulated.
- ⇒ Ms. Achmatowicz MacLeod asked that a table of future agenda items be appended to the minutes to delineate the items being carried forward.

61. Board Evaluation and Assessment Tool

- Mr. Loucks provided an update to the Committee on the development of a common performance assessment tool which is being developed by the Chairs' Governance working group and which will be presented in draft form to the Chairs in December 2007. Mr. Loucks will forward the draft template to the Governance Committee for review and adaptation to the needs of the Central East LHIN in January 2008.
- Mr. Loucks shared with the Governance Committee the draft of the revised Board Governance survey developed by the Chairs' Governance working group. The Rotman School has proposed to pilot test the survey in December. The Chairs have recommended that the survey be completed across the 14 LHINs before the end of the Fiscal Year. Mr. Loucks circulated a copy of the draft tool to members of the Committee for their information.
- Ms. Achmatowicz MacLeod asked the Chair of the Board to comment upon the forthcoming update to the Ministry of Health and Long-Term Care on the Board performance assessment as outlined in the 2006-07 Ministry-LHIN Accountability Agreement. Mr. Loucks indicated that a briefing note will be submitted to the Ministry on October 1.
- The Governance Committee agreed that:
 - ⇒ The Committee will review an analysis of the 2006 Rotman Evaluation tool results at a subsequent meeting.
 - ⇒ On behalf of the Board, Mr. Loucks will send a briefing note to the Ministry by October 1, 2007, reporting on the Board and Director performance assessment for the Central East LHIN, in fulfillment of the Ministry required outlined in Schedule C of the Ministry-LHIN Accountability Agreement for 2006/07.
 - ⇒ The Committee will review the individual assessment tool and adapt it to the purposes and needs of the Central East LHIN Board in January 2008.

62. Board-to-Board Engagement

- The Governance Committee had before them a draft discussion paper on Governance in the Central East LHIN: Considerations for Board-to-Board Engagement Activity written by Mr. Meloche, and first circulated to Committee members in March 2007.
 - Using the discussion paper as a starting point, the Committee indicated several expectations for the creation of a Board-to-Board engagement process:
 - The Board-to-Board engagement process must be a priority for the Governance Committee and the Board. Expectations for continued engagement at the Governance level were raised at the three Board-to-Board Governance sessions held for Chairs and Vice-Chairs across the LHIN in September 2006.
 - Any Board-to-Board engagement should complement and not circumvent the Planning Partner structures and broad consultative mechanisms already established across the LHIN.
 - Board-to-Board engagement should be comprised of both a communication function and a strategic operationalization of the LHIN's Strategic Directions. This process should provide an avenue to facilitate the identification of integration opportunities aligned with the Integrated Health Service Plan (IHSP).
 - The process should leverage the structures that have already been established in the LHIN.
 - The Committee agreed that the Board-to-Board engagement process should encompass three components:
 - Purposeful Board-to-Board discussions around integration opportunities facilitated at the nine health planning zones (e.g., Clinical Services Planning)
 - A Governance Leadership Forum (e.g., as part of an annual Planning Partner Symposium)
 - Multi-sectoral Board engagement (e.g., municipal councils, boards of health, school boards)
 - Based upon these three components, the Committee discussed:
 - Expectations for HSP Boards regarding knowledge of the LHIN's Strategic Directions and Planning and Decision-Making Documents
 - Merits of a Train-the-Trainer mode and the identification of HSP Board "Champions"
 - Role of the Collaborative Chairs
 - Development of Board-to-Board communication processes with a focus on sharing information around health system transformation
- ⇒ The Governance Committee have referred the development of an operational plan for Board-to-Board engagement to the CEO based upon the following strategy:

- a. Facilitation of Board-to-Board strategic meetings in each of the 9 Health Planning Zones: An identified "Champion" from one HSP Board in each zone will be invited to Chair the initial meeting. All HSP Boards will be forwarded an information binder in preparation for the initial meeting from the LHIN.
- b. Governance Leadership Forum at the 2008 Symposium: HSP Boards will be expected to report on their progress in identifying integration opportunities and plans to operationalize the LHIN's Strategic Directions.

63. Proposed Governance Toolkit

- Mr. Loucks informed the Governance Committee of an opportunity to participate in the development of a toolkit for Board-to-Board engagement. To date, four LHIN Chairs have expressed interest in the project. Participation in the project would cost \$5000. The Ministry of Health and Long-Term Care have also expressed interest, as have the LHIN Liaison Branch and several Health Service Provider associations.
 - The Governance Committee expressed their reservations with the project, noting that the LHIN is in the process of developing its own comprehensive tools for integration and Board-to-Board Engagement, including the Strategic Directions and the Planning and Decision-Making Frameworks.
- ⇒ Mr. Loucks will request a status update from the Chair of the Central LHIN who is spearheading the project, and will report back to the Committee on the project's potential development.

64. Central East LHIN By-Laws

- The Governance Committee reviewed the proposed By-Laws developed by the Chairs, vetted through the LSSO Legal Counsel, and forwarded to Directors on August 26, 2007 for comment.
- Upon discussion, the Governance Committee identified the following items for clarification:

By-Law 1:

- 1.01: What is the definition of "Officer"?
- 1.02: Does the Minister have the authority of the Minister to approve by-laws that contravene the *Local Health System Integration Act*?
- 4.06: Can sums be levied upon Board members?

- 4.11: Other than the *Local Health System Integration Act*, what other policies exist that guide the open Board meeting process?

By-Law 2:

- 4.08: By which method should the waiver of notice be given?
- 11.09: Will the stipulated requirement for an annual review of the uses of the Closed sessions be incorporated into the survey being developed by the Chairs' Governance Committee.

- The Governance Committee expressed support for several clauses in the Bylaws and endorsed the code of conduct outlined in Section 10 and the regulations in Section 12 directing draft meeting minutes to be circulated to all Board members within 30 days of the Board meeting.

MOTION: Made by Ms. Nichols to recommend that the Board approve By-law 1 and By-law 2, subject to the Chair receiving clarification on the points itemized above by the Governance Committee.

SECONDED BY: Dr. Hukowich

MOTION CARRIED

65. Date of Next Meeting

- The next Governance Committee meeting is scheduled for October 23.

TOPICS FOR FUTURE GOVERNANCE COMMITTEE AGENDAS:

Topic	Deferred to:
Analysis of 2006-07 Board Evaluation	November 2007
Board to Board Engagement	October 2007
Board Education Calendar	January 2008
Board consideration of Planning Partner reports/Action Plans	TBD
Guidelines for HSP deputations to the Board	TBD
Individual Performance Assessment Tool	January 2008
Central East LHIN Diversity Framework	TBD