

## WRHA BOARD OF DIRECTORS MEETING MINUTES

**DATE:** Tuesday, January 24, 2017  
**TIME:** 8:00 am  
**PLACE:** WRHA Board Room - 4<sup>th</sup> Floor - 650 Main Street

**PRESENT: Board Members**

Ms. K. Dunlop, Chair	Mr. D. Lepp (arrived at 8:09 a.m.)
Maj. J. Biggs (via conf call)	Dr. P. Mehta
Ms. J. Byrd (arrived at 8:04 a.m.)	Dr. J. Scanlan
Ms. R. Godin	Mr. G. Steeves (arrived 8:18 a.m.)
Mr. B. Klassen	Ms. S. Stefanson
Ms. K. Kumedan	

**Management Members**

Mr. M. Sussman	Ms. L. Lamont
Mr. R. Cloutier	Mr. G. McLennan
Mr. A. Gunson	Ms. J. Warkentin
Ms. L. Janzen	Ms. L. Dahl, Recorder

**REGRETS:** Ms. V. Flett  
Mr. S. Greenfield  
Mr. D. Johansson

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- 1. Call to Order**  
The Chair called the meeting to order at 8:03 a.m.
  - 2. Statement of Acknowledgement of Indigenous Ancestral and Territorial Lands**  
The Chair read the Statement of Acknowledgement of Indigenous Ancestral and Territorial Lands.
  - 3. Declaration of Conflict of Interest**  
There were no conflicts of interest declared for this meeting, perceived potential or actual.

#### 4. Approval of Agenda

The agenda was reviewed for approval.

***RESOLVED that the WRHA Board hereby approves the agenda as presented.***

***Moved by Ms. Stefanson, Seconded by Mr. Klassen.  
Carried***

#### 5. Board Chair's Remarks

The Chair provided the following remarks:

- The Chair met with the President & CEO to discuss the provincial and sustainability reviews. The Chair will assess the Board's role in these reviews.
- The Chair will meet with the Board Chairs of the various regional stakeholders and non-devolved sites for introductory purposes.
- The Chair and Vice Chair met to review the Board sub-committees and respective memberships which will be reviewed later in the agenda.
- Verna Flett's term will come to an end on March 31<sup>st</sup> and the Chair and Vice Chair will meet to review a replacement.
- The Chair attended a recent LHIG meeting as an observer.
- The Chair's last day with the ARNM (Association of Registered Nurses of Manitoba) is scheduled for February 10, 2017.
- In future, the Board Chair will submit written remarks for each Board meeting.

#### 6. For Approval

##### 6.1 Minutes: Board of Directors Meeting of December 20, 2016

The minutes of the Board of Directors meeting of December 20, 2016 were distributed for approval. The following changes were made to the minutes:

- Page 1 "Attendance":
  - o Lori Lamont and Réal Cloutier were both in attendance at the meeting.
- Page 2 "Declaration of Conflict of Interest":
  - o Ms. Byrd's husband is a consultant with Online Business Systems, a company that Manitoba eHealth contracts with as a designated 3<sup>rd</sup> party supplier.
  - o Dr. Mehta is a landlord for a building from which the WRHA rents space.

The above-noted changes will be made to the minutes before they are posted on the WRHA website.

***RESOLVED that the WRHA Board hereby approves the December 20, 2016 minutes of the Board of Directors meeting, as amended.***

***Moved by Dr. Scanlan, Seconded by Ms. Kumedan.  
Carried***

## 6.2 Summary of Board Resolutions

### Board Appointments

#### Background

In November 2016, the Minister of Health appointed a new Board of Directors for the Winnipeg Regional Health Authority. As such, appointments to each of the following Board Officer roles, Board Sub-Committees and Local Health Involvement Groups are required:

#### 6.2.1 Appointment of Board Treasurer

***RESOLVED THAT the WRHA Board hereby approves the appointment of Bradley Klassen as Board Treasurer.***

***Moved by Ms. Stefanson, Seconded by Ms. Byrd.  
Carried***

#### 6.2.2 Appointment of Board Secretary

***RESOLVED THAT the WRHA Board hereby approves the appointment of Allister Gunson as Board Secretary.***

***Moved by Dr. Scanlan, Seconded by Mr. Klassen.  
Carried***

#### 6.2.3 Appointment of Ex-Officio Board Member: President of the WRHA Medical Staff

***RESOLVED THAT the WRHA Board hereby approves the appointment of Dr. Pravinsagar Mehta as an Ex-Officio Member of the Board, in his role as the President of the***

*WRHA Medical Staff, representing the Medical Staff at the WRHA Board.*

Dr. Mehta recused himself from the meeting for the discussion and vote.

*Moved by Ms. Stefanson, Seconded by Ms. Kumedan.*

*Carried*

Dr. Metha returned to the room after the vote was done.

**6.2.4 Appointment of WRHA Board Representative on the CCMB Board**

***RESOLVED THAT the WRHA Board hereby approves the appointment of Kiran Kumedan as the WRHA Board Representative on the CCMB (CancerCare Manitoba) Board.***

*Moved by Mr. Lepp, Seconded by Ms. Godin.*

*Carried*

**6.2.5 Appointment of WRHA Representative on the HIROC Board**

***RESOLVED THAT the WRHA Board hereby approves the appointment of Karen Dunlop as the WRHA Representative on the HIROC (Healthcare Insurance Reciprocal of Canada) Board.***

The above-noted resolution as put forth, incorrectly states the “appointment” of Karen Dunlop to the HIROC Board, when in fact, the Board can only “nominate” Karen Dunlop to the HIROC Board. The HIROC Board will then make appointments to their Board.

***RESOLUTION AMENDED TO READ AS FOLLOWS:***

***RESOLVED THAT the WRHA Board hereby approves the nomination of Karen Dunlop as the WRHA Representative on the HIROC (Healthcare Insurance Reciprocal of Canada) Board.***

The Chair recused herself from the meeting for the discussion and the vote, asking the Vice Chair to assume the Chair during this time.

*Moved by Ms. Stefanson, Seconded by Ms. Godin.*

*Carried*

Ms. Dunlop returned to the room at 8:15 a.m. and resumed the Chair.

**6.2.6 Appointment of Board Sub-Committee Chairs and Members:**

**a) Executive Committee**

Karen Dunlop, Board Chair

Joanne Biggs, Chair, Quality, Patient Safety and Innovation Committee

Verna Flett, Chair, First Nation, Metis and Inuit Health Committee

Derek Johannson, Chair, Resources Committee

Bradley Klassen, Chair, Audit Committee

Jan Byrd, as Vice Chair of the Quality, Patient Safety and Innovation Committee, was added to Executive Committee.

The Chair noted the previous Board did not have a functioning Executive Committee, choosing instead to utilize the Governance and Nominating Committee as the Executive Committee as well. The Chair advised this Board will follow the By-Laws and separate both the Executive Committee and the Governance and Nominating Committee. A separate motion will be addressed later in the meeting, regarding the Governance and Nominating Committee membership. The Chair will work with the Vice Chair and Mr. Gunson to ensure all necessary functions of both Committees are met.

**b) First Nation, Metis and Inuit Health Committee:**

Verna Flett, Chair

Jan Byrd

Raquel Godin

Judith Scanlan

Shannon Stefanson

**c) Quality, Patient Safety and Innovation Committee:**

Joanne Biggs, Chair  
Jan Byrd, Co-Chair  
Raquel Godin  
Donald Lepp  
Kiran Kumedan

**d) Resources Committee:**

Derek Johannson, Chair  
Stuart Greenfield  
Bradley Klassen  
Gord Steeves

**e) Audit Committee:**

Bradley Klassen, Chair  
Derek Johannson

***RESOLVED THAT the WRHA Board hereby approves the Board Sub-Committee assignments as denoted above.***

***Moved by Mr. Klassen, Seconded by Mr. Lepp.***

***Carried***

**f) LHIGs (Local Health Involvement Groups):**

Joanne Biggs, Downtown/Point Douglas  
Raquel Godin and Judith Scanlan, River Heights/Fort Garry  
Stuart Greenfield, Seven Oaks/Inkster  
Donald Lepp, River East/Transcona  
Gord Steeves, St. Boniface/St. Vital  
Shannon Stefanson, St. James-Assiniboia/Assiniboine South

It was noted that past practice included the appointment of alternate LHIG Liaisons, in the chance that the designated Liaison was unable to attend a LHIG meeting. Consideration will be given to continuing this practice, at a later date.

***RESOLVED THAT the WRHA Board hereby approves the Board Liaisons for the LHIGs (Local Health Involvement Groups) as denoted above.***

*Moved by Ms. Byrd, Seconded by Mr. Klassen.*

*Carried*

Discussion ensued regarding the intention for the creation of the LHIGS, how topics are chosen, how the LHIG memberships are derived, and what the Board's role is at the LHIG meetings. An orientation on the LHIG's will be provided to the Board at an upcoming meeting.

#### **6.2.7 Extension Agreements: Not-for-Profit Personal Care Homes**

##### Background

There is a need for an extension of the current form of Not for Profit Personal Care Home (NPPCH) Service Purchase Agreements, from November 30, 2016 to June 30, 2017. This extension will permit the parties to work through some remaining issues, including some that were just brought to the NPPCH negotiating team by the MARCHE (Manitoba Association of Residential & Community Care Homes for the Elderly) members in their November meeting. The MARCHE negotiators did not have prior knowledge that these items were issues and thus we need some additional time. This will also permit the WRHA time to consider if any changes are required following the KPMG Review.

***RESOLVED THAT, the WRHA Board approves a Fourth Extension Agreement Service Purchase Agreement, extending to June 30, 2017 the service purchase agreements between the not for profit personal care homes, and the WRHA and directs the Chair and President and Chief Executive Officer to sign the Fourth Extension Agreement Service Purchase Agreement on behalf of the WRHA.***

An orientation on the personal care homes will be provided to the Board at a future meeting. Discussion will include the difference between a non-proprietary home vs a proprietary home; funding arrangements; service purchase agreements; accountability of quality of care, etc.

*Moved by Dr. Scanlan, Seconded by Mr. Lepp*

*Carried*

## 6.2.8 Transfer of Debt to the Province (attached)

### Background

From time to time, the Government of Manitoba has requested that the WRHA transfer to the Manitoba Department of Finance the balance of the WRHA's previously approved borrowings. These borrowings are from the WRHA's financial lenders, and the Department of Finance provides the necessary funds to repay those borrowings. The benefits to the WRHA of this arrangement are that it allows for the consolidation of the borrowings, and provides the WRHA with a lower interest rate than is commercially available. The Department of Finance also provides for execution by the WRHA of one or more Promissory Notes in favour of the Government of Manitoba, represented by the Minister of Finance, to repay the consolidated debt at the lower interest rate.

The Government of Manitoba has now requested that a total of \$106,337,953 of existing borrowings by the WRHA be transferred to the Manitoba Department of Finance, effective February 28, 2017.

***RESOLVED that the WRHA Board hereby approves the transfer to the Manitoba Department of Finance on February 28, 2017 of the following approved borrowings:***

- 1. Winnipeg Regional Health Authority, in the amount of \$47,406,841;***
- 2. Winnipeg Regional Health Authority dba Health Sciences Centre, in the amount of \$50,000,000;***
- 3. Winnipeg Regional Health Authority dba Deer Lodge Centre, in the amount of \$1,917,784;***
- 4. Winnipeg Regional Health Authority dba Grace General Hospital, in the amount of \$3,110,981; and***
- 5. Winnipeg Regional Health Authority dba Victoria General Hospital, in the amount of \$3,902,347.***

***Moved by Mr. Klassen, Seconded by Ms. Stefanson.***

***Carried***



***FURTHER RESOLVED that the WRHA Board hereby approves the execution and delivery of the following Promissory Notes as security for the consolidated borrowings being transferred to the Department of Finance:***

- 1. Promissory Note payable by the Winnipeg Regional Health Authority to the Government of Manitoba as represented by the Minister of Finance in the amount of \$47,406,841, with interest thereon payable at the rate of 3.25%, and repayment of such principal sum and interest to be amortized over a period of 15 years;***
- 2. Promissory Note payable by the Winnipeg Regional Health Authority to the Government of Manitoba as represented by the Minister of Finance in the amount of \$50,000,000, with interest thereon payable at the rate of 3.75%, and repayment of such principal sum and interest to be amortized over a period of 30 years;***
- 3. Promissory Note payable by the Winnipeg Regional Health Authority to the Government of Manitoba as represented by the Minister of Finance in the amount of \$1,917,784, with interest thereon payable at the rate of 3.25%, and repayment of such principal sum and interest to be amortized over a period of 15 years;***
- 4. Promissory Note payable by the Winnipeg Regional Health Authority to the Government of Manitoba as represented by the Minister of Finance in the amount of \$3,110,981, with interest thereon payable at the rate of 3.25%, and repayment of such principal sum and interest to be amortized over a period of 15 years; and***
- 5. Promissory Note payable by the Winnipeg Regional Health Authority to the Government of Manitoba as represented by the Minister of Finance in the amount of \$3,902,347, with interest thereon payable at the rate of***

*3.25%, and repayment of such principal sum and interest to be amortized over a period of 15 years.*

*Moved by Mr. Klassen, Seconded by Ms. Kumedan.*

*Carried*

***FURTHER RESOLVED*** that the WRHA Board hereby authorizes the following officers to sign and deliver these Promissory Notes on behalf of the WRHA:

- a) any one of the Board Chair or Vice Chair; together with*
- b) any one of the WRHA Chief Executive Officer, WRHA Chief Operating Officer or the WRHA Chief Financial Officer.*

*Moved by Dr. Scanlan, Seconded by Ms. Stefanson.*

*Carried*

General discussion ensued regarding issues related to the Transfer of Debit to the Province.

As noted above, the following resolution was added to the agenda as follows:

**6.2.6 Appointment of Board Sub-Committee Chair and Members - Governance and Nominating Committee**

Karen Dunlop, Board Chair

Joanne Biggs, Chair, Quality, Patient Safety and Innovation Committee

Jan Byrd, Vice-Chair, Quality, Patient Safety and Innovation Committee

Verna Flett, Chair, First Nation, Metis and Inuit Health Committee

Derek Johannson, Chair, Resources Committee

Bradley Klassen, Chair, Audit Committee

***RESOLVED THAT*** the WRHA Board hereby approves the assignments of the Chairs and Vice-Chairs of the Board Sub-Committees, to the Governance and Nominating Committee as denoted above.

**7. In Camera Session**

The meeting was adjourned to the In-Camera Session at 9:10 a.m.

A break was taken in the In-Camera Session at 10:00 a.m. and reconvened to the In-Camera Session at 10:12 a.m. The meeting moved out of In Camera to the Open Session at 10:35 a.m.

**8. Board Education**

**8.1 Flow (Lori Lamont)**

A copy of the “Flow Strategy” document was distributed with the agenda for information. Ms. Lamont provided an overview of the document, explaining it as a framework to drive improvement in patient flow. Discussion ensued on the 45% of the ED visits that could have been addressed through other care options. Protocols are being developed for staff and the public on when to utilize other options such as primary care and when to use EDs.

An orientation on access to Primary Care will be presented at a future Board meeting.

**8.2 Performance Dashboard (Lori Lamont)**

Ms. Lamont provided an overview of the performance dashboard, noting that the in-patient experience and ED in-patient experience are both improving. The Rapid Assessment Zone is working well in terms of reducing wait times in the ED, and the region has exceeded their target to reduce ED length of stay (LOS) for this year.

LOS continues to increase for those in acute phases of illness and increase in people waiting for other options such as personal care homes.

By April 1<sup>st</sup>, it is anticipated that the reporting timeline for both ED data (via EDIS) and in-patient data (once it is done in-house vs reporting only through CIHI), will be current.

A brief overview was also provided on the Violence Prevention Training and Engagement Survey results. A more fulsome presentation can be provided to the Board at a later date.

### **8.3 Quality and Patient Safety**

This item was deferred to a future Board meeting.

### **9. For Information: Report on Regional Activities**

A copy of the Churchill Health Centre presentation was provided for information. Discussion on this presentation was deferred to a future Board meeting.

### **10. Adjournment**

The meeting was adjourned at 11:34 a.m.

### **11. Private Meeting of the Board and the President & CEO - In Camera Session**

A private meeting of the Board and the President & CEO commenced.

### **12. Private Meeting of the Board- In Camera Session**

A private meeting of the Board was held.