



Listowel Wingham Hospitals Alliance Board of Directors Board Retreat

Saturday March 28, 2015

Wingham and District Hospital

Terrace Room

0830 Hours

PRESENT: Amy Miller, Chair
Andy McBride
Trevor Seip
Helen Rintoul
Marg Carswell
Marc Pittock
Gord Hunt
Penny Mulvey
Gladys Peacock

Blair Burns
Kris Dekker
Krishna Beharry
Rosemary Rognvaldson
Bert Johnson
Marilyn Nichol

STAFF PRESENT: Karl Ellis
Angela Stanley
Brent Boshart
Tim Lewis
Jennifer Johnston

ABSENT: Craig Coghlin
Bob Johns

Tom Soltys
Dr. A. Qureshi

Dr. R. Latuskie
Dr. G Antoniadis

WELCOME, APPROVAL OF AGENDA AND MINUTES

Amy welcomed everyone on this chilly sunny morning and thanked everyone for coming.

Moved by: Gladys Peacock

Seconded by: Penny Mulvey

THAT the LWHA Board of Directors approve the Board Retreat Agenda as amended:

Added

- Board Retreat Minutes of April 5th, 2014

MOTION CARRIED

Moved by: Kris Dekker

Seconded by: Rosemary Rognvaldson

THAT the LWHA Board of Directors approve the Board Retreat Minutes from April 5th, 2014 as amended:

- Remove Kris Dekker's name from the present list
- On page 3 the paragraph corrected to read - Board members checked their egos at the door before putting their name forward to the Board
- On page 6 corrected to read - In certain circumstances our volume is increasing however funding remains the same or is decreasing

MOTION CARRIED

DISCUSSIONS:

- The discussions that are being held today are very much Board decisions, senior leaders are here to help facilitate the discussions and answer questions.
- Karl presented the “One Board” Considerations presentation that was included in the package
 - Karl gave a synopsis of the Alliance Status
 - Discussions around Why One Board were held
 - What improvements are we trying to focus on instead of what problem are we trying to solve?
 - It's our duty to periodically look ahead to see if we are on the right track
 - We have to think a little more broadly – what structure is going to work great to have us working as a team
 - The Board is currently too big with 24 members – 9 to 17 members is recommended
 - Taking on the role of Chairs has been challenging
 - We have 1 CEO, 1 Leadership team reporting to 2 Boards – We have 1 Clinical Team reporting to 2 MAC's
 - How does 1 bank account work? How do we keep the 2 corporations separate with 1 bank account?
 - We can keep 2 bank accounts and still govern the corporations with 1 Board.
 - The billing between hospitals has been simplified – we are now reconciling at the end of the year instead of month to month
 - If we move to 1 payroll then we will have 1 bank account
 - There are a lot of things we can do to harmonize things
 - Some funding envelopes at risk if we join the corporations
 - Is the motion from 2014 still valid for today's gathering?
 - Yes, but we need to understand what 1 Board of Directors means. If I am a Board member am I representing both Communities?
 - Is it 1 Board that sits and acts as a governing body for 2 corporations or a joint Board with delegated powers from the 2 corporate boards?
 - Currently, we haven't delegated any powers to a joint Board, although we hold board discussions as if we were one board.
 - The Executive committee comes close to a joint Board – we sit as one committee and make recommendations to 2 Boards
 - We should do an addendum to our existing agreement and put a clause in it regarding delegating powers
 - We could maybe take a step back as community representatives and look into what's best for the Board. We need to think about what the community will think if we switch the Board structure and the closed vs open membership all in one year. It may not go over very well.
 - The voting member list is not that long in Listowel but in Wingham it's bigger. Last year a union member bought a number of

memberships just prior to the annual meeting. Interest groups seeking to influence the annual meeting is a potential consequence of not changing to a closed membership.

- How do we go about identifying new Board members? Listowel's By-Laws recruit within a 40 km radius and Wingham's By-Laws are by zones. Wingham is hindered by the zones. If we close the membership and all of the new Board members are from Teeswater then we haven't done our job very well. It hasn't always been easy to find people in the zones.
- What advantage does recruiting specifically from Brussels have over recruiting from 40 km's of Wingham? The idea of the zones was to keep it balanced. We are a community hospital serving these areas so the purpose of the By-Law was to have the community making decisions. Is the Listowel By-Law causing detriment by not having the zones like Wingham? Listowel is running just fine without the zones.
- If we went to a closed membership can we compromise that the life members get grandfathered in? Or if we stay at an open membership can we change the By-Laws to make life members non-voting members? Many of the life members became life members to have a vote.
- An unofficial vote was held and it was apparent that some of the Board members were uncertain if they wanted an open or closed membership. Ideally we still want to engage the community. Can we do that in a more robust way? If we do change to a closed membership it's not easy to change back so we have to be certain.
- The type of Board model desired was debated
- Auxiliary representation – may be a better fit on the Foundation Board rather than the Hospital Board since the auxiliaries' and the foundation's focus is to raise money for the hospital. A yearly presentation to the Hospital Board would be good idea.
- Will the changes be coming this year? We might want to have a Community Forum to explain to the community what is going on or alternatively, we could present the ideas of 1 Board and the changing of the zones in Wingham at the AGM?
- 1 Chief of Staff is a future objective of the LWHA Board.
- We can move forward with undertaking a joint credentialing process. Physicians would only have to fill out one set of credentialing papers and end up with privileges at both sites – shifts will not have to be accepted at both sites.
- Geographic vs Skills Based Board Recruitment
- We will choose the best person for the job over the postal code
- There is a big overlap if we go with a 40 km radius at both sites because Wingham and Listowel are fairly close together
- The overlap does give you some flexibility
- There is a clear consensus on forming one board.
- Bylaw amendments to be presented at the 2015 Annual Meeting:
 - Eliminate the auxiliary from the ex-officio board position.
 - Decrease the number of directors by 1 from each site
 - Change the WDH geographical region to at large
- Proposed governance changes anticipated for 2016

- Propose a joint Board with 6 elected representatives from each service area
- Creation of a joint Executive committee – the Chair will be from one corporation and the Vice Chair will be from the other corporation with one Treasurer. These roles are expected to alternate between sites. A 4th executive position (past chair, 2nd vice, secretary etc.) could be created.
- The Board has recommended that Karl look into the options with the help of legal advice
- The need for a Local Advisory Committee will be determined based on the needs of the Community. Based on the success of our community forum, the board feels that there are numerous ways to successfully engage the community.
- Board Committees will be determined at a later date. A short discussion was held regarding the merits of a Committee of the Whole system.
- Finances – what will be the options for the joint Board? If we have separate corporations, incremental changes will be considered such as moving to a single payroll.
- Labour Relations – ultimately we would like to see fewer bargaining units in the Alliance. Incremental changes such as negotiating cross site positions will be the approach.

NEXT STEPS:

- Reviewing timing of our proposed By-Law changes – this coming AGM we would like to propose that:
 - Eliminate Auxiliary representative on the Board
 - Eliminate Wingham zone or ward system and use Listowel's wording
 - Reduce the Board to 7 members from the current 8

Amy thanked everyone for coming

Karl thanked everyone for the open and honest communication

ADJOURNMENT:

Moved by: Penny Mulvey

Seconded by: Bert Johnson

THAT there being no further business the LWHA Board of Directors Board Retreat be adjourned at 1327 hours.

Amy Miller, Chair

Karl Ellis, Secretary