



**BOARD OF DIRECTORS MEETING MINUTES**

Friday, May 12, 2017 at 9:00 a.m.  
RBC Convention Centre, Winnipeg, MB

**Attendance:**

J. Cox	S. Gauthier	L. Manning	M. Montanti
H. Unruh	P. Van Caesele	R. Van Denakker	A. Wilgosh
B. Wright			

**Regrets:**

G. McLennan			
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**Staff:**

C. Conway	D. Humphrey	A. Kabani	P. Kresta
J. Slater	G. Whitehill	C. Burns	

**APPROVAL**

**Call to Order**

DSM has had discussions with government regarding board vacancies, board appointments, and director renewals.

**Approval of Agenda**

Agenda accepted as distributed. No conflicts were declared

**Approval of Board Minutes and Conflict of Interest**

Move to approve the minutes of March 10, 2017.

MOVED: M. Montanti

SECONDED: H. Unruh

***CARRIED.***

**Strategic Discussion - Where do we go from here?**

The Balanced Budget Plan (BBP) was submitted on March 31, 2017 and is under review. The Board does not meet before the June 1 due date for the Annual Health Plan (AHP), so approval will be by special board meeting (subsequently confirmed for teleconference on May 26, 2017). The Annual Report is due September 30, 2017 as well as the strategic plan revised through 2017.

R. Van Denakker, J. Slater and J. Cox were part of a planning day facilitated by Saskatchewan Health around Saskatchewan’s planning practices and how they align themselves with a single priority, ER wait times. P. Kresta attended a working group meeting with other the WRHA and the other regions. Plans are under development and DSM is in alignment with each of the regions.

## **Standing Reports (Oversight)**

### **Board Chair Report**

The Review of The Personal Health Information Act is being undertaken by Government, DSM is making submissions and this will be open to the public.

Manitoba Health, Seniors and Active Living (MHSAL) Performance Expectations: A letter from ADM regarding Surgical Pathology turn-around time (TAT), having been identified as a critical key performance indicator, that the Board is now requested to undertake performance reviews on an ongoing basis. Quarterly reports to MSHAL beginning June 2017 have been requested and should include substantiation of current TAT performance and initiatives and targeted timelines to improve performance are to be identified.

A letter was received from the Human Rights Commissioner. A reply is being worked on by senior staff that will go out under A. Wilgosh's signature.

The Minister sent a letter congratulating DSM on its recent surprise CAP visit and accreditation.

### **Senior Management Team (SMT) Report**

Included in pre-distributed Board package, Accepted as circulated.

There were five contracts approved by the Executive committee due to short turn-around times. The committee review was very thorough and were presented for the board's information.

### **Executive Committee Approved**

- GE – Master Service Agreement - 5 year Contract Extension, Incremental Value: \$5,427,523, Cumulative Value: \$10,187,854
- Ortho - Rural chemistry equipment, service and consumables 6.5 month Extension, Incremental Value: \$990,000, Cumulative Value: \$9,600,000
- Christie Innomed - Master Service Agreement – 5 year Contract Extension: Incremental Value: \$3,082,115, Cumulative Value: \$6,364,132
- Multi Vendor - Microbiology Products – 1 year contract extension, Incremental Value: \$238,200, Cumulative Value: \$2.4 million
- Agilent Technologies - Automated Stainer – Artisan – 3 year contract extension, Incremental Value: \$635,360, Cumulative Value: \$2,003,081

### **Board Approval Required**

Multi Vendor Award - General Lab Supplies - addition to the contract, Incremental Value: \$12,184, Cumulative Value: \$ 3,175,169

Move to approve the addition to the multivendor contract for general laboratory supplies to be signed by CEO.

MOVED: R. Van Denakker

SECONDED: P. Van Caeseele

**CARRIED.**

DSM has responded publicly with the OAG MRI audit. DSM participated in the press conference with WRHA.

### **Quality and Patient Safety (QPS) Committee Report**

The board congratulated DSM staff on the format and results of the regular quality indicators report. The report contains an addendum on pathology TAT, which provides the data also required by MHSAL. DSM is working to ensure vacations and CME do not impact TAT.

The Committee has been hearing follow up reports from disciplines (pathology, DI) with Transfusion Medicine to provide follow up. Next for discussion is genomics and genetic testing.

Move to accept the Quarterly QPS Committee Report as presented.

MOVED: P. Van Caeseele

SECONDED: S. Gauthier

**CARRIED.**

### **Finance Committee Report**

Catherine Burns, DSM Director of Financial Planning was in attendance and is leading the development of the AHP. The Financial Forecast is close to final but is still under audit. DSM has also implemented the new global funding model. The Board directed Management to develop a balanced budget for the 2018-19 AHP, with scenarios of best case and worst case including mitigation, including major assumptions.

### **Governance (Foundational Factors)**

#### **Governance Committee Report**

The Committee met and has brought forward HIROC evaluation forms for content and recommends that we use these for the Board's own yearly board and monthly board meeting evaluations. The monthly board meeting evaluation will be trialed for six months beginning in June, with completed evaluation's being handed in directly to the Board chair who would report on results the following meeting. D. Humphrey will recreate the forms using DSM templates. The Committee discussed board member evaluations and are not convinced that it's required as there is a Governance manual that contains expectations of board members (See section 2.7). It's proposed that a process is put in place where concerns with individual board members are raised with the Chair. If the concern is about the Board chair then the concern is raised with the Vice Chair. It is also recommended to include this section into the new member orientation as well as any protocol around the process.

A. Wilgosh acknowledges J. Cox's last meeting is today. On behalf of the Board, A. Wilgosh thanks J. Cox for the admirable job she's done. Her leadership, insight and active participation has been valued and her sense of humor and smile will be missed.

KRI and KPI Dashboards

Performance Indicators dashboard is deferred pending 18/19 AHP.

**Board Q and A Session**

**In-Camera Session**

**Adjournment**

***Next Meetings: June 9, 2017 – RBC Convention Centre***

*Strategic Discussions for June*

DSM Board status as of May 12, 2017

**2016/2017 DSM Board of Directors:**

- **Ms. Arlene Wilgosh (Chair)**
- **Dr. Shaun Gauthier**, Chief Medical Officer, Prairie Mountain Health
- **\*Ms. Jean Cox**, Assistant Deputy Minister of Regional Programs and Services, Manitoba Health, Seniors and Active Living (MHSAL)
- **\*Dr. Helmut Unruh**, Surgery Lead, Department of Surgery, CancerCare Manitoba
- **\*Mr. Lee Manning**, Executive Director, Manitoba Association of Health Care Professionals
- **Mr. Glenn McLennan**, Chief Financial Officer, Winnipeg Regional Health Authority
- **\*Mr. Martin Montanti**, Vice-President of Corporate Services, Southern Health Santé-Sud
- **Mr. Ron. Van Denakker**, Chief Executive Officer, Interlake-Eastern Regional Health Authority
- **\*Dr. Paul Van Caesele**, Director, Cadham Provincial Laboratory
- **\*Dr. Brock Wright**, Senior Vice-President Clinical and Chief Medical Officer, Winnipeg Regional Health Authority
- Vacant
- Vacant
- Vacant

\* Term expired March 31, 2017

*Interpretation: as term expiry is not specifically identified as a cause for "vacation of office"; members whose term expired on March 31, 2017 shall continue as directors until one of 8 a, b, c or d applies.*

DSM Bylaw

**BOARD OF DIRECTORS**

7.

- a) **Composition:** The board shall consist of up to 13 individuals appointed by the Minister from time to time as the sole member of the Corporation as follows:
  - i. A Board Chair;
  - ii. Two (2) MHHLS officials;
  - iii. One (1) CancerCare Manitoba (CCMB) official;
  - iv. One (1) senior official from each of the four Rural and Northern Regional Health Authorities and two senior officials from the Winnipeg Regional Health Authority; and
  - v. Up to three (3) individuals, who are not MHHLS, Regional Health Authority, Diagnostic Services of Manitoba or CancerCare Manitoba officials.
- b) **Term of Office:** The term of office of a Director shall be no more than three (3) years and shall be determined by the Minister.

amended 13/04/2013

8. Vacation of Office: The office of a Director shall be automatically vacated if a Director:

- a) Resigned his or her office, and any resignation of a Director shall be effective at the time it is sent in writing to the Corporation or at the time specified in the resignation, whichever is later.
- b) Appointed under clauses 7(ii), (iii) or (iv) ceases to be an MHLS, CancerCare Manitoba or Regional Health Authority official as the case may be.
- c) Dies.
- d) Is removed from the Board by the Minister.

amended 07/04/2011