

Meeting Notes from the Joint Transition Committee

January 16, 2014

7 pm – 9 pm

The Scarborough Hospital, Birchmount Campus, Lecture Theatre

Participants:

Joan Wideman (Co-Chair), Steve Smith, (Co-Chair), Rik Ganderton (tele-con), Robert Biron, Lyn McDonell, Valerie Carter, Janet Dalicandro, Christian Buhagiar, Dr. Tom Chan, Dr. Dov Soberman, Fred Clifford (tele-con), Doug Melville, Graeme McKay, Dr. Naresh Mohan, Dr. Henry Huang (tele-con), Deborah Hammons

Advisors:

Michael Watts (Osler), Lynne Golding (Fasken), Brent Wyatt (Deloitte), Jamie Samograd (KPMG), Kelly Aizicowitz (StrategyCorp)

Observers:

Holly-Ann Campbell, Dave Brazeau

Regrets: Dr. Tim Sproule, Dr. Amir Janmohamed, Jay Kaufman

Recorder: Yvonne Ragnitz

1.	Welcome and Introductions
	<p>Steve Smith welcomed the members of the Joint Transition Committee (JTC) to its first meeting and indicated that both he and Joan Wideman will Co-Chair the meeting.</p> <p>Introductions were made by all in attendance.</p>
2.	Code of Conduct, Confidentiality and Conflict of Interest Form
	<p>The <i>Confidentiality and Declaration of Conflict of Interest</i> form was pre-circulated and JTC members were requested to complete the form and submit it to Yvonne Ragnitz.</p>
3.	Update from Board Chairs
	<p>Joan Wideman provided the following update to JTC members:</p> <ul style="list-style-type: none"> • She is very proud of what the TSH and RVHS teams have accomplished to-date • There has been a delay in the process over the holiday season, and she is looking forward to the teams re-engaging • The RVHS Board is very supportive of the facilitated integration and is very committed to transparency <p>Steve Smith provided the following update to JTC members:</p> <ul style="list-style-type: none"> • The TSH Board is also very supportive of this process as they feel it's the right thing to do for the patients of Scarborough and west Durham

	<ul style="list-style-type: none"> RVHS and TSH had an effective, cordial relationship during phase 1 and he is looking forward to continuing the work
4.	Review of Draft Terms of Reference for the Joint Transition Committee
	<p>The draft Joint Transition Committee Terms of Reference (version 8) was pre-circulated in the agenda package and discussion took place regarding the JTC purpose and membership.</p> <p>The CEOs and legal advisors will identify the process to receive and review the due diligence reports taking into consideration solicitor-client privilege. Each hospital was to consider their position on the matter for the next JTC meeting.</p> <p>The target date for the Transition Phase work to be completed was discussed and it was reported that the legal advisors have been tasked with refreshing the Critical Path. This will be presented at the next meeting of the Joint Transition Committee.</p> <p>It was agreed that the Joint Transition Committee will meet every Tuesday, alternating at all four hospitals locations. Flexibility around the time of the meetings was agreed to given pre-existing Board and Committee meetings.</p> <p>The Preferred Integration Plan Report suggested sub-committees of the JTC be established to oversee the work relating to governance, human resources, due diligence and by-laws. Membership on these working groups would include individuals from the Board, senior team and physician representatives.</p> <p>The CEOs will draft the Terms of Reference for the sub-committees and these will be brought forward for discussion at the next meeting of the Joint Transition Committee. Work plans for the sub-committees will also be developed by the CEO and legal advisors.</p> <p>Members of the Joint Transition Committee agreed to accept the Terms of Reference in principle with refinements being brought forward to the next meeting.</p>
5.	Advocacy Update
	<p>MPP Meetings with Physicians: An update was provided on the meetings with MPPs and physician leaders which took place in early December. The meetings were quite positive. The meeting notes will be shared with the CE LHIN and TSH Medical Staff Association President and Vice President.</p> <p>The importance of these meetings was emphasized as well as ongoing engagement with the MPPs.</p> <p>Pre-capital submission: Subsequent to the November 27, 2013, CE LHIN Board meeting, TSH and RVHS began preparing a pre-capital submission to the MOHLTC. The submission will be finalized shortly.</p> <p>A meeting has been scheduled with the MPPs for January 20, 2014, to inform them that the pre-capital submission is being presented and discussed at the January 22, 2014, CE LHIN Board meeting. Due to low attendance of the MPPs on January 20th, Robert Biron and Rik Ganderton have agreed to contact them individually to discuss the matter.</p> <p>It was acknowledged that support from the MPPs is very important and they must be kept apprised of this issue on an ongoing basis.</p>

	<p>Funding Support from the CE LHIN and MOHLTC: TSH and RVHS have submitted a request to the MOHLTC for funding support. This is still in progress. Deborah Hammons agreed to schedule a follow-up meeting between the CE LHIN, MOHLTC and the CEOs from TSH and RVHS.</p>
6.	Status Update for Resources/Support
	<p>It was reported that all advisors are in place except for the facilitator supporting the Joint Transition Committee. A Request for Services was issued by invitation and proposals are due on January 21, 2014. Selection is expected by the end of the week of January 20th with the firm commencing their work the following week.</p>
7.	Due Diligence Work Plans
	<p>Financial: Brent Wyatt (Deloitte) and Jamie Samograd (KPMG) agreed that the financial due diligence work plan is sufficient and appropriate to meet the needs of the two hospital Boards and the Joint Transition Committee.</p> <p>Legal: Michael Watts (Osler) and Lynne Golding (Fasken) agreed that the scope and process outlined in the legal work plan is adequate to meet the needs of two hospital Boards and the Joint Transition Committee.</p>
8.	Other Business
	<p>Key Messages:</p> <ul style="list-style-type: none"> • Both TSH and RVHS Boards of Directors are committed to the transition process • The JTC will continue with this work over the next months, with a priority on putting patients first • We look forward to continuing to engage with our staff, patients, and communities <p>Members of the Joint Transition Committee are to refer any questions they may be asked about the merger activities to the Chairs and CEOs.</p> <p>Meeting notes will be publicly posted after they are approved at the following meeting of the Joint Transition Committee.</p> <p>Yvonne Ragnitz and Christine Pember will develop a meeting schedule.</p>
9.	Meeting Close
	<p>The meeting closed at 9 pm. The next meeting will take place on January 28, 2014.</p>