

Meeting Notes from the Joint Transition Committee (JTC)

February 25, 2014

6:30 pm – 9 pm

Rouge Valley Health System, Ajax Pickering Campus, Conference Rooms B/C

Participants:

Joan Wideman (Co-Chair), Steve Smith, (Co-Chair), Rik Ganderton, Robert Biron, Valerie Carter, Dr. Dov Soberman, Doug Melville, Dr. Naresh Mohan, Dr. Henry Huang, Deborah Hammons, Dr. Amir Janmohamed, Jay Kaufman, Fred Clifford, Dr. Elaine Yeung, Christian Buhagiar, Lyn McDonell, Janet Dalicandro, Dr. Tom Chan

Advisors:

Michael Watts (Osler), Lynne Golding (Fasken), Kelly Aizicowitz (StrategyCorp)

Staff:

David Brazeau, Holly-Ann Campbell

Regrets:

Graeme McKay

Recorder:

Christine Pember

1.	Opening Business
	<p>Welcome Joan opened the meeting at 6:30 pm and welcomed those present.</p> <p>Declaration of Conflicts of Interest None declared.</p> <p>Approval of Meeting Notes from Previous Meeting The meeting notes of February 11, 2014, were reviewed and approved by consensus. The notes will be changed accordingly to reflect the correct location of the February 11th meeting.</p> <ul style="list-style-type: none"> • Dr. Soberman raised concern on the decision made at the last JTC meeting with respect to the location of the head office of the merged corporation. This will be discussed under the “Letters Patent” agenda item. <p>No additions were made to the Agenda.</p>
2.	Update from Board Chairs
	<p>Joan Wideman provided the following update to JTC members:</p> <ul style="list-style-type: none"> • RVHS board met on Wednesday, February 19th to review TSH’s due diligence report. There are some elements that are outstanding but no material matters. • The RVHS Board also met on February 25th and received further information with respect to the merger.

	<p>Steve Smith provided the following update to the JTC members:</p> <ul style="list-style-type: none"> • TSH had a Board meeting on February 24th and discussed due diligence on Rouge Valley. They requested further clarification on some items but no material matters. The TSH Board subsequently passed a motion delegating the Board Chair and CEO to distribute final reports to the Board on February 28, 2014.
3.	<p>Stakeholder Engagement/Communication Plan</p>
	<p>Community Roundtable Update: On February 20, 2014 THS and RVHS conducted a roundtable session with 25 members of the hospital community including members of RVHS’s CAG and TSH’s CAC to discuss best practices for developing a new community engagement framework. Attendees were provided with an overview of the merger process, including the development of a new CAC. The existing community engagement frameworks, that could inform the development of such a new framework for the merged hospital corporation, was also shared.</p> <p>Key points by participants included:</p> <ul style="list-style-type: none"> • Use of a broad variety of engagement techniques; • Ensuring diversity in community engagement practices; • Feedback mechanisms in the hospital; and • Informing and educating the community as a consistent level of engagement by the hospital. <p>CEO Communication Update: The MPP call on February 21st conducted by the CEO’s went very well. The one-pager outlining the planning and design grant process was shared with them. They were keen, interested and were in the process of sending a supportive letter to the Minister. The CEOs have a meeting with a Senior Policy Analyst from the Minister’s office on Wednesday, February 26th. There’s been some engagement with staff in the Provincial Capital Branch with respect to unspent grants. The one-pager was also shared with staff in the Capital Branch.</p> <p>Deb Hammons advised that she and Wayne Gladstone recently met with the Deputy Minister and staff. They went over the status of the submission and were informed that there were several important meetings taking place this week. At this point, there has not been a definitive answer on the submission.</p> <p>Progress Report: An update on activities was provided to-date. Teletown halls are scheduled on February 26th, February 27th and March 5th. The News Advertiser article on the teletown halls will be shared with JTC.</p> <p>The Ontario Health Coalition (OHC) held a session at Queen’s Park talking about the costs of the merger. The Scarborough Health Coalition is a delegation at the CELHIN Board meeting on Wednesday, February 26, 2014. The Chinese Outreach Committee press conference is scheduled for February 26, 2014. All members of the Boards from TSH and RVSH were invited.</p>
4.	<p>JTC Sub-Committee Reports</p>
	<p>JTC Human Resources Sub-Committee Update The Committee has met on two occasions and will meet again on February 26, 2014. A draft Human Resources Transition Plan was circulated to the members. It contained principles to guide the process and laid out legal considerations, investments, gaps, barriers and risks. As part of the mandate, one of</p>

	<p>the thoughts was to engage the Chiefs of Staff in a second framework that they would help populate to address concerns unique to medical staff. Culture and change management will be essential for the two corporations going forward. It was suggested that an audit or assessment of cultures where gaps can be identified be carried out. Further discussions will take place at the next sub-committee meeting.</p>
5.	<p>Governance Issues</p>
	<p>Draft Amalgamation Agreement and Letters Patent: The Letters Patent have been updated to reflect the changes discussed at the last JTC meeting.</p> <p>Further to Dr. Soberman’s request, it was clarified that the designated head office for the merged corporation. It was clarified that this is merely a mailing address for legal matters, not where the hospital administration will be located – that will be determined by the new organization.</p> <p>JTC members then discussed and provided their views on including integrative medicine in the Objects in the Amalgamation Agreement and Administrative By-laws. Following a full discussion, consensus was reached to make all of the Objects of the corporation high level and generic. Legal counsels were tasked to re-draft the By-Law to reflect the discussion.</p> <p>Administrative By-Law A request from RVHS was tabled to consider how best to recognize current Honorary Directors in the merged corporation structure. The JTC Governance Sub-Committee was asked to further explore options and report back to the JTC.</p> <p>Critical Path and Resolutions A revised critical path was circulated. Lynne reminded everyone that the Boards will be passing resolutions, approving By-laws and approving the Amalgamation Agreement all subject to conditions and procedural items including capital grant support from the government. March 15th hospital Board meetings will be the final date where final decisions and “clean” motions will be addressed.</p> <p>Professional Staff By-Law The process of revising the Professional Staff By-law continues. The By-law will be updated further based on the Joint MSA/MSS meeting on February 26th, TSH’s MAC meeting on February 27th and RVHS’s MAC meeting on March 7th. It was clarified that the Credentialing Policy still needs to be drafted and presented to the JTC as part of the Professional Staff By-Law. An initial draft of the Policy will be considered at the March 4th JTC meeting.</p>
6.	<p>Independent Directors (In Camera)</p>
	<p>An independent Director session was not held but one will be held at the JTC meeting on Saturday, March 1, 2014.</p>
7.	<p>Other Business</p>
	<p>Key Messages</p> <ul style="list-style-type: none"> • The JTC is continuing to have productive discussions on a community engagement framework, and the administrative and staff bylaws • The professional staff bylaws are posted for comment, and we look forward to comments and feedback • Both hospital Boards are meeting next week to discuss next steps regarding the merger

	<ul style="list-style-type: none">• We are hosting three teletown halls; on Wednesday and Thursday of this week, and next Wednesday, March 5th• To ensure your participation, please sign up at www.leadingforpatients.ca
8.	Meeting Close
	<p>The meeting closed at 9:40 pm. The next meetings are scheduled as follows:</p> <ul style="list-style-type: none">• Saturday, March 1, 2014 at 8:30 a.m. at TSH Birchmount Campus; and• Tuesday, March 4, 2014 at 6:30 p.m. TSH Birchmount Campus.