

Meeting Notes from the Joint Transition Committee

March 1, 2014

8:30 am – 12 pm

The Scarborough Hospital, Birchmount Campus, Lecture Theatre

Participants:

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

Guest: Dr. Jordan Cheskes

Advisors: Michael Watts (Osler), Lynne Golding (Fasken)

Regrets: Valerie Carter

Recorder: Yvonne Ragnitz

1.	Welcome and Introductions
	<p>Steve Smith called the meeting to order at 8:35 am. An Update from the Governance Sub-Committee was added to the agenda.</p> <p>No conflicts were raised. Dr. Jordan Cheskes was invited to attend the JTC to provide an update on the Joint MSA/MSS meeting that took place on February 26, 2014. It was noted that Dr. Cheskes served on the Integration Leadership Committee and had signed the Conflict of Interest and Confidentiality Agreement at that time.</p> <p>The JTC meeting notes from February 25, 2014, were approved by consensus with the following amendment:</p> <p>The second sentence, third paragraph in section #5, Governance Issues, Draft Amalgamation Agreement and Letters Patents will read as follows:</p> <p>“Following a full discussion, consensus was reached to make all of the Objects of the corporation high level and generic.”</p>
2.	Update from Board Chairs
	<p>Joan Wideman and Steve Smith provided the following update:</p> <ul style="list-style-type: none"> • A recommendation was made from the RVHS and TSH Chairs and CEOs to list the Head Office of the new corporation at a legal office rather than one of the hospital sites. This was approved by consensus. • RVHS and TSH Board meetings are scheduled for March 3 and 4 respectively at which time the Boards will receive the amalgamation documents.

The CEOs provided an update on a meeting they attended at the office of the Minister of Health and a subsequent conversation with two MPPs regarding the pre-capital planning submissions, specifically the importance of the approval of the capital grant for the planning phase.

3. Professional Staff By-Law:

MSA/MSS Overview Update:

Approximately 80 – 85 physicians attended the joint meeting of the MSA and MSS with the focus of the meeting being about the Professional Staff By-Law for the new corporation. Highlights of the discussion include the following:

- TSH physicians were in agreement to use the RVHS By-Law as a template for the new Professional Staff By-law.
- Concerns were raised about the time commitment required for the Chief of Staff position
- The selection process of Department Chiefs at RVHS and TSH are different. JTC will need to address this in the By-Law
- Physicians with privileges at both sites at TSH and RVHS, will be automatically privileged with the new hospital corporation by virtue of the relevant legislation
- Many physicians agree with the merger under certain conditions, such as the approval of the capital planning grant.
- Protecting physician privacy in the credentialing process was a concern raised by the physicians. It was suggested that a sub-committee post-merger be struck to address this issue.

Dr. Elaine Yeung reported that physicians are well informed about the merger.

Chiefs of Staff Overview:

Dr. Naresh Mohan indicated that there is strong support from physicians regarding the merger. Physicians understand that it is good for the community because of improved access and quality of care.

Action: It was agreed that a Q&A document will be drafted for physicians that will address concerns and questions they have regarding how their privacy will be protected, what tools will be put in place in the credentialing process to ensure privacy, what full disclosure means, etc. This will be drafted by the Chiefs of Staff, legal counsel and CEOs.

Update from Governance Sub-committee:

The Governance Sub-Committee met on Friday, February 28 and addressed three issues:

- Membership on the Nominating Committee will include members of the CAC. Legal Counsel is finalizing this structure.
- It was suggested that a specified percentage of elected directors at all times be residents of the Durham Region. The Sub-Committee has considered this issue before and after discussion again reiterated its position that it would be in the best interests of the Amalgamated Corporation to have a skills-based Board. The committee again recognized the desirability of having a Board that was reflective of the diversity of the communities within the catchment area. It reviewed the language in the draft By-law that indicated that in populating the Board, regard would be made to “geographic background (reflective of the Hospital sites) of the Directors as well as other geographic characteristics including gender, language, culture, ethnic and social characteristics”.

The Sub-Committee explored options and deliberated on RVHS request to recognize current RVHS

	<p>Honorary Directors on the merged corporate structure. A consensus was not reached and RVHS to further consider the issue with their Board.</p> <p>Professional Staff By-law Draft #2: Michael Watts referred to a memorandum addressed to JTC which included excerpts from the Rosenhek decision which clearly sets out the fiduciary responsibility of the Board in establishing Professional Staff By-Law and how the Board is expected to use that by-law to oversee the professional staff. Quality of care, patient and staff safety should be concerns when the Board addresses physician credentialing policy and practice.</p> <p>The draft Professional Staff By-Law was endorsed by the TSH Medical Advisory Committee (MAC) on February 27, 2014, and will be addressed at RVHS MAC on March 7, 2014.</p> <p>Discussion took place regarding full disclosure of information in the credentialing process. Section 60(4)(h) of the draft Professional Staff By-law will revised to read “proceedings or investigations...”</p> <p>The credentialing policy and application form will be discussed at JTC on March 4th with the final document being tabled at JTC on March 15th.</p>
4.	Meeting Close
	<p>The meeting closed at 10:30 am.</p>
5.	Independent Directors Meeting (In-camera)
	<p>An in-camera meeting of the independent Directors took place following the Joint Transition Committee.</p>