

PROVINCIAL HEALTH SERVICES AUTHORITY

AND

BC Cancer Agency Branch
BC Centre for Disease Control and Prevention Society Branch
BC Mental Health Society Branch
BC Transplant Society Branch
Children's & Women's Health Centre of British Columbia Branch

**MINUTES OF A PUBLIC MEETING (“MEETING”)
OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF PROVINCIAL HEALTH SERVICES AUTHORITY (“PHSA”)
HELD ON THURSDAY, FEBRUARY 22, 2018 AT
PHSA CORPORATE OFFICES
1380 BURRARD STREET
VANCOUVER, BC
AT 10:05 A.M.**

In Attendance:

Directors:	Tim Manning, Chair	Dr. Ken Bassett	Lorianna Bennett
	Dr. Don Brooks	Suki Gill	Robert Kiesman
	Chief Clarence Louie	Sherry Ogasawara	Gary Pooni
	Al Ritchie	Sharon Stromdahl	David Turchen

Regrets: Pauline Rafferty

Management:	Carl Roy	Tom Chan	Susan Daynard
	Dave Ingram	Colleen Hart	Linda Lupini
	Sandra MacKay	Dr. Malcolm Moore	Lynn Pelletier
	Ron Quirk	Susan Wannamaker	Donna Wilson
	Cathy Prentice, Recorder		

CALL TO ORDER

Mr. Tim Manning, Board Chair, called the Meeting to order at 10:05 a.m. It was established that a quorum of the Board was present. Ms. Cathy Prentice was appointed recording secretary of the Meeting.

The Chair welcomed Ms. Susan Danard, Chief Communications Officer, to her first meeting of the PHSA Board of Directors.

AGENDA

Upon Motion, duly seconded, the Meeting agenda was approved as circulated.

ADDRESS TO THE PUBLIC

There were no public presentations.

1.0 APPROVAL OF THE MINUTES

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT *the minutes of the open Board meeting held December 7, 2017 in the form presented to the Meeting be approved.*

2.0 PHSA PRESENTATIONS

2.1 Indigenous Cultural Safety Strategy

Ms. Colleen Hart, Vice President, Provincial Population Health and Chronic & Specialized Care, introduced Ms. Cheryl Ward, Provincial Lead, Indigenous Cultural Competency Training, PHSA Aboriginal Health, to present on the Indigenous Cultural Safety Strategy.

Ms. Hart advised that the PHSA Indigenous Health team has recognized expertise and leadership provincially, nationally and internationally in Indigenous Cultural Safety (ICS). This

includes the development and delivery of ICS interventions, such as the San'yas ICS Training program and PHSA's Indigenous Cultural Safety Strategy. With support from the Indigenous Health Senior Executive Sponsor, the Board, the PHSA CEO, and emerging support from agency, program and service leaders, PHSA has the opportunity and responsibility to be a leader in this unprecedented change toward culturally safe and equitable service delivery.

The ICS Strategy fosters a parallel focus at the service delivery and organizational/institutional level, which is necessary to support large scale change and transformation. At the organizational level, the focus is placed on planning, policy development, implementation, accountability and reporting. At the clinical/service level, the focus is on equipping individual service providers and teams with the knowledge and skills to deliver culturally safe services.

Upcoming activities related to the ICS Strategy include: anti-racism training and policy development; racial data collection for staff; re-engagement with agency, program and service partners; formalizing partnerships with key internal partners; integrating ICS within existing PHSA reporting and accountability mechanisms, e.g. strategic planning; integrated risk management and accreditation; formalizing governance and accountability of the ICS Strategy; development of an Indigenous Governance Council; and effectively positioning Indigenous Cultural Safety work across PHSA and its agencies.

Ms. Ward summarized the content of the Briefing Note and PowerPoint presentation contained in the Meeting materials.

Ms. Hart and Ms. Ward responded to queries as follows:

- Regarding the legal case in Winnipeg wherein an indigenous person waited in an emergency room for 34 hours with a treatable infection and subsequently died, Ms. Ward advised two separate inquiries are investigating this case. The responsibility to take and apply learnings from the experience and the reports was emphasized.
- Responding to a query regarding barriers to collaboration and how the Board can help, Ms. Ward advised PHSA Aboriginal Health is working collaboratively with stakeholders and other Health Authorities.
- Structural changes required to the Health Authorities to incorporate ICS were queried. Ms. Ward stated the ICS strategy is the first of its kind and has received considerable support from PHSA in moving the initiative forward. These learnings are being applied to other Health Authorities.
- Cultural Safety for other populations including integration of ICS throughout all diversities was queried. While current focus is on indigenous peoples, ICS material can be tailored to other diverse populations.
- Engagement of the Métis Nation was queried. Ms. Ward advised the Métis Nation is a partner in the ICS strategy and their curriculum was incorporated into the San'yas Indigenous Cultural Safety training program.

A number of Directors noted they have taken the San'yas Indigenous Cultural Safety program. Information on the program will be forwarded to all Directors.

Chief Louie congratulated Ms. Hart and Ms. Ward on this initiative, noting rural and remote areas in the province continue to require focus.

The Chair thanked Ms. Ward for her powerful presentation and emphasized the Board's commitment, support and leadership in this important endeavour.

4.0 BOARD COMMITTEE REPORTS:

4.1 Quality and Access Committee

Mr. Allan Ritchie, Chair, Quality & Access Committee, advised of one item for information and one for approval.

For information:

The Committee received a detailed report on BC Children's and BC Women's Hospital + Health Centre. Mr. Ritchie noted the passion for quality of care and level of innovation was apparent throughout the report and presentation.

For approval:

Mr. Ritchie advised the Children's and Women's Medical Advisory Committee presented six recommendations resulting from a PHSA sponsored external review which took place June 26 and 27, 2017. The six recommendations, including the reappointment of Dr. Erik Skarsgard as Surgeon in Chief and Department Head, BCCH Surgery, were reviewed.

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the six recommendations accepted by the C&W Medical Advisory Committee on January 15, 2018, including the reappointment of Dr. Erik Skarsgard as Surgeon in Chief and Department Head, BCCH Surgery, in the form presented to the Meeting, be approved.

4.2 Governance and Human Resources

In Ms. Pauline Rafferty's absence, Mr. Allan Ritchie provided the Governance & Human Resources Committee report advising of one item for information and four items for Board approval.

For information

Ms. Donna Wilson provided two reports to the Committee, the first being a summary of observations on her new portfolio and the second on observations and recommendations on workplace culture.

For approval

Policies

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the following Board Governance Guidelines and Policies, in the form presented to the Meeting, with the revisions as recommended during the Committee meeting and made available to the Meeting, be approved:

- *President & CEO Evaluation Policy - AB 400;*
- *Code of Ethics - AB 600;*
- *Fostering a Culture of Respect - HR 004;*
- *Standard of Conduct - AB 610;*
- *Non-Contract Compensation Framework;*

AND THAT review of the Theft, Fraud, Corruption and Non-Compliant Activities policy be delegated to the Finance Committee for future reviews.

Board Governance Action Plan

During 2017 a number of initiatives were undertaken by the Board to improve PHSA's Corporate Governance, including the engagement of Watson Inc. to carry out a thorough Board evaluation and provide recommendations. Additionally, with the encouragement of the Board Chair and through meetings such as occurred at the Board's August 2017 Retreat, the Board developed a number of recommendations of its own initiative.

The Committee reviewed and discussed in detail an Action Plan for implementation of the governance review recommendations. It is a comprehensive one year plan which identifies specific actions to be taken by the Board, its Committees, the CEO and other members of the Executive Team during the coming year.

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the Action Plan for implementation of the Governance Review Recommendations, in the form presented to the Meeting, be approved.

Officers of the Board

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the Terms of Reference for Officers of the Board, in the form presented to the Meeting, which Terms now contain more detail regarding the role of the Vice Chair of the Board, be approved.

Committee Composition and Meeting Scheduling 2018

The Chair of the Board discussed Committee composition with all Board members as part of an improved process to ensure transparency with respect to Committee composition. This process includes:

- Matching skillsets to Committee mandates;
- Rotation among Committees by all directors;
- Chair succession planning, and
- Balancing Committee workloads.

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the Board Committees be comprised of, and chaired, by the Directors as follows:

Governance & Human Resources Committee

Chair: Pauline Rafferty

Members: Ken Bassett, Don Brooks, Clarence Louie, Sherry Ogasawara, Allan Ritchie

Audit Committee

Chair: Robert Kiesman

Members: Suki Gill, Gary Pooni, Sharon Stromdahl, David Turchen

Finance Committee

Chair: David Turchen

Members: Suki Gill, Robert Kiesman, Gary Pooni, Sharon Stromdahl

Research Committee

Chair: Lorianna Bennett

Members: Don Brooks, Suki Gill, Pauline Rafferty, Sharon Stromdahl

Quality & Access

Chair: Allan Ritchie

Members: Ken Bassett, Lorianna Bennett, Don Brooks, Clarence Louie, Sherry Ogasawara, Pauline Rafferty

The Committee also considered a recommendation presented by the Board Chair and Corporate Secretary for a change to the Committee day schedule. The new schedule would see the Quality and Access and Audit and Finance Committee meetings moved to the morning, with the other meetings scheduled for the afternoon. The day would start earlier but also end earlier to allow Committee Chairs time for debrief preparation and delivery. The new schedule does not require formal resolution and will be introduced at the April Board meetings. The Board Liaison will be asked to circulate the new schedule well in advance of the April Board meetings.

4.3 Finance Committee

Mr. David Turchen, Chair, Finance Committee, advised of two items for information and five for approval.

For Information

- The C&W Redevelopment Project Phase Three construction drawings were issued for review and preparation of the pre-tender cost estimate is underway. The demolition contract has been awarded and demolition is underway.
- The Committee reviewed the following PHSA policies and determined that no revisions were required:
 - Financial Signing Authority – Board & CEO;
 - Banking;
 - Borrowing;
 - Loan to Member Agencies;
 - Capital Asset Governance;
 - Equity Management.

For approval

Forensic Community Transitional Care

Director Gary Pooni, declared a potential conflict of interest and recused himself from the Meeting for discussion of and the motion on this item.

The Forensic Community Transitional Care program occupies nine leased cottages (and two modular units) on the Riverview Lands which are owned by BC Housing. These cottages are in need of significant renovation or replacement. In partnership with BC Housing, BC Mental Health Substance Use Services has identified an opportunity to replace the cottages at no cost to PHSA through the Rapid Response to Homelessness Program. BC Housing covers the capital cost of constructing modular buildings as well as ongoing operating funding for housing support services.

Upon Motion, duly seconded, Director Pooni abstaining, the following resolution was passed:

BE IT RESOLVED THAT BC Mental Health and Substance Use Services be authorized to work in partnership with BC Housing to replace the Forensic Community Transitional Care program facilities and that the President & CEO be delegated authority to sign the resulting operating lease with BC Housing.

Mr. Pooni returned to the Meeting.

Capital Fund

In December 2017, the PHSA Board of Directors approved the 2017/18 PHSA Capital Fund of \$40.3M. The PHSA has since received \$0.8M of additional targeted capital funding.

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the updated 2017/18 PHSA Capital Fund of \$41.1M, in the form presented to the Meeting, be approved.

Finance Committee Terms of Reference

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the revised Terms of Reference for the Finance Committee, in the form presented to this Meeting, be approved.

Board Compensation and Expense Policy

In accordance with the Board Policy Framework, the Committee reviewed the PHSA Board Compensation and Expense Policy and recommended revisions in order to align the Policy with the most recent Treasury Board Directive 2/17.

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the revised Board Compensation and Expense Policy, in the form presented to the Meeting, be approved.

Investment Management Board Policy

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the revised Investment Management Policy, in the form presented to the Meeting, be approved.

4.4 Audit Committee

Mr. Robert Kiesman, Chair, Audit Committee, advised of one item for information and one item for approval.

For Information:

Risk Management is currently implementing the Certification and Compliance Review components of the PHSA Compliance Management System. The new process requires comprehensive review of over 169 pieces of legislation and therefore Management is proposing that Certification and Reviews occur on a semi-annual cycle. The Audit Committee approved the proposed cycle for the Compliance Certification and Reviews.

For Approval:

Upon Motion, duly seconded, the following resolution was passed:

BE IT RESOLVED THAT the revised Terms of Reference Timetable for the Audit Committee, in the form presented to the Meeting, be approved.

4.5 Research Committee

Ms. Lorianna Bennett, Chair, Research Committee advised the Committee received a presentation from Dr. Francois Bénard, Vice President Research at BC Cancer. BC Cancer is one of Canada's largest cancer research enterprises, attracting \$68.5 million in external research funding last year. Its internationally renowned research ranges from basic molecular and genetic studies to epidemiological and clinical research on cancer prevention, early diagnosis, molecular characteristics of the cancer process, and new treatments for cancer with drugs and radiotherapy.

Dr. Bénard provided an overview of key thematic research programs and emerging priorities. World class discoveries being made in the areas of lymphoid cancers, personalized oncogenomics, breast cancer, ovarian cancer, functional imaging – Dr. Bénard's area of research - early cancer detection, immunotherapy, and pancreatic cancer were reviewed.

Dr. Bénard also provided an update on the process he is leading to develop a ten-year strategic plan for cancer research that aligns with the strategic priorities of BC Cancer and PHSA. The Committee looks forward to receiving a presentation on that plan next fall when it is closer to completion.

5.0 NEW BUSINESS

No new business was identified.

6.0 CORRESPONDENCE

Correspondence was referenced for information.

7.0 NEXT MEETING – April 26, 2018 in Vancouver.

8.0 TERMINATION – The meeting terminated at 11:05 a.m.