

**MINUTES OF A PUBLIC TELECONFERENCE MEETING (“MEETING”)
OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF THE PROVINCIAL HEALTH SERVICES AUTHORITY (“PHSA”)
HELD ON THURSDAY, SEPTEMBER 17, 2020
AT 9:15 A.M.**

In Attendance:

Directors:	Tim Manning, Chair Donisa Bernardo Dr. Kerry Jang Gary Pooni	Dr. Ken Bassett Sandra Martin Harris Robert Kiesman Sharon Stromdahl	Lorianna Bennett Suki Gill Chief Clarence Louie David Turchen
Management:	Benoit Morin Lexie Flatt Ron Quirk Cathy Prentice, Recorder	Thomas Chan Kendra McPherson Susan Wannamaker	Jaci Edgeworth Dr. Maureen O'Donnell Donna Wilson

CALL TO ORDER

Mr. Tim Manning, Board Chair, called the Meeting to order at 9:15 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 requested the Directors to declare any conflict with the agenda items. No declarations came forward.

INDIGENOUS WELCOME

The Chair welcomed Elder Gerry Oleman to provide the Indigenous Welcome for the meeting. The Chair advised Elder Gerry is of St'át'imc descent from Shalalth, BC. Shalalth means “by the Lake”. Elder Gerry has worked in human service since 1976. In addition Elder Gerry works with Indigenous Health at PHSA primarily in Aboriginal Youth Wellness and the San'yas Training platform.

CHAIR ADDRESS TO THE PUBLIC

The Chair provided an address to the public.

QUESTIONS FROM THE PUBLIC

Three questions from the public were received from one respondent.

The Chair responded to two questions posed regarding members of the public attendance at the June 25, 2020 Open PHSA Board meeting and video recordings of Open Board meetings. The Chair advised a written response would be provided from Management on the third question which related to access to information requests under the Freedom of Information Office.

AGENDA

It was **MOVED** and **SECONDED** that the Board of Directors approves the Meeting agenda as circulated.

1.0 APPROVAL OF THE MINUTES

Motion

It was **MOVED** and **SECONDED** that the Board approves the minutes of the public Board meeting held June 25, 2020.

2.0 BOARD COMMITTEE REPORTS

2.1 Quality & Access Committee

Ms. Lorianna Bennett advised of two items for information.

- The Committee will now receive a consistent cycle of reports by Consent Agenda.
- The Committee received a report on the highlights of the PHSA Quality & Access Indicator Report for Q1 (April through June) of 2020/2021.

2.2 People & Governance

Mr. Robert Kiesman, Chair, People & Governance Committee advised two items for information and three items for approval.

For information

Review of Board Profile & Director Criteria

The Committee reviewed the updated Member Profile & Director Criteria. It was recommended that interviews be conducted with Board Members to update the Skills Matrix in October and this be brought forward to the next meeting.

Board Meeting Guidelines

The Committee reviewed the Board Meeting Guidelines; however, in order to make further changes to the Guidelines language, the Committee deferred this item to the next meeting.

For approval

Board Evaluation

The Committee agreed to revisions to the PHSa Board Evaluation tool aligning to the Governance Functioning Tool used by Accreditation Canada in light of the upcoming Board Accreditation survey.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised BCEHS Board evaluation tool in the form presented in the meeting materials with certain changes as discussed.

Accreditation Canada Survey

In preparation of the adjusted timelines of the 2021 PHSa and BCEHS Accreditation Canada Board Governance Survey, it was recommended that the Board hold a 'special' Board Meeting on December 6, 2021 to meet with Accreditation Canada surveyors.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves accommodating the Accreditation Canada survey date of December 6, 2021 by holding a 'special' Board Meeting.

Annual Review of Guidelines and Terms of Reference

The Committee carried out its scheduled review of Board Guidelines and Terms of Reference. Changes to the Guidelines and Terms of Reference were explained in the briefing notes contained in the meeting materials and were discussed in Committee.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves following Board Guidelines and Terms of Reference, in the form presented in the meeting materials, with certain changes as discussed at the meeting:

- Principles of Governance and Board Accountability (previously known as Board Operating Guidelines);
- Board Chair Terms of Reference;
- Directors Terms of Reference;
- Board of Directors Terms of Reference;
- Officers of the Board Terms of Reference;
- People & Governance Committee Terms of Reference; and
- Research Committee Terms of Reference.

2.3 Finance Committee

Mr. David Turchen, Chair, Finance Committee, advised of one item for information.

Board Compensation and Expense Policy

Management provided an update on the review of the Board Compensation and Expense Policy. The Board Compensation and Expense Policy was derived from the guidelines outlined in Treasury Board Direction 2/17 – Remuneration Guidelines for Appointees to Ministry and Crown Agency Boards. On April 1, 2020, a new Treasury Board Directive (2/20) came into effect which replaces Directive 2/17. Management has reviewed the new Treasury Board Directive 2/20 and noted no substantive changes which would impact PHSA's Board Compensation and Expense Policy. Therefore, no revisions were proposed to the existing Policy.

2.4 Audit Committee

Ms. Suki Gill, Chair, Audit Committee, advised of six items for information.

Consent Agenda

Management introduced the concept of a consent agenda to the Committee. This category of agenda items is intended to be used for those items that are brought to the Committee's attention that do not normally require discussion. Any Committee member can raise a question regarding an item on the consent agenda and ask for the item to be removed from the consent agenda and added to the regular agenda to enable discussion.

Integrated Risk Management Risk Allocation Framework

Management presented the draft Integrated Risk Management Risk Allocation Framework for discussion. The framework allocates categories of risk to individual Board Committees for oversight and reflects risk themes integral to the escalation process based on the risk appetite and tolerance levels last confirmed by the Board in 2019. Once the risk allocation framework is confirmed, the framework will guide the routine reporting of IRM activity to the appropriate Board Committees for monitoring as well as escalation.

Integrated Risk Management Dashboard

Management presented the proposed IRM Dashboard for Board Committees for discussion. At the last Audit Committee meeting in June 2020, the Committee directed the development of a dashboard to aid the Board Committees in their oversight responsibilities. Management proposed a set of dashboard elements for the Committee's consideration. Based on input regarding the dashboard elements, a detailed dashboard will be created for the next series of Board Committee meetings based on the available information as set out in the proposed risk allocation framework.

PriceWaterhouseCoopers Audit Plan

PricewaterhouseCoopers (PwC) presented their audit plan for the year ending March 31, 2021. The proposed team and timelines are consistent with prior years. Audit focus areas include compensation expenses, CST accounting, and inventory resulting from the increased volumes of Personal Protective Equipment and supplies for the COVID-19 pandemic. Materiality has been planned on a consistent basis to the prior year.

Key Suppliers

Management presented the list of Key Suppliers to the Committee and explained that the stability of key suppliers is reviewed to ensure that there are no material risks to the operations of PHSA. Based on the review completed, there are no indications of instability related to PHSA's key suppliers. Management also presented PHSA's key sources of non-government funding and noted that the financial position of PHSA's key sources of non-government funding is stable.

Statement of Financial Information Report

In accordance with the motion passed in October 2017, the Chair of the Audit Committee and the Chair of the Finance Committee have authority to review and approve the Statement of Financial Information Reports for PHSA on behalf of the Board. Accordingly, it was confirmed that the reports for PHSA for the fiscal year ended March 31, 2020 have been reviewed and approved on behalf of the Board.

2.5 Research Committee

Ms. Sharon Stromdahl, Chair, Research Committee, advised of two items for information.

Clinical Trials and Clinical Research at PHSA: A View from BC Cancer and BC Children's
Dr. Wyeth Wasserman, Vice President, Research at BC Children's Hospital, and Dr. Francois Benard, Senior Executive Director of Research at BC Cancer, provided a presentation on clinical research and clinical trials. Conducting world class research and applying it to advance evidence-informed provincial clinical policy and services is a fundamental component of PHSA's expanded provincial mandate. Clinical research, which is driven by questions that arise from clinicians, and clinical trials, which evaluate the effects of new treatments and tests on human subjects, are core to achieving this aspect of the PHSA mandate.

Drs. Wasserman and Benard highlighted key aspects of clinical research and clinical trials, including the different types of trials that are being conducted, how clinical research and trials differ for pediatric and adult populations, and the benefits that result from clinical trials. The Committee held discussion regarding the important role PHSA plays in clinical research as one of the country's largest academic health science organizations, and the importance of continuing to strengthen its clinical research culture.

Research Enabling Initiatives

An integrated clinical and research registry has been established to support the Child, Youth and Women's Reproductive Mental Health programs offered at the Oak Street campus. This integrated platform collects clinical data from the program. With patients' consent, that data is de-identified and captured in a research registry. This Learning Health System approach enables capture of real time clinical data and use of that data for research in order to improve care.

The Committee also learned that an innovative approach to electronic consent that was developed for PHSA Research is now being used by HSPNet, a PHSA student education placement system that is used across Canada. The e-consent approach was quickly implemented by HSPNet to support users when the COVID pandemic made it impossible for students and clinical instructors to sign consents in person.

3.0 **BUSINESS ARISING**

None identified.

4.0 **CORRESPONDENCE**

Correspondence was referenced for information.

5.0 **NEXT MEETINGS**

Thursday, November 26, 2020 Location/Format to be confirmed.

6.0 **TERMINATION** – the Meeting terminated at 9:50 a.m.