

**MINUTES OF A PUBLIC MEETING (“MEETING”)
OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF THE PROVINCIAL HEALTH SERVICES AUTHORITY (“PHSA”)
HELD ON THURSDAY, FEBRUARY 6, 2020 AT
PHSA OFFICES
2nd FLOOR – 1333 WEST BROADWAY
VANCOUVER, BC
AT 10:00 A.M.**

In Attendance:

Directors:	Tim Manning, Chair Suki Gill Robert Kiesman David Turchen	Dr. Ken Bassett Sandra Martin Harris Chief Clarence Louie	Donisa Bernardo Dr. Kerry Jang Sharon Stromdahl
Regrets:	Lorianna Bennett	Gary Pooni	
Guest:	Ms. Sally Kaldor Douglas, Patient Experience Guest		
Management:	Carl Roy Linda Lupini Ron Quirk Donna Wilson	Benoit Morin Kendra McPherson Catherine Syms Cathy Prentice, Recorder	Thomas Chan Dr. Maureen O’Donnell Susan Wannamaker

CALL TO ORDER

Mr. Tim Manning, Board Chair, called the Meeting to order at 10:00 a.m. It was established that a quorum of the Board was present. Ms. Cathy Prentice was appointed recording secretary of the Meeting.

AGENDA

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

DECLARATION OF CONFLICT

The Chair requested the Directors to declare any conflict with the agenda items. No declarations came forward.

QUESTION FROM THE PUBLIC:

No questions came forward.

PUBLIC PRESENTATION

There were no public presentations.

1.0 APPROVAL OF THE MINUTES

Motion

It was **MOVED** and **SECONDED** that the Board approves the minutes of the public Board meeting held November 28, 2019.

2.0 PRESENTATION

Learning from our Patient Partners

Ms. Susan Wannamaker, Executive Vice President, Clinical Service Delivery, introduced Ms. Sally Kaldor Douglas.

Ms. Kaldor Douglas, a Vancouver resident, was diagnosed with triple negative breast cancer in 2013. She received standard treatment of surgery, chemotherapy and radiation. In 2016, the cancer spread, and Ms. Kaldor Douglas had brain surgery and then stereotactic radiation. In 2018 she underwent a lobectomy to remove cancer from her lung. In February 2019, and again

in January 2020, Ms. Kaldor Douglas received stereotactic radiation to remove small lesions from her brain.

Ms. Kaldor Douglas is an active patient partner with BC Cancer and has shared her unique patient perspective to help develop a model of care for patients with brain metastases. She was instrumental in setting the person-centred tone of the 2019 BC Cancer Summit.

Outside of BC Cancer, she has served as a Managing Director, for Kaldor Brand Strategy and Design, and has been a Board member for the Rick Hansen Foundation, Centre for Integrated Healing (now Inspire Health), International Centre of Art for Social Change and the Fraser River Surgeon Society.

Responding to queries, Ms. Kaldor Douglas reviewed conventional treatments and discussed alternate and complementary treatments and diets. She advised that she has no evidence of disease today and expressed gratitude to the health care system.

The Chair thanked Ms. Kaldor Douglas for sharing her incredible journey and learnings.

3.0 BOARD COMMITTEE REPORTS

3.1 Quality & Access Committee

In Ms. Lorianne Bennett's absence, Ms. Sharon Stromdahl provided the Quality & Access Committee report, advising of one item for approval as follows:

The Committee reviewed its Terms of Reference. Changes to the Terms of Reference were included in Meeting materials.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves that the Quality & Access Committee Terms of Reference be approved with the changes shown in the Meeting materials.

3.2 People & Governance

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

For information:

- The Committee reviewed information which compared the Accreditation Canada Governance Functioning Tool with the current PHSA Board Evaluation. A comparison was provided to the Committee and very few differences were noted.
- The Committee received the Board Reference Manual. The Board were requested to update their biographies for inclusion in the Manual and provide these to Catherine Syms.

For approval:

Annual Review of Board Governance Guidelines and Policies

The Committee carried out its annual scheduled review of Policies. Policy changes brought forward were explained in the committee briefing notes and discussed at the committee meeting.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the following policies/guidelines:

- Influenza Prevention Policy
- President & CEO Evaluation Policy

- Code of Ethics Policy
- Fostering a Culture of Respect Policy
- Standards of Business Conduct policy
- Theft, Fraud, Corruption & Non-Compliant Activities Policy

3.3 Finance Committee

Mr. David Turchen, Chair, Finance Committee, advised of three items for approval.

Board Policy Framework

In accordance with the Board Policy Framework which requires all Board approved policies to be reviewed on an annual basis, Management reviewed the policies and determined that no substantive revisions are required.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the following policies/terms of reference:

- Finance Committee Terms of Reference
- Banking
- Borrowing
- Loans to Related Members
- Investment Management
- Capital Asset Governance
- Equity Management

Board Compensation and Expense Policy

Management reviewed the Board Compensation and Expense Policy and determined that no substantive revisions are required. The Committee has recommended changes to Section 2.4.2.2 to remove the pre-approval requirements for out of town travel and to define the limitations of out of town travel costs.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised Board Compensation and Expense Policy for changes to Section 2.4.2.2 to remove the pre-approval requirements and define the limitations of out of town travel costs.

Financial Signing Authority – Board and CEO Policy

In accordance with the Board Policy Framework which requires all Board approved policies to be reviewed on an annual basis, Management has performed a review of the Financial Signing Authority – Board and CEO Policy and has requested updates to various sections of the Policy to align with changes in the PHSA leadership structure.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised Financial Signing Authority – Board and CEO Policy.

3.4 Audit Committee

Ms. Suki Gill, Chair, Audit Committee, advised of two items for approval.

The Committee carried out its annual scheduled review of Policies. Policy changes brought forward were explained in the committee briefing notes and discussed at the committee meeting.

Safe Reporting Policy

No substantive changes to the Safe Reporting Policy

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the Safe Reporting Policy as presented.

Audit Committee Terms of Reference and Auditor Independence Policy

Management performed a review of the Audit Committee Terms of Reference and Auditor Independence Policy. Management requested an update to the timing of an activity in Appendix A of the Audit Committee Terms of Reference.

Motion

It was **MOVED** and **SECONDED** that the Board of Directors approves the revised Terms of Reference for the Audit Committee and Auditor Independence Policy as presented.

3.5 Research Committee

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

Precision Health for Life: The Canadian Healthy Infant Longitudinal Development Study

Dr. Stuart Turvey, Clinician-Scientist at the University of British Columbia and BC Children's Hospital provided a Genome Canada project presentation on Precision Health for Life: The Canadian Healthy Infant Longitudinal Development (CHILD) Study. Asthma is the most chronic disease of childhood affecting one in seven Canadian children. The CHILD study team found links between the types of bacteria in children's gastro-intestinal systems and their likelihood of developing asthma. The research will guide the ethical development of ways to replace potential missing microbes to prevent asthma from developing.

Student Education Roadmap Strategic Priority

PHSA is developing a three-year Roadmap for Student Education which sets forward a plan to implement strategic and standardized processes that will modernize PHSA's approach and ensure quality student education experiences that are responsible for preparing the health system workforce of the future.

4.0 BUSINESS ARISING

The Chair advised that Mr. Carl Roy, PHSA's President and CEO, is retiring effective February 7, 2020. The Chair thanked Mr. Roy for his leadership and commitment towards the health of British Columbians and wished him well.

The Chair introduced Mr. Benoit Morin, PHSA's new President & CEO.

5.0 CORRESPONDENCE

Correspondence was referenced for information.

6.0 NEXT MEETINGS

Thursday, April 30, 2020 in Vancouver.

7.0 TERMINATION – the Meeting terminated at 10:55 a.m.