

Minutes of the **Board of Trustees** meeting of **Eastern Health** held **19 July 2007** at 12:00 noon - Conference Room "A" – Executive Office.

Present:

Regina Bailey	Lewis Cole	Earl Elliott
Primrose Bishop	Joan Dawe, Chair	Charlotte Fitzpatrick
Wayne Bolt*	Frank Davis, Vice Chair	Marjorie Gibbons
William Boyd	David Duffett	David Hiscock
Rowena Bryans	Ed Drover	Hubert McGrath
		Barbara Roebothan

***via conference call**

Louise Jones, Interim President and Chief Executive Officer
Joyce Penney, Executive Assistant

Regrets:

Paul Colbert
Alice Collins

1. Welcome/Call to Order – Adoption of Agenda

The meeting was called to order at 12:15 pm.

The main purpose of the meeting was to reflect on matters arising from the resignation of the President / CEO, media and public reaction to recent events and their impact on Eastern Health.

The Board welcomed Louise Jones and expressed its support and confidence in her new role as Interim President and Chief Executive Officer.

The following items were added to the agenda.

6. Appeal Committee
7. Potential Access to Information Request
8. Contract for Interim President and CEO

2. Review of Events

The Board Chair reviewed the events of the past week including the political, media and public reaction and her follow-up interviews with the media regarding the resignation of the President and CEO.

Members discussed the impact of recent events on the organization and its employees and acknowledged the need to restore public trust and confidence. The Chair stressed the need for trustees and executive to remain focused on the mandate of Eastern Health and not to forget the significant accomplishments during this past two years. Despite the present challenges the Board and Executive must continue to demonstrate strong leadership throughout the organization.

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Louise Jones advised that managers and staff are reacting in their own way to the resignation of Mr. Tilley and the Burin Radiology review. Executive have been supportive of each other and have been available to staff to work through the issues. A meeting of Senior Management (Directors, Clinical Chiefs) is targeted for late August early September

2.1. Meeting with Minister of Health and Community Services

Joan Dawe, Chair and Frank Davis, Vice Chair updated trustees on a meeting with the Minister of Health and Community Services, Ross Wiseman on Monday 16 July 2007. The main focus of the discussion was the relationship between Eastern Health and the Department of Health and Community Services / government and the need to clearly define roles and expectations.

Louise Jones will be meeting with the Deputy Minister of Health and Community Services, Robert Thompson this afternoon (19 July 2007) to review among other issues the relationship and rules of engagement given our legislative mandate.

2.2. Meeting with Medical Staff Committee (MAC)

The Board Chair reviewed the sequence of events from last week and advised that after her meeting with Louise Jones and then Executive Team on Monday 9 July 2007, she also met with Dr. L. Inkpen, Chair of MAC Acute Care St. John's to advise of the resignation of George Tilley. The Board felt this meeting was necessary in light of the correspondence received on the 18 June 2007 from MAC in support of George Tilley and his leadership.

Subsequent to the meeting with Dr. Inkpen, the Board Chair, Vice Chair and the Interim President and CEO were invited to meet with MAC on Monday, July 16, 2007. The meeting was lengthy and intense with many questions and comments surrounding the circumstances of Mr. Tilley's resignation as well as the infrastructure and equipment needs of the St. John's hospitals.

The Board Chair extended an invitation for representatives of MAC to be involved in the strategic planning session of the Board targeted for September. She also advised that

the Minister of Health and Community Services indicated his willingness to meet with the MAC.

It is understood that a second letter will be forthcoming from Dr. Inkpen, Chair of MAC, Adult Acute Care as a follow up to the MAC meeting held 16 July 2007.

The Board Chair noted that at her meeting with MAC she advised that there has been discussion with the Minister of the serious capital and infrastructure needs of the organization and that a presentation to him and his officials will be targeted for mid August.

2.3. Reaction/Relationship of the Media

The Board Chair raised the issue of the perception of the organization's relationship with the Media. Trustees discussed briefly various options that could be explored including having a trustee with media expertise appointed to the Board. Discussion ensued regarding how this large complex organization, which is in early stages of evolution can attract the media to get the positive messages out to the public.

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Generally, the Trustees feel that the organization has a communication problem with the public and the media. This item will be brought forth at the September meeting.

3. Update Radiology Burin

The organization now has fully developed database with web access. The web access will ensure that all data related to the file is accessible throughout the region. The organization continues to work on completing the review. However no firm timeline has been identified.

The organization continues to be pressured by the Department of Health and Community Services with respect to the percentage of reports completed, however the organization is not prepared to go public until all the data is finalized. Eastern Health will make its public release from the Burin area.

On a related note, it was brought to the attention of the Board that a letter was sent to a patient with respect to follow-up on the radiology report, however the content of the letter was inaccurate. It indicated that a call was made, however the client did not receive a call. Louise Jones to follow-up and apprise the Board of the outcome.

Decision Support Systems

Decision support systems and database consolidation was raised by the Trustees. Eastern Health does not have a fully integrated data system at this time. However the organization is working towards integration and an IT strategic plan has been developed. There are significant costs both financial and human resources to achieve a fully integrated system. The organization will identify the magnitude of the needs both financially and human resource and prepare a report for the Board with the view to forwarding to the Government. The Finance Committee at its 27 March 2007 meeting received a presentation from Information Management and Technology on "Disaster Recovery and Business Continuance Planning".

Prior to the Board engaging in discussion on the Search Committee –President and CEO
Louise Jones excused herself from the meeting.

4. Search Committee – President and CEO

In the interest of time and the need to commence immediately with the search for a new President and Chief Executive Officer, the Board Chair approached several Trustees on 11 July 2007 to serve on the Search Committee.

Frank Davis will Chair the Search Committee, with trustees Rowena Bryans and William Boyd. Moira Hennessey will represent the Department of Health and Community Services.

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The Board Chair inquired if there were other Trustees interested in serving on the Search Committee. Regina Bailey expressed interest and noted that she has had experience with searches at the executive level. Frank Davis will follow-up with Regina Bailey in this regard.

A call for proposals has commenced and responses have been received from 3 of the 4 firms contacted (two national firms and one local firm). The Board will be advised of the selection of the Search Firm that will be assisting the Search Committee. The Board Search Committee will make its recommendation to the Board on the preferred candidate. The decision on selection will rest fully with the Board which in turn will make a recommendation to the Minister of Health and Community Services.

The Board acknowledged that compensation for the new President and Chief Executive Officer may be an impediment to the recruitment.

Louise Jones returned to the meeting.

5. Moving the Organization Forward

Trustees held a brief discussion on strategies that could be employed to move the organization forward in this current environment. The need to clearly understand the complexity of the organization, its early stage of development and the fact that it will not be without challenges has to be appreciated by government and the public. This matter will be further discussed at the board's strategic planning session.

Louise Jones exited the meeting for another commitment (Meeting with the Deputy Minister of Health, Robert Thompson)

6. Appeal Committee Appeal Hearing - [REDACTED]

Conflict of Interest

Board Chair, Joan Dawe and Trustee, Primrose Bishop, excused themselves from the meeting due to a conflict of interest.

On December 1, 2006, Dr. [REDACTED] formally wrote the President and CEO requesting that an appeal process be initiated for the immediate restoration of her clinical appointments and privileges within Eastern Health. The Bylaws of the legacy organization Health Care Corporation of St. John's – October 2004 – **Article M3 – Membership – Appeals M3:24** states:

"If the Applicant so request, he or she shall be given the opportunity to present his or her case in appeal before a meeting of the Board, or any committee of the Board appointed by the Board for that purpose"

With respect to the appointment by the Board of the Appeal Committee for the hearing of Dr. [REDACTED] [REDACTED] it was acknowledged that the Board has the latitude, in between meetings, to appoint committees. Therefore, the Board made a formal motion ratifying the Appeal Committee.

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MOTION:

It was moved by William Boyd, seconded by Marjorie Gibbons, to ratify the appointment of Frank Davis, Rowena Bryans and Hubert McGrath as of May 17, 2007 to constitute an Appeal Committee for the Hearing of Dr. [REDACTED]
[REDACTED]

Carried.

Frank Davis, Chair of the Appeals Committee apprised the Board of the work to date and provided a chronological sequence of events. Several more days of hearing have been scheduled on September 12 and October 1, 2007. The Board will be formally advised of the outcome of the appeal.

Revisions and consolidation of Medical Staff Bylaws is in process.

7. Request for Information – CEO settlement

There has been considerable media attention and reaction to the resignation of the President and Chief Executive Officer. The Board Chair engaged legal counsel throughout the process. Details of the resignation settlement were carried out in consultation and with the approval of the Board and the Minister of Health. The Board will deal with requests for information through the Access to Information Act when they are received.

8. Contract for Interim President and Chief Executive Officer

The Board Chair advised that the contract for the Interim President and CEO is currently being drafted. There will be no performance bonus associated with the interim contract. Ms. Jones will revert back to her previous position following the appointment of the new President and CEO.

9. Adjournment

The meeting adjourned at 2:30 pm.

Joan Dawe, Chair
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