

New Unionville Home Society

GOVERNANCE AND NOMINATING COMMITTEE MEETING

AGENDA

MONDAY, MAY 13, 2019
 6:00 – 7:30pm
 Union Villa Conference Room
 4300 Highway 7
 Unionville, ON

Committee Members:	Julie Chapman, Paul Cousens, Glenn Crosby, Dan Horchik (Chair), Christine Joe, Ted Madden, Gayle Whittamore
New UHS Staff:	Paul Nyhof (CEO), Julie Horne (CFO), Marieanna Mallen (Executive Assistant)

#	Agenda Item	Encl.	Lead	Time
1.	Call to Order		Dan Horchik	6:00 – 6:05pm
2.	Roll Call and Appointment of Committee Meeting Chair and Recording Secretary			
3.	Confirmation of Quorum Present			
4.	Confirmation of Proper Notice Given			
5.	Declaration of Conflicts of Interest			
6.	Approval of the Agenda	√		
7.	Approval of Minutes – April 8, 2019	√		
8.	Business Arising			
	8.1 Work Plan Review	√	Committee	6:05 – 6:10pm
9.	New Business			
	9.1 Policy and Procedure Review 9.1.1 Whistleblower – Update (Anonymity)	√	Committee	6:10 – 6:40
10.	Board Evaluations – Q4 Results	√	Committee	6:40 – 7:00
11.	Strategic Planning – verbal update		Paul Nyhof	7:00 – 7:15
12.	Meeting Schedule for 2019/2020		Committee	7:15 – 7:30
13.	Adjournment/ Date and Time of Next meeting Monday, September 14, 2019 6:00 - 7:30pm			7:30pm

New Unionville Home Society

GOVERNANCE AND NOMINATING COMMITTEE

MINUTES

MONDAY, APRIL 8, 2019

6:00 pm

The Union Villa Conference Room

4300 Highway 7

Unionville, ON

Committee Members Present:	Christine Joe (via teleconference), Ted Madden, Gayle Whittamore, Glenn Crosby
New UHS Staff:	Paul Nyhof (CEO), Julie Horne (CFO), Marieanna Mallen (EA)
Regrets:	Julie Chapman, Paul Cousens, Dan Horchik (Chair)

1. Call to Order

Gayle Whittamore called the meeting to order at 6:01 pm.

2. Roll Call and Appointments of Meeting Chair and Recording Secretary

A roll call was completed. Gayle Whittamore and Marieanna Mallen were appointed meeting Chair and Recording Secretary, respectively.

3. Confirmation of Quorum Present

It was declared that a quorum of the Directors was present.

4. Confirmation of Proper Notice Given

All of the Directors having been given proper notice of the meeting and being present or having waived notice, the meeting was declared to be regularly constituted in accordance with the by-laws of the Corporation.

5. Declaration of Conflicts of Interest

No conflicts of interest were declared.

6. Agenda

The Agenda was approved as presented.

7. Approval of Minutes, February 11, 2019

MOTION to approve the Minutes of February 11, 2019 as presented.

Carried

8. Business Arising

8.1 Work Plan Review

The Committee reviewed the updated Work Plan.

MOTION to receive the 2018/2019 Work Plan as presented.

Carried

9. New Business

9.1 Policy and Procedure Review

9.1.1 Integrated Risk Management Framework – Update

The Committee reviewed the updated Integrated Risk Management Framework policy and procedure. This policy is set as the high-level framework; the risk program will be built based on this policy.

Gayle recommended that a tracker be incorporated into the reporting that monitors the progress of follow-up items and the risks that need to be reported to the Board of Directors. It was agreed that the Board of Directors will receive a formal semi-annual risk report and that the policy will be amended to reflect this change.

The policy will be brought forward for Board approval in April, 2019.

9.1.2 Whistleblower

The revised Whistleblower policy and procedure was reviewed by the Committee. There were some minor errors noted to be corrected and agreed to have the policy be kept under “General Policies” so that it can be easily accessed by staff when required.

The policy will be brought forward for Board approval in April, 2019.

9.2 Board Evaluation Results

The Committee reviewed the results of the Q3 Board Evaluation results. Overall, the results were unfavourable in relation to the Q2 results. The main concerns indicated in the comments were disconnect between those attending in-person and those joining via teleconference, and the time taken to review materials in the meeting that were previously distributed. The Committee discussed the option of having only the topics that require Board attention be discussed at the meetings. The narrowing down of the performance report indicators would also serve well in streamlining the issues being discussed at the Board-level. The Committee agreed to have the indicators of the performance reports be reviewed by the Senior Leadership Team and the revised version be introduced in the Fall.

The Committee also discussed the possible introduction of a program that would offer virtual participation to allow for cohesive meetings. Paul and Marieanna will follow-up on this matter.


9.3 Strategic Planning – Verbal Update

Paul Nyhof reported that the Laridae, the consulting firm attained for the strategic planning process, recently held seven focus groups consisting of Wyndham Garden residents, employees, management, union, family and resident councils. A link to a survey for information-gathering purposes will be distributed and posted on the Unionville Home Society website. There will be a pre-retreat virtual meeting on May 13, 2019 and the in-person planning session on May 25, 2019. It was recommended that Paul/Laridae connect with Markham Stouffville Hospital to discuss a future partnership in regards to patient/resident care.

10. Adjournment/Date and Time of Next Meeting

The Committee meeting was terminated at 6:56pm.

The next meeting is to be held on Monday, May 13, 2019.

 <p>NEW UNIONVILLE HOME SOCIETY</p>	<p>POLICY AND PROCEDURE MANUAL</p>
<p>Subject: Whistleblower Protection</p>	<p>Policy No.: 3105</p> <p>Last Reviewed: April 8, 2019</p>
<p>Section: General Policies</p>	<p>First Approved: April 24, 2019</p>
<p>Approved by: Board of Directors</p>	<p>Total Pages: 8</p>
<p>External References:</p>	

PREAMBLE:

This policy is part of the Organization’s ongoing efforts to identify and respond to any conduct that may pose a risk of harm to residents or staff, or to the operation of the Organization. This policy reflects the strong whistle-blowing protections in the *Long-Term Care Homes Act, 2007* (the “LTCHA”), and reporting under this policy will assist the Organization in meeting the requirements of the LTCHA in this, and other areas.

Section 26 of the LTCHA forbids retaliation, or threats of retaliation against a person for disclosing anything to an inspector or the Ministry of Health and Long-Term Care Director, or for giving evidence in a proceeding under the LTCHA, or during a coroner’s inquest. Under section 26, staff members, officers, and directors cannot discourage these disclosures.

POLICY

It is the policy of the Organization that any staff member, volunteer or board member who is aware of, or suspects any of the following must report it as soon as possible in accordance with the reporting procedures in this policy:

- Improper or incompetent treatment or care of a resident; or unlawful conduct that affects or may affect a resident.
- Abuse of a resident by anyone, or neglect of a resident by a staff member, volunteer or board member of the Organization. This includes misuse or misappropriation of resident property.
- Verbal complaints concerning resident care or operation of the Organization.
- Breach of the Organization’s policies, standards, procedures or by-laws.
- All other areas where there is real, or potential harm, exposure to the organization, residents and ongoing operations.

Subject: Whistleblower Protection	Policy No.: 3105
	Last Reviewed: April 8, 2019

PURPOSE

- To encourage and enable reporting within the Organization relating to breaches or suspected breaches of the Organization’s policies, procedures or standards, and legislation that applies to the Organization;
- To ensure that there is no retaliation against those who make reports in good faith under this policy;
- To ensure compliance with the reporting and whistle-blowing provisions of the LTCHA; and
- To ensure compliance with the Organization’s Code of Conduct.

DEFINITIONS

Wrongdoing: A wrongdoing occurs if there is:

- Gross mismanagement*;
- An act or an omission that creates a substantial and specific danger to the life, health or safety of a person;
- The taking of a reprisal/retaliation against an employee;
- A willful deliberate violation of any government legislative act or regulation;
- A significant deliberate violation of any Organization policy.

**Gross mismanagement is defined as a deliberate act or an omission showing a reckless or willful disregard for the efficient management of significant Organization resources.*

Retaliation: Encompasses direct actions, omissions and threats.

- Evicting a resident;
- Subjecting a resident to discriminatory treatment;
- Imposing a penalty on any person;
- Intimidating, coercing or harassing any person.

Reprisal: Reprisal action taken against an employee/person who has made a disclosure of wrongdoing in good faith includes:

- A disciplinary measure such as staff dismissal, discipline and suspensions;
- Intimidating, coercing or harassing a person;
- Demotion of the employee;
- Any measure that adversely affects the employment or working conditions of the employee; or
- A threat to take any of the previously identified measures.

Subject: Whistleblower Protection	Policy No.: 3105
	Last Reviewed: April 8, 2019

Staff Reporting and Mandatory/Immediate Reporting under the LTCHA

Staff shall be aware that section 24(1) of the LTCHA requires certain persons to make immediate reports to the MOHLTC Director where there is a reasonable suspicion that certain conduct or events occurred or may occur. (Section 24(1) is set out in the Appendix to this policy and for clarification about who must report see section 105 of the LTCHA regulation, which is included in the Appendix). Staff should immediately report through this policy any conduct or events that may lead to a mandatory/immediate report under section 24(1). Staff should also understand that it is an offence under the LTCHA to discourage or suppress a section 24(1) report.

No Retaliation or Discouragement of Reports

The Organization will protect staff members, volunteers and board members from harassment, coercion, penalty or discipline in the context of the following:

- Reports in good faith under this policy, and
- Disclosure of anything to an inspector or the MOHLTC Director, or giving evidence in a proceeding under the LTCHA or during a coroner’s inquest.
- Disclosure to any relevant law enforcement or regulating agency.

The Organization will protect a resident (and his or her family members, Substitute Decision Maker (SDM), and persons of importance) against any threats or discrimination in connection with the resident’s disclosure of anything to an inspector or the MOHLTC Director, or his or her giving evidence in a proceeding under the LTCHA or during a coroner’s inquest.

A resident will not be discharged from a long-term care home, threatened with discharge, or in any way be subjected to discriminatory treatment (i.e., any change or discontinuation of any service to or care of a resident or the threat of any such change or discontinuation), even if the resident or another person acted maliciously or in bad faith, and no family member of a resident, substitute decision-maker of a resident, or person of importance to a resident shall be threatened with the possibility of any of those being done to the resident.

Staff members, volunteers and board members must not do anything to discourage any of the following:

1. Reports under this policy,
2. Mandatory/immediate reports under the LTCHA, and
3. Disclosures to an inspector or the MOHLTC Director, or the giving of evidence in a proceeding under the LTCHA or during a coroner’s inquest.

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A staff member, volunteer or board member who retaliates, threatens a resident, or discourages a report in breach of this policy shall be subject to disciplinary action, which may include termination or removal.

Reporting in Good Faith

In making a report under this policy, a person must not act maliciously or in bad faith. A person who makes a report maliciously or in bad faith may be subject to disciplinary action up to and including termination of employment, termination of placement or removal from his/her position.

Any staff members, volunteers, students, board members and any other party who reasonably believes that they are being asked to commit a wrongdoing, or who reasonably believes that a wrongdoing has been committed or is about to be committed, may disclose the matter immediately to their supervisor/manager, Director, CEO and/or the Human Resources Department.

No person, knowing that a document or object (including in electronic or digital format) is likely to be relevant to an investigation under this policy, shall:

- destroy, mutilate or alter the document or object;
- falsify the document or make a false document;
- conceal the document or object;
- direct, counsel or cause any person to do anything mentioned above in any manner;
- purpose to any person that they do anything mentioned in the above clauses in any manner.

In making a report under this policy, a person must not act maliciously or in bad faith. A person who makes a report maliciously or in bad faith may be subject to disciplinary action, which may include termination or removal.

PROCEDURES

A. Reporting

All disclosures must be made in written form (see Appendix A), unless there is imminent and serious danger.

The Home will process and respond to verbal and written complaints through its complaints policy/procedures.

All reports under this policy should be to a staff member’s immediate supervisor or manager. Where an immediate supervisor is implicated, or where a staff member is uncomfortable reporting to their supervisor, the report should go to the next level of leadership (Senior Management) or CEO.

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Board members should report to the Chief Executive Officer and/or the Chair or Vice Chair of the Board, where appropriate.

Reports concerning management staff members should be to the Chief Executive Officer (CEO); or if the report implicates the CEO, to the Board Chair.

Reports concerning conduct of professional staff or service providers (physicians and medical students, dentists, nurses in the extended class, Director of Care, supervisors) should be to the CEO.

A staff member, volunteer or board member who experiences any form of retaliation/reprisal before or after submitting a report should immediately inform their supervisor or a member of the management team; or in the case of a board member, the CEO, Chair/Vice Chair of the Board.

B. Investigation

The person receiving the report will forward it for investigation to Human Resources (HR). HR will investigate and resolve the subject matter of the report. Where necessary, they will advise or involve members of senior management and/or the CEO.

Responsibility for investigation and resolution may be referred to senior management or the CEO if the complaint is regarding a member of Human Resources.

Staff members are expected to cooperate during any investigation.

If feasible and appropriate, the Organization will inform the individual who made the report about the results of an investigation and the steps taken to address the conduct in question within 10 days.

The CEO will be informed of the results of the investigation and will report on the matter to the Board if an infraction of this policy has occurred.

C. Confidentiality

The Organization will accept reports under this policy on an anonymous or confidential basis. The Organization's normal procedure will be to keep all reports confidential to the extent possible, subject to the need to conduct an effective investigation or to take action to comply with the LTCHA or other law. The Organization will not tolerate any attempt by a person or group to identify a person who submits a report in good faith on an anonymous or confidential basis.

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D. Staff Orientation and Training

Staff members will receive orientation and annual re-training on the reporting obligations under the LTCHA, the Organization’s internal procedures for reporting, and the whistle-blowing protections in the LTCHA.

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APPENDIX A

LTCHA MANDATORY/IMMEDIATE REPORTS

The first excerpt sets out the matters that must be immediately reported to the MOHLTC Director - section 24(1). The second excerpt sets out certain staff to which this requirement does not apply – section 105 of the regulation and the definition of “staff” from the LTCHA.

Reporting certain matters to Director

24. (1) A person who has reasonable grounds to suspect that any of the following has occurred or may occur shall immediately report the suspicion and the information upon which it is based to the Director:

1. Improper or incompetent treatment or care of a resident that resulted in harm or a risk of harm to the resident.
2. Abuse of a resident by anyone or neglect of a resident by the licensee or staff that resulted in harm or a risk of harm to the resident.
3. Unlawful conduct that resulted in harm or a risk of harm to a resident.
4. Misuse or misappropriation of a resident’s money.
5. Misuse or misappropriation of funding provided to a licensee under this Act or the *Local Health System Integration Act, 2006*, 2007, c. 8, ss. 24 (1), 195 (2).

Non-application re certain staff

105. Paragraph 4 of subsection 24 (5) of the Act does not apply to a staff member who,

- (a) falls under clause (b) or (c) of the definition of “staff” in subsection 2 (1) of the Act;
- (b) only provides occasional maintenance or repair services to the Organization; and
- (c) does not provide direct care to residents. O. Reg. 79/10, s. 105.

“staff”, in relation to a long-term care Organization, means persons who work at the Organization,

- (a) as employees of the licensee,
- (b) pursuant to a contract or agreement with the licensee, or
- (c) pursuant to a contract or agreement between the licensee and an employment agency or other third party; (“personnel

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APPENDIX B

TABLE: MANDATORY REPORT

Types of Incidents that must be reported to immediate supervisor/manager and/or the Ministry of Health and Long Term Care:

Type of Incident	Reporting Time Frame
Improper or incompetent treatment or care of a resident that resulted in harm or a risk of harm to the resident	Immediately upon becoming aware of the incident
Abuse of a resident by anyone or neglect of a resident by the licensee or staff that resulted in harm or a risk of harm to the resident	Immediately upon becoming aware of the incident
Unlawful conduct that resulted in harm or a risk of harm to a resident	Immediately upon becoming aware of the incident
Misuse or misappropriation of a resident's money	Immediately upon becoming aware of the incident
Misuse or misappropriation of funding provided to a licensee under the LTCHA or the <i>Local Health System Integration Act, 2006</i> .	Immediately upon becoming aware of the incident



Board Evaluation Results for 2018/2019 Q4 Meetings (April, 2019)

Prepared for the Governance and
Nominating Committee
Monday, May 13, 2019



Response Rate

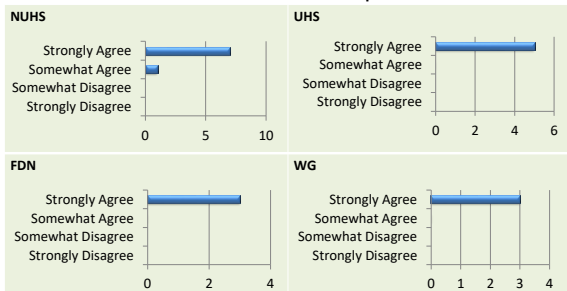
NUHS	15 MEMBERS	11 members in attendance 8 responses	73%	▲
UHS	6 MEMBERS	6 members in attendance 5 responses	83%	▲
FDN	9 MEMBERS	7 members in attendance 3 responses	42%	■
WG	5 MEMBERS	4 members in attendance 3 responses	75%	▲

Goal: 100%
● = 100%
▲ = 70 – 99%
■ = < 70%



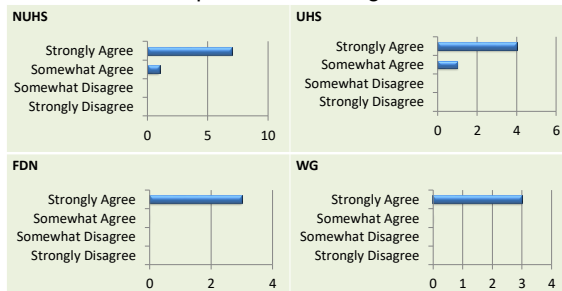
Results – Focus

■ **Q1:** The board focused on the important issues



Results – Focus (Cont.)

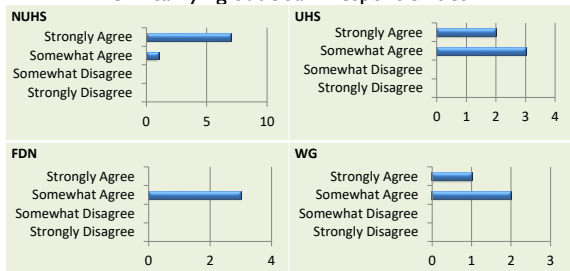
■ **Q2:** The time spent at the meeting was of value





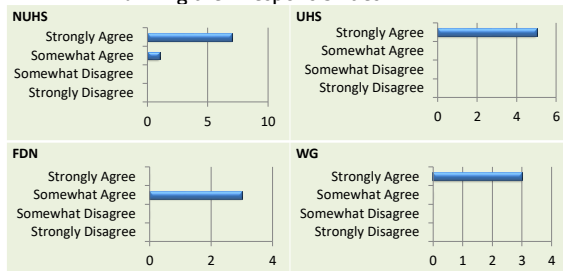
Results – Learning

- Q3: The knowledge gained at this meeting will support me in carrying out board responsibilities



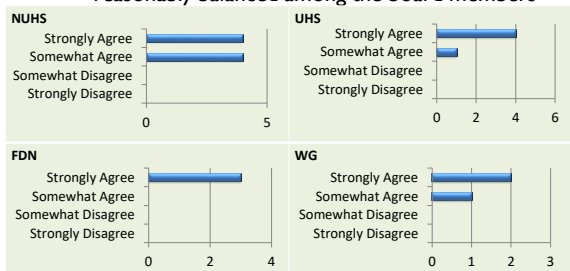
Results – Learning (Cont.)

- Q4: The pre-circulated materials assisted the Directors in fulfilling their responsibilities



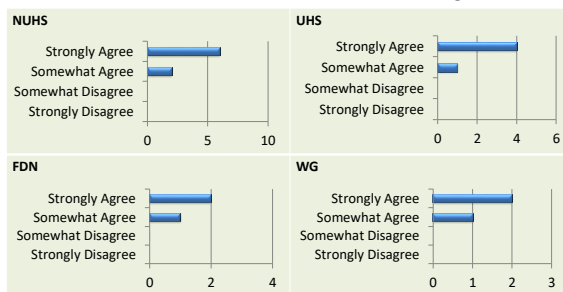
Results – Discussion

- Q5: Discussion was meaningful, diverse and reasonably balanced among the board members



Results – Discussion

- Q6: I was satisfied with the board meeting





Comments - NUHS

- Julie's real-world questions about how we are caring for our residents were very important. A very productive meeting.
- Very good discussions that were efficiently articulated.



Comments – Foundation

- Great chair job by Audrey!



Comments – Wyndham Gardens

- Meeting was short (approximately 40 minutes) but to the important issues.