Building Bridges: Creating a Seamless Patient Journey

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The Governance Centre of Excellence (GCE) is pleased to present the February 2015 edition of Boards. As the official publication of the GCE, Boards is devoted solely to you – the board member.

Boards provides information on topical issues, governance initiatives and news of upcoming GCE educational programs, tools and supports related to the evolving role of health care boards. As part of the GCE’s commitment to open communication and the sharing of knowledge, Boards includes articles from representatives in the field of governance. The views of the authors expressed in this publication do not necessarily reflect the position of the GCE or the Ontario Hospital Association.

We welcome submissions from health care leaders, governance experts, academics and consultants that will foster dialogue and address current issues and leading practices in health care and not-for-profit governance.
Building Bridges: Creating a Seamless Patient Journey

BY PIERRE NOEL
Historically, Ontario’s health care system has been set up in a way where it is easy to work in silos. Unlike other provinces, health care delivery in Ontario is largely governed by independent, volunteer health care boards. Fortunately, many providers have long ago understood the benefits of a more integrated approach to providing care – they are the trailblazers that have set an example for their peers. Over time, governance practices have evolved to better support the key system goal of more patient-centred care, but more needs to be done to ensure that these efforts are applied system-wide and are top-of-mind for health care boards.

This sentiment was echoed by Deputy Minister of Health and Long-Term Care, Dr. Bob Bell, during a recent presentation to senior hospital leaders where he shared the Government of Ontario’s strategy for health system transformation. System integration is one of the four pillars of the Government’s Action Plan 2.0, and the government is looking to health care providers to achieve this objective. Dr. Bell was very clear that there are no plans to make legislative changes in this regard.

Instead, Dr. Bell called for better integration of care, specifically for complex patients, that would encompass the patient’s entire journey. According to him, more coherent governance is needed – more specifically, health provider boards need to do a better job of collaborating with one another in order to organize care around the patient. The benefits are profound: higher quality care that is tailored to the needs of the current demographic, improved patient safety, and potentially, decreased costs for the system.

There are a number of things hospitals can do to facilitate system integration while keeping in mind that governance collaboration should be pursued with a singular focus on the patient experience. This means asking questions like, how can we better coordinate health care services for patients in a way that will eliminate gaps in their care? How can we provide the most appropriate services along their journey? Which partners need to be brought to the table to achieve this goal? Further, health care providers can also examine data, such as referral patterns, to get a better sense of where patients are accessing care in order to design system partnerships that are more responsive to their needs.

I also believe that as system leaders, hospitals need to continue to be open to governance collaboration, especially because they often have more capacity to initiate such a planning process and bring community partners to the table. One of the key challenges some health care provider boards continue to face, especially among the smaller organizations, is the lack of resources to support planning and analysis of how to enable better collaboration.

Fortunately for various organizations across Ontario, there have been a number of resourced opportunities to try out new strategies which are aimed at changing the way care is managed and delivered across the continuum of care. For example, over the past year or so, the government has been rolling out Health Links across the province in order to target complex patient populations, or those who rely on the system most.

The Health Links initiative is a good learning exercise which will help identify more effective strategies for organizing care around patients. As the Health Links model proliferates, the system will have many opportunities to find out what works also at the governance level.

Another noteworthy example is the PATH Project which is at the centre of The Change Foundation’s strategic plan. The project is focused on improving experiences for seniors with chronic health conditions and their caregivers through the engagement and support of a community coalition of
cross-sector providers and patients/caregivers who are working together in order to co-design how health care is delivered. What is particularly interesting with this project is the close involvement of patients and their caregivers in the process, who are undoubtedly at the core of system change.

Meanwhile, the small, rural and northern hospital community is pushing for the adoption and implementation of the rural health hub model. The Ontario Hospital Association (OHA), together with the Ontario Medical Association (OMA), jointly established a Multi-sector Rural Health Hub Advisory Committee to advance rural health hubs within rural and northern communities. Chaired jointly by the OHA and the OMA, with membership from various associations such as the Association of Ontario Health Centres, Community Care Access Centres, and the Association of Family Health Teams of Ontario, its members believe that the creation of rural health hubs will encourage and enable local health and social service providers to work together, with their communities, to provide person-centred, equitable, sustainable, high-quality health care.

As you can see, we are making strides towards governance collaboration on various fronts. However, we have more work to do to achieve full integration of services at every level. For health care organization boards, this means proactively identifying opportunities for collaboration outside the organization with an eye to improving care for their community, and allocating resources, where possible, to allow these important discussions to take place. Ultimately, our goal is to better support patients in any way we can.

THERE ARE A NUMBER OF THINGS HOSPITALS CAN DO TO FACILITATE SYSTEM INTEGRATION WHILE KEEPING IN MIND THAT GOVERNANCE COLLABORATION SHOULD BE PURSUED WITH A SINGULAR FOCUS ON THE PATIENT EXPERIENCE.

PIERRE NOEL was elected to the Board of Directors of the Ontario Hospital Association in November 2011 and in November 2014 was elected Chair of the Board.

In the fall of 2006, Pierre assumed the position of President and CEO of the Pembroke Regional Hospital in Born and raised in Pembroke, he was delighted to return to his home town to play a leadership role in a hospital which has played such an important role in his own life and the life of his family. Before assuming this role, Pierre was the CEO of the Wellington Health Care Alliance, a tri-hospital alliance between Groves Memorial Community Hospital and the North Wellington Health Care Corporation.

Prior to this, Pierre held a number of senior positions in both the public and private health care sectors including a role as special consultant to the Ontario Ministry of Health and Long-Term Care as part of its Health Reform Implementation Team, Vice-President of Corporate Development at Aetna Health Management, Vice-President of Business Development at Columbia Health Care, Director of the Children’s Program at Laurentian Hospital in Sudbury, and Director of Administrative Services at the Royal Ottawa Health Care Group.

Pierre is a past chair of the OHA’s Small, Rural and Northern Leadership Council and a past Vice Chair of the OHA’s Medium-Sized Hospital Leadership Council. He is also the Past Chair of the Catholic Health Association of Ontario.

He holds a Bachelor of Commerce from Carleton University and a Master in Health Administration from the University of Ottawa.
Don’t Let Your Board Fail Your Company

BY RICHARD LEBLANC

You know that old saying, “the fish rots from the head”? When it comes to a board of directors, never were truer words spoken.

An effective board is the last line of defense for shareholders, regulators and other stakeholders. This small but mighty peer group is responsible for overseeing the management of an organization, so if one thing is flawed – if just one director’s behaviour is disruptive or toxic – it can be the difference between performance and non-performance throughout the entire organization. Poor dynamics have that kind of ripple effect, unfortunately.

As an external adviser and specialist in corporate governance and accountability, my work has allowed me to study and evaluate boards, investors and directors across all sectors, including health care.

I’ve never investigated a board failure where flawed dynamics was not a major contributor, which is why I know for a fact that great boards don’t just “happen.” They are carefully and critically designed to be functionally sound. They have to be. A board is just too important an entity to rely on crossed fingers and wishful thinking.

When it comes to toxic behaviours that can bring down a board, I’ve pretty much seen it all. Excessive power, over-reliance on one person, dominant managers, lack of integrity and trustworthiness, confidentiality breaches, lack of transparency and accountability, lack of meeting preparation, undermining board decisions, poor information flow management – these are all warning signs that need to be addressed immediately. But perhaps the biggest red flag is the dysfunctional director and the underperforming director.

I’ve seen dissention amongst the ranks on some of the most iconic boards in Canada. In one instance, there was a director who was so toxic that the board had been consumed by theatrics for nearly a year. When I spoke to the other directors, almost all of them wanted the bullying to stop, but no one had the courage to pull the trigger. Even the chair of the board was too weak to take action. Ultimately, my recommendation was to replace both of them in order to settle things down and get the board back on track.

People are often surprised to hear that the best thing you can do to begin to heal divisions and repair a broken board is to let someone go. But in many cases that’s the only way to start the mending process. It’s not easy to unwind chronic dysfunction on a board – it takes a strong chair or third-party supervision – but getting rid of the root cause is the best way to start. The key is handling the dismissal respectfully and diplomatically.

I once conducted a peer review for the board of an important and highly regulated company. If the board of this particular company makes a mistake, people can die, so it was critical for them to get it right. Every time.

During the review process, I noticed that one director rated another last on almost every single performance dimension. When questioned, the director proceeded to tell me, category by category, why he had rated his peer so poorly – even though others had given that same director exemplary ratings. It eventually became clear that he despised the director he had critiqued so harshly. There was simply no way to repair this enmity, and it had no place on this – or any – board. My recommendation was to remove the hostile director. And that’s exactly what happened.
Board members need to be proactive when they sense there is trouble brewing. The one regret directors repeatedly express is not speaking up and calling out toxic behaviours until it was too late. Letting it fester only makes the situation worse for everyone involved, especially the company.

But of course the best way to create a functional, healthy board is to avoid dysfunction from the start. Nominating committees need to spend more time at the front end recruiting directors, and on the back end retiring them. And they need to do it on the basis of expected and actual performance.

Unfortunately, most competency matrices don’t include behaviour, and all directors have “warts.” Nominating committees must do their due diligence, and that includes a proper competency matrix, the creation of long lists and short lists, interviews, background checks, and making sure to bring on directors who are not friends or known to current directors. A strong and experienced chair at the helm who can appreciate the value of a diverse board and make difficult decisions when necessary is another must-have.

An effective board doesn’t happen by accident. Spend time and effort designing yours by recruiting independent thinkers who can leave their egos at the door, ask the tough questions, give the right advice – and do it all with a smile. Let the notion of, “iron hand in a velvet glove,” be your yardstick as you create your dream team.

Reprinted with permission from the Globe and Mail, December 2, 2014, Copyright, The Globe and Mail. This column was part of Globe Careers’ Leadership Lab series, where executives and experts share their views and advice about leadership and management.

Dr. Leblanc will be presenting on board dynamics at the GCE’s Spring Governance Showcase on April 10, 2015 in Toronto.

Dr. Richard LeBlanc (@DrRLeblanc) is an associate professor of law, governance and ethics at York University (@yorkuniversity) and principal of Boardexpert.com Inc.

Richard Leblanc brings to business and professional clients a depth of information from his extensive research and work with boards of directors and training and development of leaders and managers. He is engaging, dynamic, personable and an award-winning educator, lawyer, consultant and author. Because of his work with leading companies and current research, Richard is always on the cutting edge of emerging global developments. His insight has guided leaders of organizations through his teaching, writing and direct consultation to government regulators and corporations.

Author or contributing author of dozens of scholarly and practitioner articles, books and programs, Richard’s work has been described by various faculty at Harvard, Yale, London Business School and elsewhere as “great and much needed,” “wonderful and pragmatic,” “thorough” and “nothing short of remarkable,” as well as by Fortune 500, NYSE, FTSE and other company leaders as “leading edge,” “ground-breaking,” “valuable guidance,” “indispensable,” “compelling” and “exceptional.”

Richard adopts a framework for governance effectiveness developed over several years. His work, directly or indirectly, has impacted companies throughout the world, including those that have used Richard’s methodology to strengthen their governance effectiveness and accountability practices.

Richard is frequently consulted by stakeholders – such as companies, investors, associations, partnerships, not-for-profits, the media and regulators – for the latest developments and trends and customizes his speaking engagements to please all types of audiences and classes. He received a recent teaching award as one of five of the top university teachers in Ontario. Richard is a strategic advisor at the Institute for Excellence in Corporate Governance at the University of Texas at Dallas and developed and taught a course in corporate governance at Harvard University, where he received an instructor rating of 4.9 and 4.7 out of 5 the last two times he taught it.
Strategic Director Recruitment for Building Better Boards

BY JOHN T. DINNER

Director recruitment is often event driven: the annual meeting is fast approaching; there are vacancies on the board that need to be filled; quick consideration is given to who can quickly be tapped into serving as a director or who owes the organization some sort of favour. It’s not surprising that many boards don’t feel they’re ideally equipped to fulfill their responsibilities.
The Canadian Coalition for Good Governance (Coalition) places great importance on how directors find their way to the boardroom. In their highly regarded governance guidelines, the Coalition notes that the single most important corporate governance requirement is the quality of directors. By quality, the Coalition is speaking to the integrity, competencies, capabilities and motivation board members need to carry out their duties.

Many boards’ efforts to recruit a strong board team are undermined by a governance model that limits the ability to recruit board members in a strategic manner. Many constituent based boards, where various stakeholder groups have a right to representation, must compromise on their ability to recruit individuals with other important attributes. Many governmental agencies rely on ministerial appointments to populate their boards. Often, the end result is a group of directors whose skills, experience and other attributes lack any sort of thoughtful and complementary construct. However, many such boards fail to identify what opportunity may exit to influence the director appointment process and so acquiesce (as boards often do on so many important matters).

Successful boards require a carefully considered mix of skills and experience, as well as individuals with shared values who can support, contribute to, and complement a productive board/staff dynamic. When viewed as a “board team”, it’s important to have “bench strength” and “position players”. This only results from a disciplined process to leverage opportunities to recruit new board players to reflect emerging issues and opportunities.

Boards need qualified individuals with sound judgment, senior level perspectives, integrated thinking, deep functional or sectoral experience (accounting, legal, and other expertise), strategic competencies, and personal qualities of honesty, integrity and commitment. Other considerations to take into account are board diversity as a means of reflecting the marketplace in which the organization functions (gender, international, ethnic diversity, etc.).

SUCCESSFUL BOARDS REQUIRE A CAREFULLY CONSIDERED MIX OF SKILLS AND EXPERIENCE, AS WELL AS INDIVIDUALS WITH SHARED VALUES WHO CAN SUPPORT, CONTRIBUTE TO, AND COMPLEMENT A PRODUCTIVE BOARD/STAFF DYNAMIC.

Working within whatever restrictions may be required by such things as the organization’s by-laws, boards should consider undertaking a four-step process to help ensure an optimal mix of skills and experience:

**Step One – Required Skills and Competencies:** Consider what competencies and skills relative to the organization’s strategy the board, as a whole, should possess. In doing so, the board should recognize that the particular competencies and skills required are unique to that organization and are not necessarily the same as those required for another.

**Step Two – Assess Skills and Competencies of Existing Directors:** Assess what competencies and skills each current director possesses. It is unlikely that any one director will have all the competencies and skills required by the board. Instead, the board should be considered as a group, with each individual making his or her own contribution. Attention should also be paid to the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic.

**Step Three – Identify Skill and Competency Gaps:** Based on the assessment and existing skills and competencies and the needs of the board going forward, identify those gaps that exist.

**Step Four – Communicate Skills and Competency Needs:** As part of the director search or nomination process, communicate those skills and experience the board needs and request that those putting forward prospective candidate names do so with these needs in mind. An explanation
should be provided on the nomination forms how the particular candidate satisfies these needs.

To further guard against falling into the nominations timeline track, boards can plan for ongoing director succession by:

1. Maintaining a ‘matrix’ of director talents and board requirements to identify skill gaps on the board;

2. Building an “ever-green” list of prospective director candidates to ensure outstanding candidates with the needed talents can be identified to fill planned or unplanned vacancies; and,

3. Planning for director succession well in advance to enrich and deepen the pool of potential candidates.

It’s very important to keep the perspective that your board deserves highly skilled and participative board members. Don’t erode your goals by believing the lie that you are lucky to get anyone at all!

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JOHN DINNER, President  
John T. Dinner Board Governance Services

Since 1996, John T. Dinner Board Governance Services has helped clients across sectors and across Canada achieve their organizational objectives through excellence in board governance. Board members and organizational leaders value John Dinner’s insights, practical approach and ability to facilitate needed governance change and transformation.

In addition to helping boards improve their governance structures and processes, John Dinner is keenly adept at fostering trust and confidence in the sharing of power and authority between boards and those to whom they give oversight. John Dinner knows and understands the needs of directors first-hand.
Professor Brian Golden is the Sandra Rotman Chaired Professor in Health Sector Strategy at the Rotman School of Management, University of Toronto, and University Health Network. Having worked with hospitals and other health care providers within Canada for the past 18 years, Golden knows a thing or two about what it takes to create and maintain a successful board.

Golden will be facilitating a portion of the GCE’s Leading Effective Board Decision Making program on March 12 at the Ontario Hospital Association in Toronto. He will be focusing on understanding and using the psychology of group decision making.
The topic is ideally suited to Golden because he maintains that cultivating a mindful approach to board development and maintenance is critical. Simply having accomplished directors doesn’t make for good governance, he states. It’s a complex combination of factors including having the right people, the right structures and process, and the right relationships among directors and between the board and the chief executive officer.

“In the end, boards ought to act like teams rather than merely groups,” Golden says. The fact is that there’s vast evidence to suggest that groups often never evolve into effective teams. For that evolution to happen, he claims, directors need to learn how to be influential and be open to being influenced by others in their teams. That’s why Golden’s work with boards focuses on how to discharge their decision-making duties most effectively. “We pay a great deal of attention to enhancing the capabilities of individual directors – which can be used beyond their board roles – but also the decision-making capabilities of the board as a collective.”

During the Leading Effective Board Decision Making program Golden plans to provide insight on how to create a culture of psychological safety on the board so that healthy dissent emerges. He has some practical decision-making techniques to share during the session, but will also identify common struggles including coalition development, individual biases, and the failure to hear others and integrate differing views.

SIMPLY HAVING ACCOMPLISHED DIRECTORS DOESN’T MAKE FOR GOOD GOVERNANCE...

“Best practice boards don’t simply emerge,” he asserts, “they require intentioned design and maintenance.” That maintenance has never been more critical than it is today considering the fundamental challenges facing health care boards in Canada. New, additional competencies are needed on boards because there is an increased demand for providers to be accountable and to provide good value, according to Golden. “Volunteer boards need a new set of skills around finance, reporting, monitoring, quality and strategy,” he asserts.

If good governance is something that takes a team effort, which it is, it’s fortunate that there are people like Golden who are able to identify and share strategies that can keep boards running smoothly and efficiently as they evolve into the effective teams health care organizations demand.

For additional information and questions about the GCE’s Leading Effective Board Decision-Making workshop on March 12, please contact: Margaux Booth 416 205 1347 or mbooth@thegce.ca.

BRIAN GOLDEN is the Sandra Rotman Chair in Health Sector Strategy at the University of Toronto and The University Health Network (joint appointment Faculty of Medicine); Professor of Strategic Management at Rotman; and Executive Director for Collaborative For Health Sector Strategy. Brian’s conducts research and teaches in the areas of strategic change and implementation, health system integration and funding, governance, organizational strategy and leadership. Among his published work are articles in the Canadian Medical Association Journal, Health Policy, Healthcare Quarterly, Healthcare Papers, Healthcare Management Science, the Annals of Pharmacotherapy, Clinical Oncology, the Strategic Management Journal, Management Science, Administrative Science Quarterly Academy of Management Journal, Academy of Management Review, and the Harvard Business Review.
Recently, the Governance Centre of Excellence (GCE) launched a Peer Network for staff in health care organizations who work to support the Board of Directors to be the best it can be. The titles of those working in these positions include executive assistant, manager, governance liaison, coordinator, and many other different ways to characterize their wide-ranging responsibilities. Although the chief executive officer often holds the officer position of secretary, it is these diligent administrative staff who ensure that the board materials are prepared and distributed, that the minutes are kept and that the governance records of the organization are complete. Frequently, this is but one part of their myriad responsibilities to assist the management and the board in leading the organization.

The GCE’s Corporate Secretaries’ Peer Network (Network) aims to provide support, resources, and ideas to corporate secretaries in health care and not-for-profit organizations to assist them in their role of supporting their boards of directors and management teams. The Network directly connects staff in organizations across the province and provides the opportunity to learn from one another and share resources to improve governance practices.

Please share this information with others in your organization and encourage staff to join the Network to connect with others in similar roles.

**Governance Practices**

Recently, members of the network have shared their organization’s approach to a variety of matters, including non-board members on committees, distributing board meeting materials, meeting attendance by conference call, and criminal records checks for board members. In each case practices and policies were compiled and shared across the network. For example, 12 of 35 organizations require a formal police clearance certificate for board members, two organizations require a personal declaration related to criminal conviction, and one is likely to institute a formal requirement in the coming year.

In another survey, 21 organizations identified *Robert’s Rules of Order* as their procedural manual while eight use Kerr and King, six use Bourinot’s, and the balance of the 43 organizations use another resource or none at all. These types of surveys help organizations keep abreast of common standards and emerging practices in the health sector. When policies are available to support a practice these are shared across the Network to allow members to learn from each other, rather than starting from a blank page when researching a new policy for their organization.

To join the Network, contact Melinda Moore, Manager, Corporate Governance at mmoore@oha.com.
Q: Why did you choose to become a board member?

A: I accepted my first board appointment after I became a partner at Deloitte. The firm encouraged community involvement – to contribute our expertise and share our knowledge while gaining valuable skills.

Later in life, confronted with a tragic family health care problem I became convinced of the value of universal access to our health care system. I had an opportunity to join a hospital board (currently Trillium Health Partners) which I accepted in the hopes of contributing to the sustainability of that access for future generations.

With retirement, board opportunities arose and I have been fortunate to gain some valuable experience and insights to good governance.

I view my involvement with the Mississauga Halton Local Health Integration Network (LHIN) board as a way in which I can continue to promote and encourage the sustainability of our universal health care system.

Q: What advice would you offer to new board members or individuals considering serving on a board?

A: Due to my recent years of experience in the health care system, my comments are offered from the perspective of not-for-profits and charities – particularly in the health care system.

Mission: Do your homework – look at the mission statement – do you agree with it? Financial statements – make sure that the enterprise is financially viable.

Insurance: If I dare to be purely practical, one of the first questions to ask is “Does the entity carry adequate directors’ liability insurance and does the policy include a provision that the insurance company will fund the defense from the beginning of any adverse action?”

Time commitment: Do not accept a position unless you can devote the needed time to fulfill your responsibility.

Respect: Respect the line between oversight and operations.

Annual cycle of a board: Listen well during your first year. Do not feel inhibited to ask questions but take the procedural ones off-line and avoid using valuable board time with routine matters.

Q: What do you do personally to spur creativity and innovation at the board level?

A: Try not to dwell on the trees and focus on the forest. Urge the board to set strategic goals that are separate from operational goals. Attend governance seminars and encourage other board members to keep up to date with current developments in the governance world that emphasize the value of generative discussion.
Q: What do you see as the greatest governance challenge facing boards today?
A: From my experience in the public health care system, and when I talk to board members in other similar organizations, a common challenge is finding qualified board members who bring the necessary skill sets to replace those lost with outgoing board members. Legal liability and the required time commitment can discourage otherwise qualified candidates from serving.

Q: In your own words complete the following sentences.
When it comes to being a board member if I knew then what I know now...
A: Given my background in public accounting, where there is a tendency to look at boards through the eyes of the audit committee, I would now focus more of my attention on strategic planning and enterprise risk management. For example, the strategic and business plans should be in alignment with the mission statement. Any strategic plan should be achievable within the foreseeable future.

Enterprise risk management is becoming more and more important with the challenging conditions we are facing today. That being said, you cannot forget the importance of oversight and financial accountability.

Time spent on oversight and financial accountability should not preclude spending sufficient time on strategic planning and enterprise risk management.

One big bold idea to improve governance in Ontario is...
A: Make a minimal level of governance education mandatory for not-for-profit /government organizations. People would need to demonstrate their board skills by passing a credited course. The government perhaps could sponsor this minimal standard of governance education.

Caution: this is a bold idea because it may discourage some people from serving due to the time and commitment involved.

My vision for governance in Ontario is...
A: That all boards of directors would have a hand in creating a customized governance model that suits their individual need. New boards could start with a recognized model, and then adapt it to their individual needs. The principles of good governance remain universal.

The adopted model should include sufficient time for generative discussion to address the fiscal realities of the near future given the economic challenges facing Ontario today. In the health care system, this is going to result in funding realities that will impose great financial limitations. These discussions could focus on quality of care including patient safety and innovation as pathways to meeting some of these challenges.

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RONALD D. HAINES, FCPA, FCA, Chartered Professional Accountant has been a member of the Mississauga Halton LHIN Board of Directors since 2011 and is currently the Vice Chair. Retired after many years as partner with Deloitte & Touche, Mr. Haines served as a member of the Advisory Council of Retired Partners of that organization.

Mr. Haines has served as Chair and Board member with several community and professional organizations including the Toronto Police Widows and Orphans Fund, the Health Insurance Reciprocal of Canada, Orange Insurance, Trillium Health Centre, Dellcrest Childrens’ Centre and the Charlie Conacher Research Fund. He has also been a member of and chaired the Members Insurance Committee of the Institute of Chartered Professional Accountants of Ontario.

Over the years, Mr. Haines has donated his time to a number of community initiatives in the area of health care and is a past member of the Auditor’s Advisory Panels to the Office of the Superintendent of Financial Institutions for both property and casualty, and life insurance companies.
The Progress of Women on Boards and in Senior Management in Ontario

According to the 2010 OHA/GCE Governance Survey, 36.7% of all board directors in Ontario hospitals are female. Although this is a much larger representation than what is found, on average, in boards of publicly traded companies, there is room for improvement. Many studies have demonstrated the positive benefits of diverse leadership within boards, and diversity champions argue that there is more at stake than basic fairness, framing the issue as an economic one as well.

Lately, a lot of media attention has focused on the progress of women on corporate boards. This has largely been due to the November 2012 passing of a controversial European law requiring women to represent 40% of large, publicly listed company board members by 2020.

In December 2014, a news release by the Ontario Ministry of Finance announced changes to the Ontario Securities Law that will increase gender diversity in corporate leadership. Specifically, amendments to the Ontario Securities Law will encourage greater presentation of women on corporate boards. These amendments were effective as of December 31, 2014. According to the press release, results from a survey conducted by the Ontario Securities Commission indicate that:

- Of 448 firms that responded to the survey from the Ontario Securities Commission, 57% have no women directors and 53% have women in less than 10% of their executive officer positions.
- Almost 90% of the survey respondents do not publicly disclose the proportion of women employees in their whole organization.
- Women make up 48% of the workforce yet account for only about 16% of board members of Canada’s FP500 companies.

The amendments now require that companies disclose the following:

- The number of women on the board and in executive officer positions
- Policies regarding the representation of women on the board
- The board’s or nominating committee’s consideration of the representation of women in the director identification and selection process
- Director term limits and other mechanisms of renewal of their board

For additional information on the new amendments and the Government of Ontario’s efforts to support more executive women in the workforce, click here.

For articles on increasing diversity and female representation in senior leadership and executive roles, click here.
Welcome to the following individuals who have recently joined a health care or not-for-profit board. The GCE welcomes you and looks forward to supporting you and your board in achieving excellence in governance.

Central Community Care Access Centre

CHARLES SCHADE, B.A. (Business) joined the Central Community Care Access Centre Board of Directors in October 2014. A senior level marketing and strategy executive, Charles recently retired from Maritz Canada, a full-service agency that in 2013 received industry recognition as a top strategy company in North America. During his long and accomplished career, Charles’ many notable leadership roles include President of the NPD Group Canada, Vice President of Empathica and Senior Director at J.D. Power and Associates. Committed to establishing strong and effective governance principles, Charles is also Past President of the Bayview Golf and Country Club Board of Directors.

Canadian Mental Health Association

JACQUELINE DELFOSSE is an accomplished consultant with over 20 years of Human Resources and Training and Organizational Development background. Her experience includes Human Resources, Operations and Call Centre Management with a speciality in Learning and Organizational Development. She has worked in various Senior Management capacities, including Senior Manager Training and Development, Manager, Global Learning and Organizational Consultant and has implemented key learning and professional development initiatives across organizations.

Jackie has served as a board or committee member on several foundations and associations over the years, and became a board member of the Canadian Mental Health Association in 2014.

As a senior consultant with Morneau Shepell, Jackie specializes in Leadership Development and raising awareness about mental health in the workplace. She has consulted with, trained, educated and coached thousands of managers and employees, drawing on insights from over twenty years of corporate experience as a manager and human relations professional.

She proudly works with industry leaders across the country on mental health in the workplace initiatives and consulting in a way that clarifies the role of the leader and brings a down-to-earth understanding of the complex arena of mental health in the workplace.

Mississauga Halton Local Health Integration Network

MARY DAVIES was appointed to the Mississauga Halton LHIN Board of Directors in 2014. Prior to becoming a certified professional coach (Ipec), Mary has a variety of work experiences in the health care field. This included the establishment of her own health and social services consulting practice which focused on assisting agencies and associations to strive for excellence through continuous quality improvement initiatives.

For eleven years, Mary served on the Board of Directors of Halton Healthcare Services including the role of Chair. Mary received her BScN and MScN from the University of Toronto.

Mary, and her husband Anton, enjoy living in Milton and spending time with their grandchildren.
PATRICK HOP HING, CPA, CA is Director, Corporate Services and Treasurer at Dairy Farmers of Ontario (DFO), the marketing board for the largest agricultural sector in Ontario. He was appointed to the Mississauga Halton LHIN Board of Directors in February 2014.

Prior to joining DFO, Patrick held the positions of Chief Financial Officer at the Toronto Board of Trade and Director, Corporate Services at the College of Nurses of Ontario. Patrick qualified as a Chartered Accountant in South Africa and worked in London, England prior to being transferred to PricewaterhouseCoopers in Mississauga. He is a Chartered Professional Accountant and also obtained his CPA designation through Massachusetts, USA.

Patrick has served on the Board of the Mississauga Hospital and the Trillium Health Centre after the amalgamation of the Mississauga and Queensway hospitals. He served as Chair, Building and Facilities Committee at Trillium Health Centre and as a member of the Finance and Audit, Governance and Resources Committees.

Patrick, his wife Karen and two daughters Megan and Lauren live in Mississauga.

KIMBALIN KELLY is Director, Member Programs and Operations at the Ontario Chiropractic Association (OCA), which represents the professional interests of more than 3,400 Ontario chiropractors.

She is a graduate from York University, holds a Bachelor Degree in Economics, and has broad experience in leading organizations through cultural change. Kimbalin has been very involved in her community, serving on a number of Boards including Chair of both the Canadian Mental Health Association (CMHA) – Halton Region and Cultural Advisory Committee – Town of Oakville, and Board Director, Centre for ADHD Awareness Canada.

Kimbalin, her husband Don, and two daughters reside in Oakville.

GULzar LADHANI holds a Master of Laws, specializing in Alternate Dispute Resolution from Osgoode Hall Law School, a Bachelor of Laws from Osgoode Hall Law School, and a Bachelor of Business Administration from Wilfrid Laurier University. Her past law practice experience included corporate tax planning, personal tax planning, and estates and wills.

Within the community, Gulzar has been on the Board of Directors of the Oakville Children’s Choir since 2011, and has served on the Aga Khan Conciliation and Arbitration Board for Ontario. She has also served as the Chairperson of Oakville Ice Expression. For over fifteen years, Gulzar was a speaker at the Alzheimer Information Series for the Halton Victorian Order of Nurses. Gulzar is a recipient of the 2014 Ontario Volunteer Service Award.

Gulzar, her husband Mahebub, and their three children, Salima, Malik and Aleeza live in Oakville and love to travel.
Spring Governance Showcase

The Governance Centre of Excellence is pleased to present the second annual Spring Governance Showcase on April 10, 2015! This year’s event will be offered as both an in-person conference and live webcast event.

This must-attend governance event will feature a keynote presentation on Board Dynamics and Behaviours by Dr. Richard Leblanc, Associate Professor, Law, Governance & Ethics York University, Principal, Boardexpert.com Inc. and will also feature some incredible governance success stories and outstanding accomplishments, which will cover topics such as:

- Development of a Joint Strategic Partnership Committee of the Boards of Directors
- Mackenzie Health’s Journey to Effective Governance
- Development and Implementation of an IT Governance Program
- Delivering Value through Leading Governance Practices for Oversight of Health Care Infrastructure Projects
- Web Streaming of Board Meetings to Support Transparency and much more...

For more information and to register visit www.thegce.ca/education

Leading Effective Board Decision Making

March 12, 2015, Toronto

Designed specifically for health care boards, this one-day program, is structured in two parts. The first half of the day will be devoted to examining the “who”, “why” and what of “good governance”. Facilitated by Richard C. Powers, National Academic Director of the Directors Education Program and Governance Essentials Program at the University of Toronto, this session will allow delegates to engage in processes to understand (and apply) the responsibilities of directors for effective health care governance. Among other things, the issues of board membership, structure, board actions, director skill matrices, director and board evaluation, board roles and the successful use of committees will be examined.

The second half of the day will be facilitated by Professor Brian Golden, Sandra Rotman Chair in Health Sector Strategy at the University of Toronto and University Health Network. This portion of the program will focus on understanding and using the psychology of group decision making which is highly relevant to boards and of great use in all group decision making settings. Practical strategies, based in the psychology of teams and decision making to influence outcomes will be explored. Participants will develop their capacity to influence teams, including the use of tactics such as coalition building, timing and agenda setting, persuasion, educated risk-taking, psychological framing, and testing the waters. We will also explore the ethical obligations of a board director.

For more information and to register visit www.thegce.ca/education
CALENDAR OF GCE EVENTS

Board Leadership in Risk Governance  
March 9, 2015, Kingston

Leading Effective Board Decision-Making  
March 12, 2015, Toronto

Getting the Best on Your Board – Succession Planning for Board Members (Webcast)  
March 30, 2015, Toronto

Spring Governance Showcase  
April 10, 2015, Toronto

Advanced Certificate in Board Governance  
April 17, 2015, Timmins

Conference for Board Finance Committee Members  
April 24, 2015, Toronto

Rural and Northern Governance Workshop  
May 6, 2015, Toronto

Rural and Northern Health Care Conference  
May 7 & 8, 2015, Toronto

Strengthening Foundation Governance Workshop  
May 22, 2015, Toronto

Strategic Frameworks for Health Care Boards and Senior Management  
May 25, 2015, Toronto

Advanced Certificate in Board Governance  
May 29, 2015, Toronto

The Community Engagement Imperative  
June 1, 2015, Timmins

Essentials Certificate in Hospital Governance for New Directors  
September 18, 2015, Toronto

Understanding Hospitals and the Health Care System  
September 19, 2015, Toronto

Financial Literacy for Hospital Board Directors  
September 25, 2015, Toronto

Leadership Certificate for Health Care Board and Committee Chairs  
October 1, 2015, Toronto

Conference for Corporate Secretaries  
October 2, 2015, Toronto

Advanced Certificate in Board Governance  
October 23, 2015, Toronto

Building a Culture of Good Governance  
October 26, 2015, Toronto

For a current list of programs visit  
www.thegce.ca/education