

**PUBLIC BOARD MEETING**

Minutes of the meeting of the Alberta Health Services (“AHS”) Board (the “Board”) held by teleconference on June 24, 2020.

**Attendees:**

**Board Members:** Mr. David Weyant (Chair)  
Mr. David Carpenter  
Mr. Stephen Mandel  
Ms. Heidi Overguard  
Mr. Hugh Sommerville  
Mr. Brian Vaasjo  
Ms. Glenda Yeates

**Management:** Mr. Robert Hawes, Interim Vice President, Corporate Services & Chief Financial Officer  
Ms. Colleen Turner, Vice President, Community Engagement & Communications  
Ms. Catherine MacNeill, Corporate Secretary & Legal Counsel

**Regrets:** Dr. Brenda Hemmelgarn (Vice-Chair)  
Mr. Richard Dicerni

Mr. Weyant acted as Chair of the meeting and Ms. MacNeill acted as Recording Secretary.

Mr. Weyant called the meeting to order at approximately 4:15 p.m. Notice of the meeting had been properly given and quorum was met.

❖ **Welcome & Comments from the Chair**

**The following is an abstract of Mr. David Weyant’s, Board Chair, remarks at the meeting. It is not an official transcript:**

Good afternoon, everyone. I am David Weyant, Chair of the AHS Board, and I would like to welcome everyone to this physically distanced, public board meeting teleconference. Thank you for taking the time to join us.

I would like to acknowledge the co-ordinated efforts of clinical and non-clinical teams throughout AHS that continue to protect Albertans while finding new ways to deliver the care and services that we all rely upon.

I would also like to thank Albertans for the sacrifices they made that helped limit the number of hospitalizations, including ICU visits, in the first few months of this pandemic. Their collective efforts helped ensure AHS had more than enough acute care and critical care capacity as the virus spread throughout the province.

We need Albertans to continue following public health guidelines during this relaunch period because the pandemic is not over and still poses a serious risk to public health.

Prior to attending to the business of the meeting I would like to speak about racism and intolerance. Or more accurately I am compelled to speak about them as silence is not an acceptable option. This is not a south of the border or an elsewhere issue. It is an issue here in Alberta and here within AHS.

As Chair of the AHS Board, I want everyone to hear and understand this. There is no place for racism in AHS or in our facilities. Indeed there is no place for racism in our province, country or anywhere else. I was personally outraged and disgusted when I learned about the racist slur and threat found earlier this month on a bathroom wall at the Drumheller Health Centre. Our Board is pleased that management has responded quickly and comprehensively, and is working with the RCMP to identify the person or persons responsible for this cowardly and racist act. We will continue to pursue this matter with urgency. We will also continue to provide supports to those impacted and shaken by the event.

Racism and intolerance degrades people and their health outcomes. They also strike at the heart of what AHS aims to be, a learning, high-performing healthcare system that values diversity and inclusion.

Compassion, accountability, respect, excellence and safety are our organization's core values and to truly live them, we will not permit this or any other future act of hatred or ignorance to go unaddressed.

All Albertans, including our staff and physicians, should always feel safe and welcome within our facilities, and we expect patients, clients and families to always be treated with dignity and respect. I would like to assure Albertans that we are taking actions to stand against racism and intolerance wherever it exists in the health system.

Before we receive the reports from the Committees I would like to address some administrative matters. As I mentioned we are continuing to physically distance and are participating by teleconference today. When I ask for a vote on the motion, I will ask for those opposed or abstaining. For those who neither oppose nor abstain I will take that you are in favour of the motion. If there are none, or a minority that either oppose or abstain, I will declare the motion carried.

❖ **Review of Agenda**

**UPON MOTION** duly moved, seconded and unanimously carried, the Board approved the agenda for the meeting of the Board held on June 24, 2020, which was provided to the Board in advance of the meeting.

❖ **Declaration of Conflicts of Interest**

Mr. Weyant requested that any conflicts of interest relevant to the meeting or items noted on the agenda be declared. Mr. Brian Vaasjo declared that he had a conflict of interest with respect to Item 2.b.ii.) Contract Amendment with ENMAX Energy Corporation. Mr. Vaasjo advised that he is employed by a competitor of ENMAX and therefore he was conflicted to participate in the vote.

1. **Approval of Minutes – February 27, March 18, April 9, and May 21, 2020**

**UPON MOTION** duly moved, seconded and unanimously carried, the minutes of the AHS Board meetings held on February 27, March 18, April 9, and May 21, 2020 were approved and the Chair of the Board and Corporate Secretary were authorized and directed to sign the minutes in the form so approved; and the Corporate Secretary was directed to file them, together with all ancillary documents attached thereto, in the corporate records of AHS and to deliver a copy of these to the Minister of Health.

2. **Finance Committee**

a) **Report to the Board**

Mr. David Carpenter, Committee Chair, reported that the Finance Committee met on May 15, June 16 and June 24, 2020.

Mr. Carpenter noted that he would be presenting six items for approval of the Board.

b) **Amended & Restated Shared Services Agreement between Alberta Health Services and Alberta Precision Laboratories Ltd.**

First, Mr. David Carpenter, Committee Chair, reported that the Committee considered the Amended and Restated Shared Services Agreement between Alberta Health Services and Alberta Precision Laboratories Ltd.

Given the commitment value under the Agreement exceeds the Alberta Health Services President & CEO's limits under Policy 1100, *Delegation of Authority and Establishment of Controls for Commitments*, the Alberta Health Services Board is requested to approve the Agreement. Additionally, as the commitment value exceeds the Alberta Precision Laboratories Ltd. Board's limits, Alberta Health Services, as shareholder, is requested to also approve the Agreement on behalf of Alberta Precision Laboratories Ltd. The Board has considered such recommendation and the members support its approval.

**UPON MOTION** duly moved, seconded and unanimously carried the Alberta Health Services Board approved the Amended and Restated Shared Services Agreement between Alberta Health Services and Alberta Precision Laboratories Ltd., on behalf of Alberta Health Services and as shareholder of Alberta Precision Laboratories Ltd., with such non-substantive changes as required by management, and delegate authority to the President and Chief Executive Officer to execute the Amended and Restated Shared Services Agreement on behalf of Alberta Health Services and Alberta Precision Laboratories Ltd. in accordance with Policy 1100 *Delegation of Authority and Establishment of Controls for Commitments*.

c) **Delegation of Authority Over \$90M**

Second, Mr. Carpenter advised that the Committee reviewed two contract amendments that required Board approval in accordance with Policy 1100, *Delegation of Authority and Establishment of Controls for Commitments*.

**I. Villa Marguerite Seniors Community Partnership Master Services Agreement Amendment**

The first was an amendment to the Villa Marguerite Seniors Community Partnership Master Services Agreement. The Committee recommended Board approval. The Board reviewed the proposed amendments and the members supported the approval.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board:**

- (i) approved the amendment to the Villa Marguerite Seniors Community Partnership Master Services Agreement on the terms reviewed by the Finance Committee and the Board with such non-substantive changes that management of Alberta Health Services considers necessary or advisable; and**
- (ii) delegated authority to the President and Chief Executive Officer to execute this Amendment on behalf of Alberta Health Services in accordance with Policy 1100 *Delegation of Authority and Establishment of Controls for Commitments*.**

**II. Contract Amendment with ENMAX Energy Corporation**

The second was a contract amendment with ENMAX Energy Corporation. The Committee made such recommendation and the Board had considered such recommendation and the members supported the approval. Mr. Vaasjo abstained from this vote due to the above noted conflict.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board:**

- (i) approved the amendments to the current contract with ENMAX Energy Corporation to add and remove sites and to renew the contract for a 1-year term, and with such non-substantive changes that management of Alberta Health considers necessary or advisable; and**
- (ii) delegated authority for the President and Chief Executive Officer to execute this Renewal and Amendment in accordance with Policy 1100 *Delegation of Authority and Establishment of Controls for Commitments*.**

**d) Q4 2019-20 Investment Report**

Third, Mr. Carpenter reported the next motion was with respect to the Fourth Quarter 2019-20 Investment Report. As mandated by Alberta Health Services' Investment Bylaw, the Committee is required to review reports prepared by management and investment managers summarizing the activities and performance of Alberta Health Services' investment portfolio on a quarterly basis. The Committee was presented the Fourth Quarter 2019-20 Investment Report and recommended that the Board ratify the transactions. The Board reviewed the recommendation.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board ratified the investment portfolio and transactions as described below, and as certified by**

**signed investment compliance certificates from Alberta Health Services and Phillips, Hager & North Investment Management:**

- a) **as at March 31, 2020, AHS held restricted and unrestricted funds managed by Phillips, Hager & North Investment Management and Manulife Financial totalling \$0.891 Billion;**
- b) **the funds were invested in short term treasury bills, federal, provincial, municipal and corporate fixed income bonds, pooled mortgage funds, bond funds, real estate funds, Canadian and Global equity funds; and**
- c) **all of the funds invested during the quarter ended March 31, 2020, were invested in accordance with the Investment Bylaw and Investments Policy as certified by signed investment compliance certificates from Alberta Health Services and Phillips, Hager & North Investment Management.**

**e) Authorization to Spend**

Fourth, Mr. Carpenter reported that the Committee considered an authorization to spend for Alberta Health Services from April 1, 2020 to September 30, 2020. On March 18, 2020, the AHS Board approved an interim spending authorization for the period April 1 to June 30, 2020. Approval of the 2020/21 budget for Alberta Health Services by the Minister of Health is now not expected until September. In the meantime, Alberta Health Services continues to keep Alberta Health informed of Alberta Health Services' challenging financial position exacerbated by COVID-19 costs, and continues to work on savings and revenue opportunities, including the AHS Review Implementation Plan due in August, to improve AHS' financial sustainability.

This request for authorization to spend in absence of an approved budget is in accordance with Policy #1100 *Delegation of Authority and Establishment of Controls for Commitments*, which provides that it be supported by written confirmation from the Minister's office specifying the interim period and the amount of funding to be provided.

The Committee recommended that the Board approve the authorization for expenses and the Board had considered such recommendation and the members supported its approval.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board authorized AHS to incur:**

- (i) **maximum expenses of \$8.150 billion for the period April 1, 2020 to September 30, 2020; and**
- (ii) **maximum capital expenditures of \$332 million for the period April 1, 2020 to September 30, 2020.**

**f) Alberta Investment Management Corporation – Investment Management Agreement**

As a final matter, Mr. Carpenter advised that the Committee then considered Alberta Health Services' transition to Alberta Investment Management Corporation as its investment manager in

accordance with Section 2.41- Investment Management Services, of the *Regional Health Authorities Regulation*.

The Committee recommended that the Board approve the transition. The Board had considered such recommendation and the members supported its approval.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board approved:**

- a) the appointment of Alberta Investment Management Corporation as Alberta Health Services' investment manager in accordance with Section 2.41- Investment Management Services, of the *Regional Health Authorities Regulation*; and**
- b) the Investment Management Agreement between Alberta Health Services and Alberta Investment Management Corporation based on the terms and conditions reviewed by the Committee, with such non-substantive changes management considers necessary, and delegated signing authority on behalf of AHS to the President and Chief Executive Officer.**

### **3. Audit & Risk Committee**

#### **a) Report to the Board**

Mr. David Carpenter, Committee Chair, reported that the Audit & Risk Committee met on May 15, June 16, and June 24, 2020. Standard practice is that the Office of the Auditor General and KPMG are guests at each meeting in their role as external auditors of AHS.

Mr. Carpenter advised that on May 15<sup>th</sup>, the Committee reviewed the 2020-21 Internal Audit and Enterprise Risk Management Department Plan and the 2020-21 Continuing Care Audit Plan. On June 16<sup>th</sup>, the Committee reviewed drafts of the Annual Report and the year-end Financial Statements; as well as an annual risk report. On June 24<sup>th</sup>, the Committee received the Auditor General Report for the year ended March 31, 2020.

Mr. Carpenter noted that the Committee received four items to consider for recommendation for Board approval.

#### **b) 2020-21 Internal Audit and Enterprise Risk Management Department Plan and 2020-21 Continuing Care Audit Plan**

First, Mr. David Carpenter, Committee Chair, reported that the Committee reviewed the 2020-21 Internal Audit and Enterprise Risk Management Department Plan and the 2020-21 Continuing Care Audit Plan. The Internal Audit and Enterprise Risk Management Department Plan outlines the audits and advisory projects to be conducted over the next year which will focus on key organizational strategic priorities and risks. It also includes the Department's goals, strategies, performance measures and budget. The Continuing Care Audit Plan focuses on the planned routine and high risk audits of continuing care services and programs across the province in the next year.

The Committee recommended that the Board approve both Plans which were reviewed by the Board.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board approved the 2020-21 Internal Audit and Enterprise Risk Management Departmental Plan and the 2020-21 Continuing Care Audit Plan in the forms reviewed by the Board with such non-substantive changes that management of Alberta Health Services considers necessary or advisable.**

**c) Internal Audit Charter Update**

Second, Mr. Carpenter advised that the Chief Audit Executive reports annually to the Committee on the adequacy and relevance of Internal Audit's mandate, authority and responsibility as defined in the Internal Audit Charter. The Committee reviewed proposed changes to the Charter and recommended the Board approve the same.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board approved the amended Internal Audit Charter in the form reviewed by the Board, with such non-substantive changes that management of Alberta Health Services considers necessary or advisable.**

**d) AHS 2019-20 Annual Report**

Third, Mr. Carpenter reported that the final draft of the Alberta Health Services 2019-20 Annual Report was reviewed by the Committee and it was recommended that the Board approve the Annual Report.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board:**

- (a) approved the Alberta Health Services 2019-20 Annual Report in the form reviewed by the Board, with such non-substantive changes that management of Alberta Health Services considers necessary or advisable; and**
- (b) authorized and directed management of Alberta Health Services to deliver the Annual Report to the Minister of Health, and to later make the Annual Report available to the public through the Alberta Health Services website.**

**e) March 31, 2020 AHS Financial Statement Discussion and Analysis and Consolidated Financial Statements**

As a final matter, Mr. Carpenter reported that the Committee reviewed a final version of the March 31, 2020 Consolidated Financial Statements, the establishment of reserves, and the financial statement discussion and analysis. The Committee recommended the Board approve those items.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board:**

1. a) approved the internal restrictions as at March 31, 2020 of:
  - (i) \$940.370 million to represent the amount of unrestricted surplus invested in tangible capital assets and not available for any other purpose;
  - (ii) \$28.237 million to represent the amount of unrestricted surplus related to insurance equity requirements and not available for any other purpose;
  - (iii) \$54.139 million to represent the amount of unrestricted surplus related to foundations and not available for any other purpose; and
- b) confirmed that all previously approved internal restrictions are replaced with the above.
2. approved the AHS:
  - (a) Consolidated Financial Statements for the year ended March 31, 2020; and
  - (b) Financial Statement Discussion and Analysis for the year ended March 31, 2020;

both for inclusion in the AHS 2019-20 Annual Report and both in substantially the form reviewed by the Board, with such non-substantive changes that management of AHS considers necessary or advisable are hereby approved; and
3. authorized and directed management of AHS to deliver the Consolidated Financial Statements and Financial Statement Discussion and Analysis to Alberta Health and to later make them available to the public through the Alberta Health Services website.
4. **Quality & Safety Committee**
  - a) **Report to the Board**

Ms. Glenda Yeates, Committee Chair, reported that the Quality & Safety Committee met on May 20, 2020. Ms. Yeates advised that the agenda items typically focus on access, quality and safety.

Ms. Yeates noted that the Committee received an update on the COVID-19 pandemic response, with a focus on continuing care and long term care.

Ms. Yeates advised that the Committee also received a quarterly Patient Safety Report, an update on the Alberta Surgical Initiative and an update on Medical Staff Appointments and Privileging.

Ms. Yeates noted that she would be presenting one motion for approval.
  - b) **Revisions to the Alberta Health Services Quality Assurance Committee Structure**

Ms. Yeates, Committee Chair, reported that the Committee considered for recommendation for approval revisions to the Quality Assurance Committee structure. All modifications to the AHS Quality Assurance Committee governance structure require the approval of the AHS Board.



It is proposed that the “Queen Elizabeth II OB Quality Assurance Committee of the Queen Elizabeth II Regional Hospital Quality Assurance Committee” title be changed to the “Queen Elizabeth II Maternal Child Quality Assurance Subcommittee of the Queen Elizabeth II Regional Hospital Quality Assurance Committee” to better represent the patient population served.

It is also proposed that the Department of Medicine (Calgary Zone) Quality Assurance Committee be appointed to align with the scope of clinical departments represented by the committee (Calgary Zone Department of Medicine).

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board approved:**

- (i) the name change to the Queen Elizabeth II Maternal Child Quality Assurance Subcommittee of the Queen Elizabeth II Regional Hospital Quality Assurance Committee as reviewed by the Board; and**
- (ii) that the Department of Medicine (Calgary Zone) Quality Assurance Committee be appointed.**

❖ **Adjournment**

There being no further business, the meeting was adjourned at 4:40 p.m.

\_\_\_\_\_/s/  
David Weyant  
Chair

\_\_\_\_\_/s/  
Catherine MacNeill  
Corporate Secretary & Legal Counsel