

## **SUMMARY OF THE BOARD OF DIRECTORS**

Meeting held on January 23, 2024

At 1530 hours via Zoom

### **1.0 EDUCATION SESSION: CYBER SECURITY IN HEALTH CARE**

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MGH Board of Directors Chair welcomed everyone to the Board meeting and introduced a BLG Partner and National Co-Leader, Cyber Security, who joined the meeting to provide presentation on Cyber Security in Health Care. The Board role in overseeing cyber security was outlined, as well as oversight of incident response and establishing a comprehensive incident preparedness plan.

The Chair thanked the presenter and noted that the Board will have to revisit cyber security risk discussion at a future Board meeting.

### **2.0 WELCOME & INTRODUCTION**

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The Chair called the meeting to order at 1600H and started the meeting with Land Acknowledgement. It was confirmed that there was a quorum. The Chair asked whether there were any conflicts and no new conflicts were declared.

### **3.0 APPROVAL OF PREVIOUS MINUTES**

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The minutes from the Board meetings held on November 28, 2023 were approved as pre-circulated.

### **4.0 UPDATE FROM BOARD CHAIR**

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#### ***4.1. Update from Board Chair***

The Chair provided a high level overview of agenda items brought forward for discussion and advised directors that we will be scheduling annual one on one meetings for each Board member with Board Chair to discuss how the Board is functioning and whether directors are interested in future Board leadership roles.

#### ***4.2. CEO Report***

The President and CEO of MGH/TEHN highlighted some items from the CEO Report which was submitted with the agenda package. It was noted that hospital's emergency department was still very busy and inpatient occupancy is high. Recruitment efforts continue and a special focus on nursing initiatives was highlighted.

### **5.0 ITEMS REQUIRING APPROVAL**

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#### ***5.1. Finance & Audit Committee Update***

##### **5.1.1 Audit Plan for year ending March 31, 2024**

Chair of the Finance & Audit Committee shared that Deloitte, the Hospital's external auditors, presented their audit plan for the fiscal year ended March 31, 2024. A copy of the Audit Plan is attached to the agenda package. The Committee Chair asked meeting participants if they had any questions and requested a motion as per the pre-circulated briefing note.

##### **5.1.2 Assumptions of Planning Fiscal Year 2024-2025**

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The Vice President, Finance and Chief Financial Officer, Interim, presented the preliminary FY 2025 budget and assumptions and outlined balancing strategies and next steps.

### 5.1.3 Update on the Financial Position

A briefing note outlining the Hospital's financial position including statement of revenue and expense was pre-circulated with the agenda package. The CFO provided a high level finance update and asked directors if they had any questions and none were brought forward.

### 5.2. MAC Decision Items

The Chief of Staff referred to the pre-circulated briefing note regarding MAC decision items, and assured the Board that all the clinicians met the appointment criteria. The Chief of Staff asked meeting participants if they had any questions and requested a motion to approve Provisional Active Staff Appointments as recommended by the Medical Advisory Committee.

## 6.0 DISCUSSION ITEMS

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### 6.1. Update from Chief of Staff

The Chief of Staff and VP Academics, referred to her report submitted as part of the agenda package and highlighted a couple of items included in her update. A high level overview of the clinical fellowship structure was provided and it was indicated that MGH is working to create a standardized approach to ensure that the fellowship and clinical practice are linked. A proposed change of structure of the Department of Family and Community Medicine was reviewed. The restructuring options, resulting from the external review, will be first brought to the Medical Advisory Committee and then to the Board. The Board was reminded that the new Chief of Psychiatry Department joined MGH in September with a substantial change mandate and has already initiated a number of operational, quality and governance changes to the department.

### 6.2. Redevelopment Committee Update

Chair of the Redevelopment Committee asked Vice President, Redevelopment to provide Redevelopment Project update. VP Redevelopment provided an update with regards to additional project scope and outlined project sequencing impact negotiations.

### 6.3. Performance Monitoring and Quality Committee Update

Vice President, Clinical Programs, advised the Board of critical incidents and a never event included in the package and outlined action plans.

## 7.0 CONSENT

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The Consent items were presented for information and included:

### 7.1. Report from the Governance and Human Resources Committee

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A briefing note with the Governance and HR Committee update was pre-circulated with the agenda package.

### 7.2. Report from the Performance Monitoring and Quality Committee

A briefing note with the Performance Monitoring and Quality Committee update was pre-circulated with the agenda package.

### 7.3. Report from the Board of MGH Foundation

The January 2024 report from the Board of MGH Foundation was pre-circulated with the agenda package.

### 7.4. Volunteer Services Update

The January 2024 Volunteer Services newsletter was pre-circulated with the agenda package.

## **8.0 MEETING WITHOUT MANAGEMENT (ELECTED DIRECTORS ONLY)**

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An in-camera meeting was held by the elected directors.

## **9.0 CONCLUSION**

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There being no further business to discuss, the meeting was concluded at 1800 hours.

Date of future meetings: March 26, 2024.

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Lovisa McCallum, Chair

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Olga Grigorovskaya, Recorder