

MEETING MINUTES

Board of Directors Meeting

Thursday February 1, 2024 @ 5:00 pm via Microsoft Teams



VALUES: Every day we deliver safe, high quality health care driven by our values.

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| Member | Present/Response | Member | Present/Response |
|---------------------------------------|------------------|--|------------------|
| Norm Depta - Chair | Present | Nishika Jardine – Vice-Chair | Present |
| Jeff Stubbs – Treasurer | Regrets | John Murray | Present |
| Tanja Webster | Present | Christina Wieder | Present |
| Vacant | | David Knight | Regrets |
| Kevin Mullins | Regrets | Michael Vear | Present |
| Sheila Kaarlela | Present | Wendy Fairley | Present |
| Jody Levac – President and CEO | Present | William Bye – VP, CFIO | Present |
| Julia Mullen – VP, CNE | Present | Dr. Barry Nathanson, Chief of Staff | Regrets |
| David Green – Chair, SMH Foundation | Present | Carla Beckett – President of Auxiliary | Present |
| Dr. Modar Safar – Chair of Hosp. Med. | Regrets | Sharon Crowe – Board Liaison, EA | Present |

| | Item for Discussion | Action/MRP |
|----|--|------------|
| 1. | <p>WELCOME, CALL TO ORDER AND LAND ACKNOWLEDGEMENT</p> <p>1.1 Quorum N. Depta advised that a quorum was present.</p> <p>1.2 Declaration of Conflict of Interest N. Depta reminded Board members in attendance of their responsibility to declare conflicts of interest, as outlined in the Corporation’s Bylaws, and asked if anyone present wished to declare a conflict. None were declared.</p> <p>N. Depta also reminded Board members in attendance that they are deemed to have supported a motion if they do not expressly have their vote recorded otherwise in the minutes.</p> <p>1.3 Approval of the Agenda <i>Motion: Moved by N. Jardine, seconded by J. Murray.</i> <i>“That the for the meeting, as presented, be and is hereby approved.”</i> <i>All in favour. Motion passed.</i></p> | N. Depta |
| 2. | PRESENTATION | |
| 3. | <p>CONSENT AGENDA</p> <p>3.1 Board of Directors Minutes – December 7, 2023</p> <p>3.2 Board Quality Committee Minutes – January 10, 2024</p> <p>3.3 Board Executive Minutes – January 16, 2024</p> | N. Depta |

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| | <p>3.4 Governance and Nominating Minutes – January 18, 2024 3.5 Draft Capital Projects Committee Minutes – January 29, 2024</p> <p><i>Motion: Moved by M. Vear, seconded by W. Fairley. “That the consent agenda items as amended be hereby accepted.” All in favour. Motion passed.</i></p> | |
| 4. | <p>REPORTS</p> <p>4.1 Report of the VP, CNE J. Mullen’s report was submitted with the meeting package including:</p> <ul style="list-style-type: none"> ➤ ALC pressures meeting with OH this week and they are happy with our work in this area. Transitional Navigator is a wonderful addition to our Team. We were acknowledged for the wonderful work we are doing in this area. Ontario Health may increase by two beds until the end of this fiscal. ➤ Nurse Practitioner L. Holmes joined SMH and seeing orphaned patients and Base Borden family members. Exciting news coming next month. <p>4.2 Report of the VP, CFIO W. Bye presented on his report which was included in the meeting package including:</p> <ul style="list-style-type: none"> ➤ \$500,000 deficit for December, \$4.2M deficit YTD. ➤ No news from Ontario Health or the Ministry of Health. ➤ Ontario Health has confirmed they will pay Bill 124 costs of approx. \$1.2M. ➤ \$5.5M deficit at year end. ➤ Meeting on March 18th with OH. ➤ Cybersecurity was discussed. Sharing cyber resources with RVH and Orillia. <p>4.3 Report of the Chief of Staff Dr. Nathanson was absent from the meeting, but his report was included in the meeting package.</p> <p>4.4 Report of the President and CEO J. Levac’s report included in the meeting package. He updated on the following:</p> <ul style="list-style-type: none"> ➤ Meeting with Director of Provincial Cybersecurity, Steven Lloyd ➤ Redevelopment meeting with Capital Branch. Early works discussed at Capital Projects this week. | |

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| | <ul style="list-style-type: none"> ➤ Reforestation costs and asked the town for deferral, verbal commitment from Mayor and Deputy Mayor. ➤ Two town halls, hoping to do virtually as well. ➤ Still trying to get the three local mayors to meet. ➤ Discussion with M. Thomas of the Foundation about naming rights. Values set in 2015 need to be revisited. ➤ OHT Governance, Gayle Seddon, will be invited to the Governance and Nominating Committee in March to present on the future of OHTs and governance. ➤ Paul Woods is the new CEO at Southlake. He will be bringing his Senior Team to Alliston to meet with AMC. <p>4.5 Report of President of Professional Staff Dr. Safar was not in attendance.</p> <p>4.6 Report of the Foundation D. Green referenced his written report that was included in the Meeting package.</p> <ul style="list-style-type: none"> ➤ KCI mid campaign review report for January with lots of recommendations. A number of new items have come up. Challenge in fundraising is different from when launched 5 years ago. We need a new revitalized campaign and will need additional resources. There is one chance to relaunch this campaign and want to align with big events happening with redevelopment. Looking at how to implement this. Want both boards to be 100% committed and donated to the campaign. ➤ Great success with matching campaign. ➤ Working to move all redevelopment funds into a minimal risk but accessible investment. <p>4.7 Report of the Auxiliary President C. Beckett gave the following report:</p> <ul style="list-style-type: none"> ➤ Auxiliary are out in the community raising funds. Since the end of December, the coffee and vending machines have brought in \$2137.35, Gift Shop \$21,051.10, Lottery \$21,548.00, Tag Day \$4,403.73 for a total of \$49,140.00. So far, this year have donated \$23,000 for capital equipment and are waiting for an updated list to pick other items to fund. ➤ Twenty-two new volunteers. ➤ New local accountant found at one-third the cost. ➤ Spiritual care program will be starting back up in the Hospital. All day training session Feb 24th, instructor from Markham. Local churches to find more volunteers. | |

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| 5. | <p>ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT (ONCA) WORKING GROUP</p> <p>5.1 Draft By-laws</p> <p>The Governance and Nominating Committee reviewed the final recommendations last month to be compliant with ONCA. J. Murray reviewed the major changes in the new Bylaws.</p> <p><i>MOTION: Moved by J. Murray, seconded by N. Jardine. “That the Board of Directors approve the draft bylaws in the form presented to be effective when confirmed by the members at the Annual Meeting.” All in favour. Motion passed.</i></p> | J. Murray |
| 6. | <p>HOSPITAL QUALITY</p> <p>6.1 Quality of Care Report – Q3</p> <p>J. Mullen updated on the Case reviews included in the meeting package. Case one was Wound care and progression of tissue injury. The SMH IPAC nurse has become a Wound care champion. Case two regarded a deceased patient and delay in the Code Blue. This involved an agency nurse. Nurse reported to college. Case three was a Code Pink for an 11 lb. baby. Recommendations was that an appropriate patient to be delivered in a 1B level hospital.</p> <p>Patient safety incidents documents were sent out in the meeting package including the Quality improvement actions for these incidents.</p> <p>6.2 Patient Story</p> <p>These were sent out in the meeting package and there were no questions or concerns from the Board.</p> <p>6.3 Quality Improvement Plan 2024-25 Primer</p> <p>This document was reviewed. Ontario Health has recommended reducing the indicator burden. Board Quality Meeting later in February to go over the new QIP. No mandates from the MOH.</p> <p>6.4 Accreditation Update</p> <p>This is scheduled from November 18th to 21st, 2024.</p> | N. Jardine |
| 7. | <p>GOVERNANCE</p> <p>7.1 GNC Work Plan</p> <p>W. Fairley updated the Board on changes to the GNC Work plan.</p> | J. Murray |

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| | <p><i>MOTION: Moved by W. Fairley, seconded by S. Kaarlela. “That the Stevenson Memorial Hospital Board of Directors approves the Governance and Nominating Committee’s Work Plan as amended. All in favour. Motion approved.</i></p> <p>7.2 Director and Advisory Recruitment Will be advertising for these positions.</p> <p>7.3 Policy 3.4-1 Board Evaluation <i>Motion: Moved by W. Fairley, Seconded by J. Murray. “That the Stevenson Memorial Hospital Board of Directors approves Policy 3.4-1 – Board Evaluation – as received and reviewed by the Governance and Nomination Committee. All in favour. Motion passed.</i></p> <p>7.4 Board Evaluation W. Fairley led the Committee through the OHA board evaluation results and areas for improvement including:</p> <ul style="list-style-type: none"> • The CEO communicates with the board in an open, candid, respectful and timely manner. Path forward includes the Board Chair to ensure follow-up of any significant matters at future board meetings. In addition, directors are encouraged to reach out as they have the right/obligation to ask questions and request follow-up on any items they deem appropriate or relevant. • The Board has adopted clear expectations for virtual and in-person attendance at meetings. The path forward includes the expectation that directors to attend as best suited for them to conduct the business of the Board. This will be communicated to the Board. • I receive ongoing education as a member of the board. Path forward is for GNC to provide training to members. • There is an effective process for measuring the CEO’s performance. The path forward includes the technical review and completion of the CEO performance falls to, and is completed by, the Executive Committee at their meetings as per board policy. And the Chair provides follow-up reports to update the Board, typically quarterly according to the Board Work plan. As part of the quarterly chair updates, the chair shall detail for full Board, how the Performance Plan is set up for each performance descriptor and be more | |

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| | <p>descriptive in the presentation to assure the directors of the effectiveness of the process for review. In addition, better explanation of the CEO evaluation process during orientation would help directors understand the process along with a review of the process to ensure that it meets the goals set out in Policy 2.7-1. Board Expectations of and Processes Concerning the Chief Executive Officer.</p> | |
| <p>8.</p> | <p>REDEVELOPMENT 8.1 Update on Stage 2.1 feedback and rationale to move ahead. J. Murray updated on the CPC meeting held on January 29th, 2024. That committee recommended the following motion to the Board.</p> <p><i>MOTION: Moved by J. Murray, Seconded by S. Kaarlela</i> <i>“That Hospital management be and are hereby authorized and directed to:</i> (a) <i>Forthwith, prepare and issue to market the tender package for the early works portion of the SMH Redevelopment with a view to obtaining viable bids that could be implemented in the 2024 construction period; and</i> (b) <i>Simultaneously, advise the Ministry of Health of SMH’s intention to undertake this contracting process and the proposed timetable therefor.</i> <i>All in favour. Motion passed unanimously.</i></p> | <p>J. Murray</p> |
| <p>9.</p> | <p>FINANCE 9.1 Financial Statements as at December 31, 2023 W. Bye presented the financial statements that were included in the meeting package.</p> <p>Approval of the Financial Statements <i>MOTION: Moved by M. Vear, seconded by S. Kaarlela.</i> <i>“That the Stevenson Memorial Hospital Financial Statements for the period ended December 31, 2023, as recommended by the Finance, Audit and Property Committee, be and are hereby approved.”</i> <i>All in favour. Motion passed.</i></p> <p>9.2 Audit Firm Selection Process</p> | <p>M. Vear</p> |

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| | BDO contract ends this fiscal. We need to look at acquiring auditors for the next year. The Finance, Audit and Property Committee agreed for W. Bye to send out an RFP. A board motion is not necessary to put out an RFP. | |
| 10. | <p>REPORT OF THE BOARD CHAIR</p> <p>10.1 CEO MPP The Executive Committee met, and CEO evaluation will be discussed in the Directors Only meeting at the end of this meeting.</p> <p>10.2 COS Recruitment Update Ad has gone out. Will need directors for recruitment interview panel.</p> <p>10.3 Policy 2.9-1 Credentialing Process <i>Motion: Moved by N. Depta, Seconded by W. Fairley.</i> <i>“That the Stevenson Memorial Hospital Board of Directors approves Policy 2.9-1 – Credentialing Process – as received and reviewed by the Board Executive Committee.</i> <i>All in favour. Motion passed.</i></p> | N. Depta |
| 11. | <p>Accept All Reports <i>Motion: Moved by N. Jardine, seconded by J. Murray.</i> <i>“That all reports be and are hereby accepted as presented.”</i> <i>All in favour. Motion passed.</i></p> | |
| 12. | <p>IN CAMERA <i>Motion: Moved by T. Webster, seconded by C. Wieder.</i> <i>“That the Board moves to in-camera session.”</i> <i>All in favour. Motion passed.</i></p> <p><i>Motion: Moved by W. Fairley, seconded by M. Vear.</i> <i>“That the Board moves into open session.”</i> <i>All in favour. Motion passed.</i></p> <p>The Board Chair advised that the following motions arose from the in-camera session:</p> <ul style="list-style-type: none"> • Three (3) new applications for temporary privileges for members of the medical staff; and • Five (5) new applications for privileges addition to scope for members of the medical staff; and • Three (3) extension in privileges for members of the medical staff; and | N. Depta |

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| | <ul style="list-style-type: none">Ten (10) changes in privileges for members of the medical staff. | |
| 13. | UPCOMING MEETING DATES/SPECIAL EVENTS Next Board Meeting will be held on March 7, 2024, at 5 pm at Matthew's House | N. Depta |
| 15. | ADJOURNMENT There being no further business, the meeting adjourned at 7:52 p.m. Moved by S. Kaarlela. | N. Depta |
| 14. | DIRECTORS ONLY MEETING | N. Depta |

A handwritten signature in black ink, appearing to read "Norm Depta".

Norm Depta, Board Chair

Minutes recorded by: Sharon Crowe