

**Stevenson Memorial Hospital
Meeting of Board of Directors**

June 6, 2019
Rehab Room
5:00 p.m.

In attendance:

Elected Directors: Colleen Butler, Board Chair; Darlene Blendick; Mike Martin; Shelly Cunningham; Marie-Pierre Lussier; Jeff Stubbs (Teleconference); Jan Tweedy; Wendy Fairley; Sheila Kaarlela; John Murray; Norm Depta

Ex Officio Directors: Dr. Barry Nathanson, Chief of Staff (Teleconference), Gary Munro, Auxiliary President; Carrie Jeffreys, VP CNE;

Staff: William Bye, Chief Financial & Information Officer

Regrets: Margaret Barker; David Knight; Jody Levac, President and CEO; Dr. Os Ramirez, President of Professional Staff

1.0 WELCOME & CALL TO ORDER

1.1 Quorum

Meeting started at 5:04 pm. C. Butler welcomed the Directors to the meeting and advised there was a quorum.

1.2 Declaration of Conflict of Interest

C. Butler reminded those in attendance of their responsibilities as Board members with respect to the conflict of interest as outlined in the Corporation's Bylaws and asked if anyone present wished to declare a conflict of interest. No declarations were made.

1.3 Amendments to the Agenda

Motion: Moved by J. Murray, seconded by W. Fairley.

"That the Board of Directors approves the amended agenda as presented."

All in favour. Motion passed.

Add 6.1a Report of the VP and CNE

2.0 PRESENTATIONS

None this month.

3.0 APPROVAL OF MINUTES

Approved

3.1 Board of Directors Minutes May 2, 2019

Motion: Moved by S. Kaarlela, seconded by N. Depta.

“That the Board of Directors approves the May 2nd, 2019 Minutes as presented.”

All in favour. Motion passed.

4.0 CONSENT AGENDA

4.1 Board Quality Minutes – May 10, 2019

4.2 Governance & Nominating – May 10, 2019

4.3 Community Engagement & Communications Minutes – May 21, 2019

4.4 Joint Audit/Finance Minutes – May 29, 2019

4.5 MAC Minutes – May 22, 2019

4.6 HR Committee – May 29, 2019

Received by the Board.

5. BUSINESS ARISING FROM THE CONSENT AGENDA

There was no business arising.

6. REPORTS

6.1 Report of President & CEO

J. Levac was absent and C. Jeffreys provided the following update:

- 1) Simcoe County Warden Doug Downey provided a letter of support for SMH’s Redevelopment. The Simcoe County council wrote a letter to the Minister Elliott in support of Redevelopment.
- 2) The PSA sent a letter to Minister Elliott on June 5, 2019.
- 3) The Hospital finalized the MOU with Base Borden.
- 4) J. Levac is addressing the Convocation Class of Laurentian on June 20th.
- 5) Ontario Hospital Association released a press release on Bill 124, *Protecting A Sustainable Public Sector for Future Generations Act*. This will involve capping salaries for union and non-union roles but does not apply to C-Suite employees as they are regulated by the executive compensation framework.
- 6) C. Jeffreys went through the four slides about the Huddle Boards and Communications Boards in the hospital and how it ties to the Strategic Plan.

6.1a Report of the Vice President and Chief Nursing Executive

C. Jeffreys provided the following update:

Ontario Health Teams Update – C. Jeffreys spoke with deputy minister Suzanne McGrun about new timelines for the OHT’s. The MOHLTC received over 150 submissions and no decisions have been made yet. The Ministry is expecting to have a decision the first week of July.

Approved

ICU Beds – The LHIN confirmed funding for four Level II ICU beds. The Hospital received \$1,000,000.00 increase in base funding for the Level II ICU beds. A plan is being developed with a goal to operationalize these beds sometime this year.

6.2 Report of the Chief of Staff

B. Nathanson provided the following update:

He expanded on C. Jeffreys' report and asked if there were any questions from the Board about Level II ICU beds. M. Martin noted that SMH received funding for a Respiratory Therapist and it is important to hire an RT soon. B. Nathanson mentioned that we have enough work to hire an RT now, even before the beds are operational. B. Nathanson reported to the Board on the staffing and medical support to run the Level II ICU meds and different models available to support the unit including Tele-Critical Care.

6.3 Report of the President of Professional Staff

Dr. O. Ramirez was elected President of the Professional Staff. He will attend the next Board Meeting in September.

6.4 Report of the Auxiliary President

G. Munro read his report and it is attached to the Minutes.

6.5 Report of Foundation Board Chair

Report was attached to Agenda. Not present at meeting.

7.0 Safe, Quality Care – Sheila Kaarlela

7.1 Patient Experience – S. Kaarlela read a patient letter written on April 28th, 2019. The Board discussed the patient experience.

Action - The Board would like an update on this case at the September Board meeting.

7.2 Critical Incident Report – There was nothing to report.

7.3 Board Score Card

Items 6, 9 and 10 are new measures and this will have to be approved.

Action – B. Bye and J. Walker should meet to clarify number 18 and 19 red/green on Board Score Card

Action – J. Walker - Put top box and top 2 box sequential on the spread sheet (Board Score Card)

Action-J. Walker – change to Top2Boxes instead of Top2Box on Board Score Card

B. Nathanson left the meeting/call at this time.

J. Stubbs left the meeting/call at this time.

MOTION: Moved by S. Kaarlela, seconded by W. Fairley.

Approved

“That the Board of Directors approves the amended Board Score Card under Items number 6, 9 and 10 as presented.”

All in favour. Motion passed.

8.0 Power in Partnerships – Wendy Fairley

8.1 Report of Chair

- J. Walker and M. Senay attended the CECC meeting to talk about the PFAC group. L. Orr and J. Harkness are on the PFAC and CECC and J. Walker and M. Senay don't need to attend anymore. We continue to hope to have an Auxiliary rep.
- AGM Update - Annual Report is complete and ready for the AGM. Executive Team and CECC will see it next week. Agenda is being finalized. Media has been invited. Boston Pizza is doing the snacks.
- Follow up to Jim Wilson's visit and the letter templates. Mr. Wilson emphasized getting letters send to Doug Ford. They can also go to Caroline Mulroney and Christine Elliott. A template for the letter will be distributed to the Board.
- Talked about Redevelopment and Communication. Political engagement is more related to Redevelopment and Community Engagement is more related to CECC.

9.0 Human Resources – Norm Depta

9.1 Report of Chair

HR Scorecard Update

- Discussion about decision to change item 15 on Board Scorecard to Total Staff Turnover to align with HR Scorecard.
- Discussion about 16 and removing Reported, but we will leave it on the Scorecard to align with QIP.

Action – S. Crowe to put on HR Agenda for more discussion regarding Violent incidents.

- Talked about Percentage of Annual Reviews Completed. J. Manicom has done a lot of work with tracking and updating the review document to make it easier.

MOTION: Moved by MP Lussier, seconded by S. Kaarlela.

“On the recommendation of the HR Committee, the Board of Directors approves changing Staff Voluntary Turnover to Total Staff Turnover on the Board Scorecard.”

All in favour. Motion passed.

Action– S. Crowe to send information to J. Walker for changes to Board Scorecard.

10 FINANCIAL HEALTH

10.1 Report of Chair, Audit Committee

- **Draft Financial Statements as of March 31, 2019**

Circulated with the meeting documents were the 2018/19 Audited Financial statements.

Action – J. Levac and C. Butler to meet to go over the Claims report.

MOTION: Moved by D. Blendick, seconded by J. Murray.

Approved

“On the recommendation of the Audit and Finance Committees, the Board of Directors approves the draft audited financial statements as at March 31, 2019 showing an excess of revenue over expenses for the year in the amount of \$37,443 as presented and direct the Board Chair and Board Treasurer to sign the financial statements.”

All in favour. Motion passed.

MOTION: Moved by C. Butler, seconded by N. Depta.

“On the recommendation of the Audit and Finance Committees, the Board of Directors recommends that the Members at the AGM appoint BDO Canada LLP as the Auditors for 2019/20 with with fees to be approved by the Board of Directors”.

All in favour. Motion passed.

- **Hospital Schedule D – Declaration of Compliance**

Circulated with meeting documents was the 2018-19 Hospital Service Accountability Agreement (HSAA) Declaration of Compliance – Schedule D.

MOTION: Moved by MP Lussier, seconded by S. Cunningham.

“That the Board of Directors accepts the recommendation of the Finance Committee to approve the Hospital Service Accountability Agreement – Schedule D Declaration of Compliance for 2018/19.”

All in favour. Motion passed.

- **2018/19 Year End BPS Accountability Attestation**

Circulated with the meeting documents was the 2017/18 Year End BPS Accountability Attestation

MOTION: Moved by MJ Lussier, seconded by S. Kaarlela.

“That the Board of Directors accepts the recommendation of the Finance Committee to approve the 2018/19 – Year end Broader Public Sector Accountability Attestation as presented.”

All in favour. Motion passed.

- **Community Schedule G – Declaration of Compliance**

Circulated at the meeting was the 2018-19 Multi-Sector Accountability Agreement (M-SAA) Declaration of Compliance – Schedule G. This M-SAA Declaration applies to the Mary McGill Community Mental Health Centre and Matthew’s House Hospice programs. Management confirmed the Hospital is in compliance.

MOTION: Moved by MP Lussier, seconded by D. Blendick.

“That the Board of Directors accepts the recommendation of the Finance Committee to approve the Multi-Sector Accountability Agreement – Schedule G Declaration of Compliance for 2018/19.”

All in favour. Motion passed.

- **2018/19 Compliance Report – Compensation Arrangement**

Approved

Circulated for information was the 2018/19 Compliance Report – Compensation.

MOTION: Moved by MP Lussier, seconded by M. Martin.

“That the Board of Directors accepts the recommendation of the Finance Committee to ratify the 2018/19 Compliance Report – Compensation Arrangement as signed by the CEO.”

All in favour. Motion passed as amended.

MOTION: Moved by MP Lussier, Seconded by J. Murray.

“That the Board of Directors approves Items 18 and 19 on the Board Scorecard, pending correction of the colours”.

All in favour. Motion passed.

B. Bye thanked the Board for all their support this year, and P. Wesson’s team did a magnificent job this year as well. The Board thanked B. Bye for all his hard work.

Action – S. Crowe requested by M. Martin to obtain a copy of the Foundation Financial Statements for distribution

11. GOVERNANCE

11.1 Report of Chair, Governance & Nominating Committee

- By Law Changes – Corporate and Professional Staff

The By-Law changes were circulated to the Board in the meeting package.

MOTION: Moved by M. Martin, seconded by N. Depta.

On the recommendation of The Governance and Nominating Committee, the Board of Directors approves the changes to the Corporate By-Laws.”

All in favour, Motion passed.

Action – Agenda Item for AMC. To determine if the AMC meets the criteria of a Fiscal Advisory Committee.

The changes to the Professional Staff By-laws was circulated to the Board in the meeting package.

MOTION: Moved by W. Fairley, seconded by J. Murray.

“On the recommendation of The Governance and Nominating Committee, the Board of Directors approves the changes to the Professional Staff By-Laws.”

All in favour, Motion passed.

- Director Position Vacancy

J. Tweedy spoke about the two new candidates that the Governance Committee is recommending to the Board as new Directors.

N. Jardine brings lots of experience with procurement, budgets, capital budgets, project management. She will be able to help in the Redevelopment with this experience.

Approved

A. Howard has clinical healthcare background which we are missing presently on our Board, and she currently works at Trillium Health in Mississauga.

Election of Directors

MOTION: Moved by D. Blendick, seconded by J. Murray.

“On the recommendation of the Governance & Nominating Committee, the Board of Directors approves the following slate of candidates as Board Directors:

- 1) J. Tweedy, S. Cunningham and J. Stubbs be re-elected for a three (3) year term;***
- 2) N. Jardine be elected for a one (1) year term;***
- 3) A. Howard be elected for a one (1) year term; and***
- 4) K. Mullins be elected for a three (3) year term.***

And furthermore, that these names be brought forward for consideration by the Board of Directors for election, and subsequently, by the Voting members of the Corporation at the Annual General Meeting scheduled for June 18, 2019.”

All in favour. Motion Carried.

MOTION: Moved by MP Lussier, Seconded by D. Blendick.

“On the recommendation of the Governance and Nominating Committee the Board of Directors approve the Board Vice Chair be allowed to attend all committee meetings as ex-officio member.”

All in Favour, Motion passed.

MOTION: Moved by J. Murray, Seconded by D. Blendick

“On the recommendation of the Governance and Nominating Committee, the Board of Directors approve that a non-board (Advisory) member be chair of the Redevelopment Committee for a term of one year, 2019-2020.”

All in favour, Motion Passed.

- Policy Review Update – J. Tweedy reviewed the Table of Contents from the Board Policy Manual to show what work is completed, in process or needs to be worked on. These policies will come to the Board a few at a time to be approved.
- 12. Report of Hospital Board Chair (C. Butler)**
- C. Butler reminded everyone to complete the Doodle Poll for our next meeting to go through the Committee Structure.
 - Redevelopment meeting is taking place on June 12th to approve the answers to Stage 1 and a motion will be made at that meeting for the answers to be submitted to the Capital Branch.

13. In Camera Session – Deferred until June 12, 2019

Approved

14. Ethical Framework for Decision Making

Colleen handed out the Ethical Framework placemats to all directors, which will be brought to each meeting. The Chair of the Board will retain the placemats to be brought to each meeting.

15. Board Work Plan - Deferred

Motion: Moved by , seconded by . - Deferred

***“That the Board of Directors accepts all reports of the Board Committees as presented”
All in favour. Motion passed.***

16. Adjournment

The next Board meeting TBD

There being no further business, the meeting adjourned at 8:45 p.m. Moved by C. Butler



Colleen Butler, Board Chair

Recording Secretary: Sharon Crowe

Approved