

Stevenson Memorial Hospital Meeting of Board of Directors

May 31, 2017

Physical Therapy Department

5:00 p.m.

In attendance:

Elected Directors: Michael Martin, Board Chair; Darlene Blendick; Colleen Butler; Alan Dresser; Paul Edmonds; Wendy Fairley; Marie-Pierre Lussier; Robert Jurmalietis; Catherine Morden; John Murray; Jan Tweedy

Ex Officio Directors: Jody Levac, President & CEO; Marg Barber, Board Chair, Foundation; Dr. Shazia Ambreen, President of Professional Staff

Staff: Paul Heck, Chief Financial & Information Officer

Guests: Phil Drouillard, Managing Partner, Lighthouse NINE Group

Regrets: Carrie Jeffreys, VP, Patient Services & Chief Nursing Executive; Diane Munro, President SMH Auxiliary; Dr. Barry Nathanson, Chief of Staff; Dr. Ihab Khalil, Vice-President Professional Staff

1.0 WELCOME & CALL TO ORDER

1.1 Quorum

M. Martin welcomed the Directors to the meeting and advised there was a quorum.

1.2 Declaration of Conflict of Interest

M. Martin 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.

M. Martin, C. Butler, and MP Lussier declared a conflict of interest under Section 7.1 of the agenda their names are standing for re-election.

1.3 Amendments to the Agenda

An in-camera session was added at the beginning of the agenda.

Motion: Moved by C. Morden, seconded by A. Dresser.

"That the Board of Directors accepts the agenda as amended."

All in favour. Motion passed.

At this point in time, J. Levac and P. Heck declared a conflict and left the meeting.

Motion: Moved P. Edmonds, seconded by J. Murray.

“That the Board moves to the in-camera session.” All in favour. Motion passed.

Motion: Moved by C. Butler, seconded by A. Dresser.

“That the Board move back into the open session.” All in favour. Motion passed.

The Board Chair advised that the following motion arose from the in-camera session:

Moved by J. Tweedy, seconded by W. Fairley

“That the Board of Directors accepts the recommendation of the Executive Committee that we accept the Executive Compensation Framework recommendations from the HR Committee, as amended, for the Stevenson Memorial Hospital positions – President & Chief Executive Officer; Vice-President & Chief Nursing Executive; Chief Financial & Information Officer; and Chief of Staff and approve submitting this information through the Ontario Hospital Association for Ministry of Health & Long Term Care approval.”

All in favour. Motion carried.

At this point in time, J. Levac and P. Heck returned to the meeting.

2.0 CONSENT AGENDA

- 2.1 Board of Directors Minutes – April 6, 2017
- 2.2 Joint Audit & Finance Minutes – May 25, 2017
- 2.3 Governance & Nominating Minutes – May 16, 2017
- 2.4 Human Resources Minutes – May 19, 2017
- 2.5 Quality Minutes – May 9, 2017
- 2.6 Executive Minutes – May 31, 2017

It was noted that Executive and Human Resources Committee minutes were discussed during the previous in-camera session.

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

“That the Board of Directors accepts the consent agenda as amended.”

All in favour. Motion passed.

3.0 SAFE, QUALITY CARE

3.1 Patient Experience

There was no patient experience to report.

3.2 Critical Incident Report

There were no critical incidents to report.

3.3 Report of Chair, Quality Committee

J. Tweedy advised that the Preventative Maintenance (PM) is now complete as well as training on the new software.

4.0 POWER IN PARTNERSHIPS

4.1 Report of Chair, Communications Committee

C. Morden advised that there is a rally at Queen's Park tomorrow in which Jim Wilson, MPP, will be presenting a resolution requesting that Stevenson receive a planning grant for redevelopment. A bus will be leaving from Alliston to support Mr. Wilson's request.

5.0 FINANCIAL HEALTH

5.1 Report of Chair, Audit Committee

J. Murray advised that the Audit Committee reviewed the draft audited financial statements as at March 31, 2017. He provided an overview of the statements noting that the Hospital successfully ended the year with a surplus of \$261,421 (after building depreciation).

BDO Canada LLP advised the Audit Committee that in their opinion, the financial statements were an accurate reflection of the Hospital's financial position as at March 31, 2017.

It was noted that there was no Management Letter issued by the Auditors.

The Board members sitting on the Audit Committee had the opportunity to meet with both Management and the Auditors separately and both parties commented that the audit was completed on a very cooperative basis and there were no unresolved differences of opinion.

Draft Audited Financial Statements

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

"On the recommendation of the Audit and Finance Committees, the Board of Directors approves the draft audited financial statements as at March 31, 2017 showing an excess of revenue over expenses for the year in the amount of \$261,421 as presented and direct the Board Chair and Board Treasurer to sign the financial statements.

All in favour. Motion passed.

Action: The signed financial statements will be mailed out with the Annual General Meeting (AGM) agenda.

Appointment of Auditors

Motion: Moved by J. Murray, seconded by A. Dresser.

"On the recommendation of the Audit and Finance Committees, the Board of Directors appoints BDO Canada LLP as the Auditors for 2017/18 subject to confirmation of their professional fees."

All in favour. Motion passed.

5.2 Report of Chair, Finance Committee

A. Dresser advised the following:

- **2016-17 Hospital Broader Public Sector Accountability Act Year-End Reporting**
Under the Broader Public Sector Accountability Act (BPSSA), hospitals are required to report semi-annually on Executive expenses and Use of Consultants. Circulated with the agenda were the 2016-17 Q3 + Q4 BPSAA Attestation (Schedule C) – Expenses for the CEO; VP/CNE; CFO; and Chief of Staff and the Use of Consultants Attestation. The Board reviewed and agreed to the information circulated. This document will be submitted to the Central Local Health Integration Network (CLHIN) and posted on the website once approved.

Motion: Moved by A. Dresser, seconded by C. Butler.

“On the recommendation of the Finance Committee, the Board of Directors approves the 2016/17 - Q3 & Q4 Broader Public Sector Attestation and Use of Consultants Attestation as presented.”

All in favour. Motion passed.

- **2016-17 Community Broader Public Sector Accountability Act Year-End**
Circulated with the agenda was the 2016-17 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 A. Dresser, seconded by C. Butler.

“On the recommendation of the Finance Committee, the Board of Directors approves the Multi-Sector Accountability Agreement – Schedule G Declaration of Compliance for 2016/17.”

All in favour. Motion passed

- **2016/17 Compliance Report – Compensation Arrangement**

Motion: Moved by A. Dresser, seconded by J. Murray.

“On the recommendation of the Finance Committee, the Board of Directors approves the ratification of the 2016/17 Compliance Report – Compensation Arrangement as signed by the CEO.”

All in favour. Motion passed.

- **2016/17 SMH Internal Attestation**

Circulated for information were the internal compliance certificates signed by Hospital Management confirming that the Hospital has complied with all external acts, codes and standards.

6.0 BUILDING THE BEST

6.1 Report of Chair, Stevenson Redevelopment Committee

P. Edmonds advised that Paul Clarry has just been fired as the new SRC Project Manager and will be continuing to work on the Stage 2 submission and expect to submit it by March 31, 2018.

7.0 OTHER

7.1 Report of Chair, Governance & Nominating Committee

At this point in time, M. Martin, C. Butler, and MP Lussier declared a conflict of interest as their names are standing for re-election and abstained from voting.

In addition to the minutes, J. Murray highlighted the following:

- **Election of Directors**

Motion: Moved by J. Murray, seconded by A. Dresser.

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

- 1) Colleen Butler and Michael Martin be re-elected for a three (3) year term;*
- 2) Marie-Pierre Lussier be elected for a three (3) year term);*
- 3) David Knight be elected for a three (3) year term, pending a satisfactory police report;*
- 4) Sheila Kaarlela elected for a one (1) year term; and*
- 5) Norm Depta elected for a one (1) year term, pending a satisfactory police report.*

*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 13, 2017.”
All in favour. Motion Carried.*

- **Appointment of:**

- **Board Committees**
- **Committee Chairs**
- **Advisory Members to Board Committees**

J. Murray referenced the appointments proposed by the Governance & Nominating Committee regarding above. These appointments will be presented at the Board meeting following the AGM.

- **Board Policies**

J. Murray presented the below policies for approval by the Board:

- **V-B-1 – Process for Nomination of Directors**
- **III-1 – Quality Management**
- **III-2 – Risk Management**
- **III-3 – Patient Experience**
- **III-4 – Whistler Blower**
- **IV-7 – Investments**
- **IV-10 – Hedging and Derivatives**

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

“On the recommendation the Governance & Nominating Committee, the Board of Directors approves the above noted policies as presented.”

All in favour. Motion Carried.

8.0 REPORTS

8.1 Report of President & CEO

J. Levac provided the following update:

- Meeting scheduled with the Central LHIN to discuss Hospital redevelopment.
- In the final stages of evaluation to determine the final vendor for the refresh of the Strategic Plan.
- Will be presenting on Redevelopment at the Mayor’s Breakfast scheduled for June 15th.
- Rolling out the Transforming Care Boards in the ER and Medical/Surgical Unit.
- Nurses’ Week was successful with some events scheduled for the staff.

8.2 Report of Chief of Staff

The Chief of Staff report was circulated with the agenda; no questions by the Board.

8.3 Report of President of Professional Staff

Dr. S. Ambreen referenced her report circulated with the agenda. She highlighted that Rural Health Day is scheduled for June 17th.

8.4 Report of Foundation Board Chair

M. Barber referenced her written report circulated with the agenda and highlighted that a press release will be issued tomorrow advising that the Gala raised \$509,405K which is a testament to the hard work of the Volunteers and Foundation staff.

8.5 Report of Hospital Board Chair

M. Martin advised that he is in receipt of a letter from the Foundation advising that they will be providing \$1M funding towards the 2017/18 Capital Budget and additional funds, as they becomes available.

Motion: Moved by C. Butler, seconded by A. Dresser.

“That the Board of Directors receives all reports as presented”

All in favour. Motion passed.

Motion: Moved C. Butler, seconded by J. Murray.

“That the Board moves to the in-camera session.” All in favour. Motion passed.

Motion: Moved by J. Tweedy, seconded by A. Dresser.

“That the Board move back into the open session.” All in favour. Motion passed.

The Board Chair advised that the following motion arose from the in-camera session:

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

“That the Board accepts the recommendation of the Medical Advisory Committee to approve:

- ***one (1) new applications for medical staff; and***
- ***three (3) change in privileges for members of the medical staff.”***

All in favour. Motion passed.

9.0 Next Meeting Date

The next Board meeting will be held at the call of the Chair.

There being no further business, the meeting adjourned at 8:50 p.m.



Michael Martin, Board Chair

Recording Secretary: Sharon Knisley