

Stevenson Memorial Hospital Meeting of Board of Directors

June 2, 2016

Physical Therapy Department

5:00 p.m.

In attendance:

Elected Directors: Alan Dresser, Board Chair; Darlene Blendick; Wendy Fairley; Paul Heck; Robert Jurmalietis; Mike MacEachern; Michael Martin; Catherine Morden; John Murray; Jan Tweedy

Ex-Officio Directors: Jody Levac, President & CEO; Kathy Stevenson, interim Chief Nursing Officer; Ann Hamby, President SMH Auxiliary; Marg Barber, President SMH Foundation; Dr. Oswaldo Ramirez, Chief of Staff; Dr. Shazia Ambreen, President of Medical Staff

Staff: Terry Kuula, Chief Financial Officer; Jared Nolan, Corporate Communications

Regrets: Colleen Butler; Paul Edmonds; Dr. Ihab Khalil, Vice-President of Medical Staff

1. Call to Order

A. Dresser called the meeting to order.

2. Conflict of Interest

A. Dresser 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.

3. Approval of the Minutes

Circulated with the agenda were the minutes of April 7, 2016. As there were no amendments to the minutes, the Chair declared the minutes accepted.

4. Presentation – Governance Action Plan

K. Stevenson and the Board of Directors discussed and addressed the remaining of the yellow flags of the Governance Action Plan in preparation for the November 2016 Accreditation. K. Stevenson advised that there are other non-urgent items in the action plan to be addressed by the Board. It was agreed that M. Martin and K. Stevenson meet to discuss the process that will be followed to complete the above.

5. Goal 1 – Safe, Quality Care

5.1. Critical Incident Report

There were no new critical incidents to report.

5.2 Report of Quality Committee

Circulated with the agenda were the minutes of May 10, 2016.

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

- Manager of Facilities Services has been working on the Asset Tagging program for the Hospital; expect to have all biomedical equipment tagged by July. The goal is to all have hospital equipment tagged in the organization to ensure better maintenance.
- Royal Victoria Hospital (RVH) is providing decision support services to Stevenson. The RVH Decision Support Team has reviewed Stevenson's current Corporate Balanced Scorecard and will be making some suggestions on how it can be transformed taking it to the next level. A presentation by RVH Decision Support will be provided to the Board later this fall.
- The Patient Satisfaction results for the Medical-Surgical Unit consistently remain short of their target. The new Manager of the unit is working with the Chief of the Department to further review the results and will provide an update on their plans to improve the rates.

5.3 Report of Chief of Staff

Dr. Ramirez referenced his written report circulated with the agenda and highlighted the following:

- As a result of the recent external review of the Hospitalist Program, 20 recommendations were identified in order to make improvements in the program.
- Dr. Syndie Singer has been appointed the new Chief of Surgery.

Dr Ambreen joined the meeting at this point in time.

In response to a question, Dr. Ramirez advised that he has sought legal counsel on a standardized contract for physicians. The Emergency Department Physicians will be the first to have contracts implemented once the template has been finalized. Further to discussion by the Board, it was agreed by the Board not to proceed with the contracts until a more fulsome discussion has been held at the Board level and legal counsel has been obtained on behalf of the Board as there were many unanswered questions yet to be addressed.

5.4 Report of President of Medical Staff

Dr. Ambreen advised that legal feedback has been received from the Ontario Medical Association (OMA) regarding on-call requirements. The Ministry of Health & Long Term Care (MOHLTC) has guidelines for on-call coverage that the OMA referenced in their feedback. It was noted that Stevenson needs to be cautious of burnout of their physicians due to on-call requirements.

6 Goal 2 – Champions of Care

6.1 Report of Human Resources Committee

Circulated with the agenda were the minutes of May 19, 2016.

In addition to the minutes, D. Blendick advised that the HR Committee discussed the new legislation being introduced by the Ontario Government that will strengthen laws addressing sexual violence and harassment in the work place; legislation to take effect September 2016.

7 Goal 3 – Power in Partnerships

7.1 Report of the Communication Committee

Circulated with the agenda were the minutes of May 10, 2016.

In addition to the minutes, C. Morden advised that, further to a letter received from the MOHLTC, a media release was issued earlier this week providing an update on the status of the redevelopment to the community. The letter advised that it is the “Ministry’s understanding of the need for updated hospital facilities across communities in Ontario and confirms the Ministry’s commitment to working with Stevenson Memorial Hospital (SMH) to plan for our proposed redevelopment project.”

8. Goal 4 – Finance

8.1 Report of the Finance Committee

- **Financial Report as at March 31, 2016**

T. Kuula provided a finance presentation which highlighted that the Hospital did end the year with a surplus of \$63,598 as at March 31, 2016.

- **Drafted Audited Financial Statements**

The Finance Committee thoroughly reviewed the draft audited financial statements as at March 31, 2016 and was in agreement to the draft statements.

MOTION: Moved by P. Heck, seconded by J. Tweedy.

“That the Board of Directors accepts the recommendation of the Finance Committee and approves the 2016/17 draft audited financial statements as at March 31, 2016 showing an excess of revenue over expenses for the year in the amount of \$63,598 subject to any minor edits that may be recommended by the Auditors.”

All in favour. Motion passed.

- **2015-16 Hospital Broader Public Sector Accountability Act Year-End Reporting**
Under the Broader Public Sector Accountability Act (BPSA), hospitals are required to report semi-annually on Executive expenses and Use of Consultants. Circulated with the agenda were the 2015-16 Q3 + Q4 BPSAA Attestation (Schedule C) – Expenses for the CEO; VP/CNO; 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 P. Heck, seconded by M. Martin.

“On the recommendation of the Finance Committee, the Board of Directors approves the 2015/16 - Q3 & Q4 Broader Public Sector Attestation and Use of Consultants Attestation as presented.”

All in favour. Motion passed.

- **2015-16 Community Broader Public Sector Accountability Act Year-End**
Circulated with the agenda was the 2015-16 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 P. Heck, seconded by M. Martin.

“On the recommendation of the Finance Committee, the Board of Directors approves the Multi-Sector Accountability Agreement – Schedule G Declaration of Compliance for 2015/16.”

All in favour. Motion passed

- **2015/16 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.

8.2 Report of Audit Committee

Circulated with the agenda were the minutes of May 30, 2016. In addition to the minutes, J. Murray highlighted the following:

- **Draft Audited Financial Statements**
J. Murray advised that the Audit Committee reviewed the draft audited financial statements as at March 31, 2016. He provided an overview of the statements noting that the Hospital successfully ended the year with a surplus of \$63,598.

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, 2016.

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.

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

“On the recommendation of the Audit Committee, the Board of Directors approves the draft audited financial statements as at March 31, 2016 as presented and direct the Board Chair and Board Treasurer to sign the statements.

All in favour. Motion passed.

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

J. Murray advised that considerable discussion was held at the Audit Committee meeting regarding the process for review of the draft audited financial statements and what is the Finance Committee’s role in review of the statements. **Action:** This process will be discussed at the next Governance & Nominating Committee meeting

- **Finance Annual Report**

Circulated with the agenda was the finance overview that will be included in this year’s Annual Report that will be circulated at the AGM and posted on the website.

- **Appointment of Auditors**

Motion: Moved by J. Murray, seconded by R. Jormalietis.

“On the recommendation of the Audit Committee, the Board of Directors appoints BDO Canada LLP as the Auditors for 2016/17 subject to confirmation of their professional fees.”

All in favour. Motion passed.

9. Goal 5 – Build the Best

9.1 Stevenson Redevelopment Committee

There has been no meeting of the Stevenson Redevelopment Committee since the last Board meeting. J. Levac advised that Administration has been corresponding with the Capital Branch of the MOHLTC to finalize the further 7 questions posed by the MOHLTC in order to close of Stage 1.

10. Other Committees

10.1 Report of Governance & Nominating Committee

Circulated with the agenda were the minutes of May 13, 2016.

At this point in time, D. Blendick, R. Jurmalietis, J. Tweedy and M. MacEachern declared a conflict of interest as their names were standing for re-election and abstained from voting.

In addition to the minutes, A. Dresser highlighted the following:

- **Election of Directors**

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

“On the recommendation of the Governance & Nominating Committee, the Board of Directors elects the following slate of candidates to stand for re-election as Board Directors: Darlene Blendick, Paul Edmonds, Robert Jurmalietis and Jan Tweedy for a three (3) year term and Mike MacEachern for a one (1) year term;

And furthermore, that these names be brought forward for consideration by the voting members of the Corporation at the Annual General Meeting scheduled for June 14, 2016.”

All in favour. Motion passed.

- **Appointment of:**

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

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

At this point in time, Dr. Ambreen left the meeting.

- **Policies**

- II-4 - Professional Staff Credentialing – Board Hearing Policy (new policy)
- V-B-4 - Board Education
- V-B-11 - Reimbursement of Board Director Expenses
- I-6 – Respect for Diversity and Inclusivity

The Board reviewed and discussed the above policies that have been vetted by the Governance & Nominating Committee and were in agreement to the drafts presented.

Motion: Moved by J. Tweedy, seconded by J. Murray.

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

All in favour. Motion Carried.

10.2 Report of Executive Committee

The Executive Committee did have a brief meeting that will be addressed during the in-camera session.

11. Reports

11.1 Report of CEO

J. Levac provided the following update:

- Working with the Leadership Team to prepare for the November Accreditation.
- New Vice-President/Chief Nursing Officer, Carrie Jeffreys, will commence on July 4th.
- Chief of Staff position has been posted internally and externally. The Selection Committee has been established and C. Butler will lead the selection process.
- A new Manager has been hired to oversee the Mental Health program. A new Psychiatrist will also be joining the program.
- The Pocket of Excellence series is now complete and was well received by staff.
- In May 2016, both of the Stevenson and Southlake Administrative Management Committees met to discuss what a clinical partnership could look like between the two organizations. It was agreed that a meeting would be arranged among both CEO's and the CEO of the CLHIN to further discuss.
- Recognized and thanked A. Dresser for being an excellent Board Chair and mentor during his tenure as Board Chair.

11.2 Report of the Auxiliary President

A. Hamby references her report advising that the Annual Tag day will be held tomorrow (June 3rd).

At this point in time, the Board thanked A. Hamby for her contribution to the Board during her tenure as President of the Auxiliary.

11.3 Report of Foundation President

In addition to her written report, M. Barber highlighted the following:

- Next Estate Planning Seminar is scheduled for September 14th at 9:30 a.m. Details posted on Foundation website.
- The Major Gifts Committee, under the leadership of Sylvia Biffis, held their first inaugural meeting. The Committee consists of community members, Hospital and Foundation Board members and Foundation staff and will focus on the identification, cultivation, and solicitation of major donors in the community.
- The Foundation Board will be meeting on June 9th to review their draft audited financial statements and the Hospital's 2016/17 capital funding request.

11.4 Report of the Board Chair

A. Dresser advised the following:

- Provided a brief history of the health care system in the 2000's and what led up to the new Board being appointed by Marc Rochon, Supervisor, in 2007.
- Thanked the Board for their support during his tenure as Board Chair.

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

"That the Board of Directors receives all reports as presented."

All in favour. Motion passed.

12 In Camera Session

Motion: Moved M. Martin, seconded by M. MacEachern.

"That the Board moves into the in-camera session." All in favour. Motion passed.

Motion: Moved by C. Morden, seconded by M. Martin.

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

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

Motion: Moved by J. Murray, seconded by C. Morden, CARRIED.

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

- ***five (5) new applications for medical staff;***
- ***two (22) change in privileges for members of the medical staff; and***
- ***five (5) renewal of temporary privileges for members of the medical staff."***

All in favour. Motion passed.

Motion: Moved by D. Blendick, seconded by M. MacEachern.

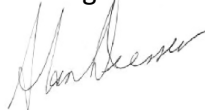
"On the recommendation of the Executive Committee, the Board of Directors approves 100% of the At Risk Pay for Jody Levac, President & CEO, for the fiscal 2015/16."

All in favour. Motion passed.

13. Next Meeting Date

There will be no Board meetings held during the summer unless at the call of the Board Chair.

There being no further business, the meeting adjourned at 9:00 p.m.



Alan Dresser, Board Chair

Recording Secretary: Sharon Knisley