

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

Thursday, May 2, 2013
Physical Therapy Department
5:00 p.m.

In attendance:

Elected Directors

John Swinden, Board Chair; Scott Anderson; Alan Dresser; Paul Edmonds; Paul Farley; Debbie Hudson; Marilyn Lawrence; Michael Martin; Catherine Morden; Jim Poling; David Purvis

Ex Officio Directors

Annette Jones, President & CEO; Shannon Landry, Vice President/Chief Nursing Officer; Glenn Rae, President, SMH Foundation; Dr. Nancy Merrow, Interim Chief of Staff; Dr. Stephen Tomini, President of Medical Staff

Regrets:

Darlene Blendick; Diane Munro, President SMH Auxiliary; Terry Kuula, interim Chief Financial Officer

1. Call to Order

J. Swinden called the meeting to order.

2. Conflict of Interest

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

3. Minutes of the meeting held on April 4, 2013; April 12, 2013; April 18, 2013

Motion: Moved by P. Farley, seconded by C. Morden, CARRIED.

"That the Board of Directors approves the minutes of April 4, 2013 as presented."

Motion: Moved by J. Poling, seconded by P. Edmonds, CARRIED.

"That the Board of Directors approves the minutes of April 12, 2013 as presented."

Motion: Moved by P. Farley, seconded by M. Lawrence, CARRIED.

"That the Board of Directors approves the minutes of April 18, 2013 as presented."

4. Goal 1 – Safe, Quality Care

4.1 Patient Experience

The patient story was deferred to the June meeting.

4.2 Critical Incident Report

There were no new critical incidents to report.

4.3 Report of Quality Committee

Circulated with the agenda were the minutes of April 8, 2013.

A. Dresser advised that an Obstetrical program presentation was provided to the Quality Committee which highlighted the MoreOb program which improves outcomes and reduces harm to mothers and babies, decreases liability incurred costs and average cost per claim, and improves and sustains patient care. The program does hold regular training of mock emergencies in order to maintain their skill level for those emergencies that do not happen on a regular basis.

4.4 Report of President of Medical Staff

Dr. Tomini advised that one of the Hospital's physicians is organizing a fundraising event at the Barrie Gun Club on June 15th and the proceeds will be donated to the Stevenson Foundation.

4.5 Report of Chief of Staff

Dr. Merrow referenced her written report circulated with the agenda and highlighted that the Hospitalist Program Rules and Regulations have been approved and will be integrated with the Professional Staff Rules. The new 3 Hospitalist model is expected to commence in mid-June 2013. A full review of the Medical Human Resources Plan was completed this past fall and the Medical Advisory Committee has approved the recruitment of various specialists for the Hospital.

Motion: Moved P. Farley, seconded by A. Dresser, CARRIED.

"That the Board moves to the in-camera session."

Motion: Moved by M. Lawrence seconded by A. Dresser, CARRIED.

"That the Board move back into the open session."

The following motions were arising from the in-camera session.

New Applications

Motion: D Hudson, seconded by D. Purvis, CARRIED.

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

- ***Two (2) new applications for medical staff;***
- ***Four (4) change in privileges for members of the medical staff; and***
- ***Twenty (20) renewal of temporary privileges for members of the medical staff."***

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

“That the Board accepts the recommendation of the Medical Advisory Committee to proceed and offer Candidate B the position of Chief of Surgery.”

5 Goal 2 – Champions of Care

5.1 Report of Human Resources Committee

Circulated with the agenda were the minutes of April 11, 2013.

M. Lawrence highlighted that OPSEU held conciliation in April which resulted in an unsuccessful outcome; hence they will go to arbitration in early 2014.

6 Goal 3 – Power in Partnerships

6.1 Report of the Communication Committee

- **Report of Communication Specialist**
- **Media Report**

Circulated with the agenda were the minutes of April 10, 2013 along with the Communication Specialist Report and Media Report.

J. Poling noted that the Hospital has developed two new Hospital brochures on the Strategic Plan (long and short version). As well, the Herald recently published an 85th Anniversary commemorative special edition which included staff interviews and patient stories.

D. Hudson noted that A. Jones spoke at the Women at Their Best evening which hosted approximately 300 women in attendance. A. Jones spoke on the Hospital’s successes and the Women Wellness program and she was very well received at the event. Some of the monies raised at this event will be donated to the Foundation.

7. Goal 4 – Finance

7.1 Report of Finance Committee

Circulated with the agenda were the minutes of April 18, 2013.

- **Financial Statements**

The March 31st financial statements were not available for this meeting due to year-end once a year work demands on the accounting department.

- **2013-14 Hospital Annual Planning Submission (HAPS) - 2013-14 Operating Plan**

All hospitals have received a 6 month Hospital Service Accountability Agreement (H-SAA) extension. Hospitals are required to submit their Board approved HAPS, at which time, the Hospital Service Accountability Agreement (H-SAA) will be populated from the HAPS data. A new H-SAA will then be forwarded to the Hospital to sign.

Circulated with the agenda was the draft 2013/14 operating budget which showed the worse case budget, known initiatives and the balanced LHIN (Local Health Integration Network) line budget. The Hospital's goal is for a balanced budget at the corporate bottom line (after amortization). As part of engaging staff in the budget process, a GASP (Generate A Surplus Plan) survey has been sent out to all staff and physicians asking them to provide their revenue generating and cost saving suggestions. It is a clear focus of Management to balance the budget.

Once approved, the HAPS will be submitted to the Central LHIN.

Motion: Moved by M. Martin, seconded by D. Purvis, CARRIED.

"That the Board of Directors accepts the recommendation of the Finance Committee and approves the 2013/14 Hospital Annual Planning Submission as presented and it be submitted to the Central Local Health Integration Network ."

- **2013-14 Capital Budget**

For information, circulated was the draft 2013/14 Capital Budget. Further work is still to be completed on the draft budget and then it will be further reviewed at the May Finance meeting. The Foundation is to advise the Hospital how much funding it will have available towards the Capital Budget.

- **2012-13 Q3 & Q4 Broader Public Sector Accountability Attestation**

Under the Broader Public Sector Accountability Act (Bill 168), hospitals are required to report semi-annually on Executive's expenses. Circulated with the agenda were the 2012/13 – Q3 + Q4 expenses for the CEO; VP/CNO; CFO; and Chief of Staff. Once approved, this information will be posted on the Hospital's website.

Motion: Moved by M. Martin, seconded by M. Lawrence, CARRIED.

"That the Board of Directors accepts the recommendation of the Finance Committee and approves the 2012/13 Q3 & Q4 Broader Public Sector Accountability Attestation.

- **2011-14 Multi-Sector Accountability Agreement (M-SAA) – Schedule G Declaration of Compliance Extension**

Circulated with the agenda was the M-SAA – Schedule G Declaration of Compliance extension for the period October 1, 2012 – March 31, 2013. The M-SAA applies to the Mary McGill Community Mental Health Centre which embeds the financial flow-through arrangements for payment from the Central LHIN to Matthew's House Hospice. As was completed last year, a letter will accompany the M-SAA to advise that Stevenson acts as a flow through agent for Central LHIN funds flowing to Matthew's House Hospice and has no involvement with the management or oversight of the Hospice's operations.

Motion: Moved by M. Martin, seconded by P. Edmonds, CARRIED.

"That the Board of Directors accepts the recommendation of the Finance Committee and approves the Multi-Sector Accountability Agreement (M-SAA) – Schedule G Declaration of Compliance."

- **2012/13 Declaration of Compliance related to CritiCall**

Circulated with the agenda was the Declaration of Compliance related to CritiCall. Pursuant to the H-SAA Schedule A, the attestation of compliance for 2012/13 is required that the Hospital is in compliance with all tasks outlined in the Attestation.

CritiCall is a system in place to respond to Level 1 trauma related events; one number a Hospital calls and who is responsible for locating an intensive care bed in the province for a Hospital.

Motion: Moved by M. Martin, seconded by D. Hudson, CARRIED.

“That the Board of Directors accepts the recommendation of the Finance Committee and approve the 2012/13 Declaration of Compliance related to CritiCall subject to the CEO confirming that the Hospital meets all of the tasks outlined in the Attestation.”

- **BMO Banking Agreement**

Circulated with the agenda was a revised banking agreement related to renewed credit interest and pricing arrangements as reviewed by the Finance Committee.

Motion: Moved by M. Martin, seconded by J. Poling, CARRIED.

“That the Board of Directors accepts the recommendation of the Finance Committee and approves the BMO Banking Agreement related to credit interest and pricing arrangements on the accounts for the Hospital as circulated.”

- **Dialysis Machine Replacement**

As a result of a provincial recommendation by the Ontario Renal Network, Stevenson has agreed to purchase 8 new Dialysis machines to replace the outdated machines at a cost of \$205,088. This amount does not include related IT infrastructure costs.

The new machines will arrive in May 2013. The current machines have no monetary value and will be donated to The Seventh Day Adventist Hospital in Guyana which is looking to start a Dialysis Program. This would assist in providing dialysis to patients in Guyana that could not otherwise access the treatments.

The Foundation has indicated that they will provide the funding for the dialysis machines capital expenditure.

Motion: Moved by M. Martin, seconded by A. Dresser, CARRIED.

“That the Board of Directors accepts the recommendation of the Finance Committee and approves the purchase 8 new Hemodialysis Machines at a cost of \$205,088 excluding related IT infrastructure costs.”

8. Goal 5 – Building the Best

8.1 Report of Future Health Care Centre Committee (FHCCC)

There was no meeting of the FHCCC. It is expected the next meeting will take place in June when the Hospital expects it will have a response from the Central Local Health Integration Network regarding the Hospital's Pre-Capital Submission (Schedule A).

9. Other Committees

9.1 Report of Governance & Nominating Committee

Circulated with the agenda were the minutes of April 9, 2013.

• **Corporate Bylaws**

The draft Corporate Bylaws were previously circulated to the Board for review and comment. P. Farley noted that he did receive comments from Board Directors on the changes which have been incorporated into the draft Bylaws. Upon approval, the draft Bylaws will be presented at the Annual General Meeting (AGM) for ratification.

One further recommendation, however, not included in the draft Bylaws presented, is the addition of the Vice-President of the Medical Staff as an ex-officio (non-voting) member of the Board. This is a common practice at most Hospitals. This would change the composition of ex-officio members from 6 to 7. This will provide an opportunity for more medical staff participation in the operations of the Hospital. The Board discussed and agreed to this suggested change and that the Section 4.1 - Composition of Board – of the Corporation Bylaws be amended to reflect this change.

Motion: Moved by P. Farley, seconded by M. Lawrence, CARRIED.

“That the Board of Directors approves the addition of the Vice-President of the Medical Staff to the Board of Directors as an ex-officio non-voting member.”

Motion: Moved by P. Farley, seconded by C. Morden, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the draft Corporate Bylaws as amended and that these Bylaws be presented at the Annual General Meeting for ratification.”

• **Professional Staff Bylaws**

It is expected that the draft Professional Staff Bylaws will be circulated to the Board for approval at the June meeting and also presented at the AGM for ratification.

• **New Board Policy: Draft Advisory Council**

Circulated with the agenda was a new draft policy entitled Advisory Council. Further to the new *Not for Profit Corporations Act*, Advisory Members, if identified in the Bylaws of the Corporation as members of the Corporation (even if identified as non-voting members) may, by virtue of the new Act, have a right to vote at the Corporation's AGM;

hence after receiving legal advice, the Governance & Nominating Committee drafted a new Advisory Council Board Policy and have removed all reference to "Advisory Members" from the proposed draft Corporate Bylaws. Currently, the Stevenson Memorial Hospital Advisory Members, as identified in the Corporate Bylaws, are non-voting members of the Corporation.

P. Farley noted that under the new policy, there is no requirement to hold meetings two times per year which was currently contained in previous Bylaws. In the past, meetings of the Advisory Members were held but few Advisory Members attended. The Board discussed that we need to find other ways to keep Advisory Council members engaged versus meetings (mailings, attendance at AGM, etc.).

The term of an Advisory Council Members will be increased from 1 to 3 years.

***Action: Moved by P. Farley, seconded by P. Edmonds, CARRIED.
"That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves of new Board Policy Advisory Council as presented."***

- **Succession Plan**
 - **Revised Board Policy II-1 Chief Executive Officer Selection and Succession Planning**
 - **Revised Board Policy II-11 – Chief of Staff Selection and Succession Planning**

Circulated were revised Board Policies II-1 Chief Executive Officer and Succession Planning and II-11 Chief of Staff Selection and Succession Plan. P. Farley reviewed the revisions made to the policy.

***Motion: Moved by P. Farley, seconded by P. Edmonds, CARRIED.
"That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves Board Policy II-1 Chief Executive Officer and Succession Planning as presented."***

***Motion: Moved by P. Farley, seconded by D. Purvis, CARRIED.
"That the Board of Directors accepts the recommendation of the Governance & Nominating Committee recommends and approves Board Policy II-11 Chief of Staff Selection and Succession Plan as presented."***

- **Board Policy V-A-8 – Position Description for Board Chair**

Circulated with the agenda was revised Board Policy V-A-8 – Position Description for Board Chair. P. Farley reviewed the revisions made to the policy.

Motion: Moved by P. Farley, seconded by J. Poling, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the Board Policy V-A-8– Position Description for Board Chair.”

- **Board Policy V-A-13-Conflict of Interest**

Circulated with the agenda was a revised Board Policy V-A-13 – Conflict of Interest. A. Dresser reviewed the revisions made to the policy.

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

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the draft Board Policy V-A-13-Conflict of Interest as circulated.”

- **Board Policy III-3 Risk Management**

Circulated was a revised Board Policy III-3 Risk Management. A. Dresser reviewed the revisions made to the policy.

Motion: Moved by A. Dresser, seconded by P. Farley, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the draft Board Policy III-3 - Risk Management as circulated.”

P. Farley highlighted the motions that were passed by the Governance & Nominating Committee with respect to appointment/election of:

- Board Officers
- Board Directors to Board Standing Committees
- Appointment of Committee Chairs
- Appointment of Advisory Members to Board Standing Committees

All of these motions will be brought forward to the Board meeting following the Annual General Meeting scheduled for June 18, 2013.

At the time of the Governance & Nominating Committee, there were a total of 11 Advisory Members for 2013/14 (effective May 2nd, total of 14 members) and most of the members are existing Advisory Members on Board Committees or Board Director appointees.

No applications were received from Advisory Members to sit on a Board Committee.

The Governance & Nominating Committee recommends that due to the high cost of purchasing with no real payback (small number of new Advisory Members attends the meetings), next year, a small ad will be placed in the paper directing interested individuals to the Hospital’s website for further details.

9.2 Report of Executive Committee

Circulated with the agenda were the minutes of April 17, 2013.

The Executive Committee noted that it has had fewer meetings this year, further to viewed expressed at this Committee was making too many decisions, and has since last June moved most items to the Board agenda.

Motion: Moved by C. Morden, seconded by D. Purvis, CARRIED.

"That the Board of Directors accepts all reports of the Board Committees as presented."

10. Reports

10. Report of CEO:

A. Jones provided the following update:

- Received letter from Accreditation Canada advising that they had reviewed the Hospital's resubmission and were not changing their original recommendation of Accreditation with Commendation. Hospital Management has reviewed their response and is still unclear in terms of what criterion was used to judge the Hospital's resubmission. A telephone call is being arranged with Accreditation Canada to understand how the Hospital can proceed to appeal their decision.
- Two IT Strategic Planning Sessions were recently held among Stevenson, Southlake and MacKenzie Health with respect to the 5 year strategic plan as part of the ICT Collaborative. Some Board Directors did participate and further information will be provided as to next steps as it becomes available

10.2 Report of the Auxiliary President

Not here and no report.

10.3 Report of Foundation President

G. Rae advised that the Foundation's Gala will be held this Friday evening. Close to 300 tickets have been sold and the Foundation is hoping to raise over \$200K at the event. A. Jones provided a tour of the Hospital to Kevin Frankish, emcee, earlier this week.

10.4 Report of the Board Chair

J. Swinden indicated he has nothing new to report at this point in time.

11. Closed Session

Motion: Moved P. Farley, seconded by P. Edmonds, CARRIED.

"That the Board moves to the in-camera session."

Motion: Moved by M. Lawrence, seconded by C. Morden, CARRIED.

"That the Board move back into the open session."

12. Next Meeting Date

The next Board meeting will be held on Thursday, June 6, 2013.

There being no further business, the meeting terminated at 8:20 p.m.



John Swinden, Board Chair

Recording Secretary: Sharon Knisley