

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

December 3, 2015

Physical Therapy Department

5:00 p.m.

In attendance:

Elected Directors: Alan Dresser, Board Chair; Darlene Blendick; Colleen Butler; Paul Edmonds; Wendy Fairley; Paul Heck; Michael Martin; Catherine Morden; John Murray; Jan Tweedy

Ex-Officio Directors: Jody Levac, President & CEO; Shannon Landry, Vice President/Chief Nursing Officer; Ann Hamby, President SMH Auxiliary; Marg Barber, President SMH Foundation; Dr. Oswaldo Ramirez, Chief of Staff;

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

Regrets: Robert Jurmalietis; Dr. Shazia Ambreen, President of Medical Staff, President of Medical Staff; Dr. Ihab Khalil, Vice-President, of Medical Staff

Guests: Kathy Stevenson, Manager, Quality & Patient Safety

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 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 November 5, 2015.

As there were no amendments to the minutes, the Chair declared the minutes accepted.

4. Presentation

K. Stevenson presented to the Board on the below:

Board Accreditation

- Reviewed the timelines that will lead the Hospital to the November 2016 Accreditation Survey.
- Reviewed the yellow flags identified further to completion of the the Board Governance survey. The Board will need to develop an action plan to address the flagged opportunities for improvement. It was noted that no red flags were identified which is excellent. Further to discussion by the Board, it was agreed that K. Stevenson would be invited to the next 3 Board meetings to facilitate a discussion among the Board to address the deficiencies before Accreditation and to ensure that the Board has objective evidence to support the flagged items.
- Discussion ensued about several technical problems with the Board Accreditation Survey and the timing of issuing prior to the holidays. The Board inquired if the survey could be re-done.
Action: K. Stevenson to inquire and report back to the Board.

Enterprise Risk Management (ERM)

- ERM is a continuous, proactive, systematic approach to identifying, assessing, understanding, acting-on, and communicating risk from an organization-wide, aggregate, perspective. This framework is driven by Management and the Medical Staff to better identify, understand, and respond to all types of risk in the Hospital.
- The Board reviewed the risk register circulated at the meeting which highlighted the top risks identified in the organization. K. Stevenson highlighted the items and processes put in place, from a proactive prospective, to prevent such events from occurring in the future. It was noted that the risk in a hospital can never be zero, there is always risk.
- **Action:** K. Stevenson to provide a status of the projects at the March 2016 Board meeting.

5. Goal 1 – Safe, Quality Care

5.1. Critical Incident Report

J. Tweedy advised that there were no new critical incidents to report.

5.2 Report of Quality Committee

Circulated with the agenda were the minutes of November 10, 2015.

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

- Ethical Framework will be circulated at each Quality meeting and used as required.
- On January 28th, there is an OHA webinar on credentialing for the Board.

5.3 Report of President of Medical Staff

As Dr. Shazia Ambreen was absent from the meeting, there was no report.

5.4 Report of Chief of Staff

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

- Media release issued on November 5th welcoming Stevenson's new General Surgeon, Dr. Lauren O'Malley, to the Hospital and community.
- Media release issued on November 10th welcoming Stevenson's new Obstetrician, Dr. Jan (Jaco) Scheeres to the Hospital and community.
- The MAC has moved to combine the Corporate Quality Committee into the MAC agenda in effort to improve efficiency.
- The medical staff have a surplus of funds (from their annual professional staff fees) and are looking at providing additional Bursary Awards for high school students and other educational opportunities for the professional staff.

6 Goal 2 – Champions of Care

6.1 Report of Human Resources Committee

Circulated with the agenda were the minutes of October 19, 2015.

In addition to the minutes, D. Blendick noted that a presentation was provided to the HR Committee on the recent Staff and Physician Engagement. The results were very encouraging as most scores were higher than the community hospital base scoring.

7 Goal 3 – Power in Partnerships

7.1 Report of the Communication Committee

Circulated with the agenda were the minutes of November 3, 2015. C. Morden advised that the minutes were circulated for information only as she provided a verbal update on the November Communications Committee meeting at the December Board meeting as the minutes were not available.

Radio spots have been purchased from My FM. Alan Dresser and Marg Barber will be completing 30 second special announcements to air in the near future.

8. Goal 4 – Finance

8.1 Report of Finance Committee

Circulated with the agenda were the minutes of November 19, 2015.

- **Financial Statements as at October 31, 2015**

T. Kuula provided a finance presentation which highlighted a surplus of \$89K for the month of October and a year-to-date deficit of \$31K. The goal is to achieve at least a balanced budget after depreciation and amortization.

- **Budget Assumptions - 2016/17** – a special Finance meeting will be held in November to review the 2016/17 budget assumptions.
- **HIROC Presentation**
The Finance Committee was provided with a presentation on the HIROC Claims Count for the period of April 2006-May 2015.
- **2016-17 Community Accountability Planning Submission (CAPS)**
T. Kuula provided a presentation on the 2016-17 CAPS which is related to the Mary McGill Community Mental Health Program and Matthew’s House Hospice. It was noted that SMH is a flow through for funding from the CLHIN to Matthew’s House Hospice. Both programs have a balanced budget for 2016-17.

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 2016-17 Community Accountability Planning Submission.”

- **2015-16 Q1 & Q2 Attestation**
Under the Broader Public Sector Accountability Act, hospitals are required to report semi-annually and approve the Attestation Form including Executive Expenses (for CEO, VP/CNO, CFO and Chief of Staff).

Motion: Moved by P. Heck, seconded by D. Blendick, CARRIED.

“That the Board of Directors accepts the recommendation of the Finance Committee and approves and directs the Board Chair to certify and sign the Attestation as presented.”

9. Goal 5 – Building the Best

9.1 Report of the Stevenson Redevelopment Committee (SRC)

There was no meeting of the SRC since the last Board meeting.

10. Other Committees

10.1 Report of Governance & Nominating Committee

Circulated with the agenda were the minutes of November 13, 2015 and C. Butler provided a verbal update on the December 2, 2015 meeting.

- **Appointment of Patient & Family Advisory Members on Board Committees.**

C. Butler referenced a motion passed at the November Board meeting appointing 1 member of the Patient & Family Advisory Members to each of the Quality and Communications Committees. However, in consultant with Shannon Landry, VP/CNO, it was the preference

to have 2 members appointed to each of these Committees to start, and in the future, this number may be reduced to 1 member on each Committee.

The following motion was presented to reconsider the motion passed at the November 2015 Board meeting.

Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.

“That the Board of Directors reconsiders and rescind the following motion passed at the November 5, 2015 Board meeting:

That the Board of Directors accepts the recommendation of the Governance & Nominating Committee to appoint a member of the Patient & Family Advisory Committee to both the Communications Committee and Quality Committee.”

The following amended motion was then approved:

Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee to appoint two (2) members of the Patient & Family Advisory Committee to both the Communications Committee and Quality Committee.”

- **Appointment of Advisory Member to the Stevenson Redevelopment Committee**

Motion: Moved by C. Butler, seconded by J. Tweedy, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and appoints Captain Amy Godwin, Advisory Member, to the Stevenson Redevelopment Committee.”

- **Board Vacancy**

An ad has been placed in the local media advertising the current Board vacancy; deadline for submission of applications is December 12, 2015.

- **Draft Policy – Finance IV-4 – Purchasing, Leasing and Construction Projects**

The Governance & Nominating Committee has endorsed the above revised policy.

Motion: Moved by P. Heck, seconded by J. Murray, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves Board Policy Finance IV-4 – Purchasing, Leasing and Construction Projects as presented.”

Due to questions raised and uncertainty, C. Butler advised that the Governance & Nominating Committee obtained legal advice to further clarify Quorum and Voting at Board Standing and Special Committees. Further to legal input received, Board Policy V-A-7 - Board Standing and Special Committees has been amended with the below:

Quorum

Quorum of a Standing Committee and Special Committee for the purpose of conducting business will be more than 50% of the voting members of the Committee.

The presence of Board Chair at Committee meetings counts towards quorum; whereas; the absence of the Board Chair at Committee meetings does not count towards quorum. For greater clarity, the intent of this rule is to recognize that the Board Chair may not be able to attend every meeting.

In the event a Director is on an approved leave of absence, this Director will not be counted in the quorum.

Standing Committees

The voting members of the Standing Committees will be all members appointed to the Standing Committee and the CEO, with the exception of the Executive and the Audit Committees, for which the CEO and/or Chief of Staff will not have the right to vote. In addition, each Standing Committee will be supported by appropriate staff resources. The support staff assigned to the Standing Committee does not have voting rights, with the exception of the Quality Committee, where specific professional staff has the right to vote as required by the *Excellent Care for all Act*.

The non-voting members of the Standing Committee will be all members assigned to the Standing Committee. The assigned members will represent the perspective of Hospital stakeholders and/or interest groups whose perspective support the work of the Committee.

Special Committees

The voting members of the Special Committees will be all members appointed to the Special Committee and the CEO. In addition, each Special Committee will be supported by appropriate staff resources. The support staff assigned to the Special Committees does not have voting rights.

The non-voting members of the Standing Committee will be all members assigned to the Standing Committee. The assigned members will represent the perspective of Hospital stakeholders and/or interest groups whose perspective support the work of the Committee.

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

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves Board Policy V-A-7 - Board Standing and Special Committees as presented.”

C. Butler referenced the revised Board Committees’ Terms of Reference circulated advising that no major changes were made to the Committees’ mandate although significant changes were made under the membership section to differentiate the voting and non-voting members. Also new is that Committee members are expected to attend 75% of Committee meetings.

Motion: Moved by D. Blendick, seconded by J. Tweedy, CARRIED.

“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the Board Committees’ Terms of Reference as circulated.”

10.2 Report of Executive Committee

There was no meeting of the Executive Committee since the last Board meeting.

Motion: Moved by D. Blendick, seconded by P. Edmonds, CARRIED.

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

11. Reports

11.1 Report of CEO

J. Levac provided the following update:

- CEO/Board Chair will be providing deputations at local Council meetings in December 2015 to provide an update on Hospital Redevelopment.
- CEO Forums held last week which were well attended by staff.
- Meeting held with the New Tecumseth Mayor and COO, and Foundation to discuss fundraising revenue for the Hospital.
- In January 2016, Jim Wilson’s office will be sending out a mailer to the community asking them to sign the petition to support the Hospital’s redevelopment.
- Thanked the Board for their ongoing support and wished everyone a Merry Christmas and Happy New Year.

11.2 Report of the Auxiliary President

A. Hamby referenced her written report and advised in the future, she will be circulating a copy of the Smock Talk electronically to the Board.

11.3 Report of Foundation President

M. Barber referenced her written report and provided the following update:

- Planning has started for the 2017 Gala – May 26th at Nottawasaga Inn and will be looking for volunteers to sit on the different sub-planning committees.
- Donor Appreciation Night was a success – thanked J. Levac for his presentation which was well received.

11.4 Report of the Board Chair

A. Dresser provided the following update:

- Orientation session held in November 2015.
- Provided an update on the recent LHIN Board Chair meeting he attended.
- Noted that the Stevenson Redevelopment Committee was initially set up as an engagement committee and now its role is changing and becoming more of a process committee as the Hospital works its way through the redevelopment stages. Moving forward, a review of the mandate of the SRC will be undertaken to bring it in alignment

as we go through the different stages of the redevelopment. This will require further discussion by the Board in the future.

- Will be looking to re-do the Hospital's Strategic Plan next year to come into effect following Accreditation.

12. In Camera Session

***Motion: Moved D. Blendick, seconded by W. Fairley, CARRIED.
"That the Board moves to the in-camera session."***

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

***Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.
"That the Board accepts the recommendation of the Medical Advisory Committee to approve three (3) new applications for medical staff."***

***Motion: Moved by J. Murray, seconded by P. Edmonds, CARRIED.
"That the Board move back into the open session."***

13. Next Meeting Date

The next Board meeting will be held on Thursday, January 7, 2016.

There being no further business, the meeting terminated at 8:30 p.m.



Alan Dresser, Board Chair

Recording Secretary: Sharon Knisley