



Elected	Wanda Percival, Board Chair*	Bob Nielson, Governor*
Governors:	Beverley John, Governor*	Christine Norris, Vice Chair*
	Bonnie Kennedy, Governor*	Amy Terrill, Governor*
	David Kimmerly, Treasurer*	Karissa Ward, Governor*
	Paul McPherson, Governor*	
Ex-Officio / Appointed	Dr. Bharat Chawla, Chief of Staff	Eric Smeaton, CKL Council Representative*
Governors:	Kelly Isfan, President & CEO	vacant, President, Professional Staff
	Janice Raine, Interim VP Clinical & CNE	vacant, VP Professional Staff
Regrets:	Anne Botond, President, RMH Auxiliary*	Meri Saunders, Governor*
	Brian Kelsey, Governor*	
Staff	Yen Daniel, Director of Finance	Veronica Nelson, VP & COO
Resources:	Tamra Fierheller, Executive Assistant, Recorder	Paul Truscott, CFO & CIO
Guests:	Dr. Jamie McNabb	

*voting member

1. CALL TO ORDER

Ms. W. Percival, Chair, called the (Open) meeting to order at 5:42 pm.

1.1 Quorum – Quorum was confirmed.

1.2 Approval of Agenda – The agenda was reviewed. Thereafter, there was a

MOTION: That the agenda be approved as presented.

Ms. B. John/Mr. P. McPherson, **CARRIED**

1.3 Declarations of Conflict of Interest – None declared.

1.4 Acknowledgement of the Hospital’s Vision/Mission/Values – The Hospital’s Vision, Mission and Values were acknowledged.

1.5 Patient Story – The Patient Story was pre-circulated.

2. CONSENT AGENDA

Items identified as part of the consent agenda were pre-circulated and the related motions were presented as follows:

1. MOTION: That the draft minutes of the (Open) Board of Governors meeting of March 2, 2023, be approved as circulated.

2. MOTION: That the Board of Governors receives the draft minutes of the Quality/Governance & Planning Committee meeting of March 21, 2023.

3. MOTION: That the Board of Governors approves the Terms of Reference, Nominating Committee, as recommended by the Quality/Governance & Planning Committee.

4. MOTION: That the Board of Governors receives the draft minutes of the Resources & Audit Committee meeting of March 16, 2023.

5. MOTION: That the Board of Governors receives the report of the Hospital Foundation CEO.

Thereafter, there was a

MOTION: That the Board of Governors approves motions 1 through 5 on the (Open) Consent Agenda for April 6, 2023, as presented.

Ms. A. Terrill/Mr. B. Nielson, **CARRIED**

3. BOARD BUSINESS – QUALITY/GOVERNANCE & PLANNING COMMITTEE

3.1 Quality Improvement Plan (QIP) Dashboard – Q3 2022-23 – The Quality Improvement Plan Dashboard for Q3, 2022-23, and related minutes from the Quality/Governance & Planning Committee meeting of March 21, 2023, were pre-circulated.

While alternate level of care (ALC) performance remains better than target, there has been an increase in ALC numbers noted. There is currently a focus on improving the workflows within Epic for ALC classification.

Performance related to decreasing the number of wrong patient medication or dose errors continues to improve, with only one incident in Q3. Additional barcode scanners/rovers have been provided to all units to enable safer workflows, and additional education sessions on barcode medication administration (BCMA) are/will be provided to staff.

There has been a positive decrease in the number of mental health and addictions patients with more than four Emergency Department visits over 12 months. In early February, a new mobile clinic team launched that will regularly visit four designated sites in Lindsay.

There is continued focus on education and de-escalation techniques to address workplace violence. The ELPAS safety alarm system is also being added to the CCP1, CCP2, Medical and Surgical units to enhance staff safety.

3.2 Corporate By-Law Revision (ONCA Compliance) – Blacklined and clean copies of the proposed draft Corporate By-Law, and related minutes from the Quality/Governance & Planning Committee meeting of March 21, 2023, were pre-circulated.

The Hospital enlisted legal counsel from Borden Ladner Gervais to assist with revising the Corporate By-Law to ensure compliance with the new Ontario *Not-for-Profit Corporations Act, 2010* (ONCA). Key revisions include:

- Corporate Members will be defined as the elected Directors only.
- The removal of the Vice President of Medical Staff, the municipal representative and auxiliary representative from the Board membership. It was noted that their removal is consistent with a trend across hospitals to remove/reduce cross-appointed positions from boards. This is also supported under ONCA in that such positions can often have conflict of interest issues, and in addition to having to declare a conflict of interest, they are now required to leave the room for discussion of items related to the conflict.
- The removal of the volunteer association terms of reference.

The proposed revisions were reviewed with the Hospital's Medical Advisory Committee (MAC) in

March, and the MAC in turn asked that the Board reconsider removing the Vice President of Medical Staff from the Board membership. Board members noted support for this, as well as keeping the municipal representative and the auxiliary representative as Board members at this time. It was also supported that this will again be considered toward the end of the 2023-24 board cycle.

There was a

MOTION: *That it be resolved that:*

- 1. the corporate by-law of the Corporation relating generally to the conduct of the activities and affairs of the Corporation (“By-law”), in the form presented to the directors of the Corporation, except that the composition of the Board shall remain unchanged from its current state, is approved and adopted as the corporate by-law of the Corporation, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-law to be effective at the close of the next meeting of the members of the Corporation (“Members”) at which the By-law is confirmed;***
- 2. the By-law be submitted to the Members for confirmation; and***
- 3. following confirmation by the Members, the Chair and the Secretary of the Corporation are authorized and directed to certify a copy of the By-law as confirmed by the Members and to place such certified copy in the minute book of the Corporation.***

Ms. B. John/Mr. E. Smeaton, **CARRIED**

4. BOARD BUSINESS – RESOURCES & AUDIT COMMITTEE

None identified.

5. REPORTS

5.1 Report of the Chief of Staff – The Report of the Chief of Staff dated April 6, 2023, was pre-circulated.

Chief of Staff, Dr B. Chawla reviewed the items referenced in the report. Of highlight:

- Director of Information Communications Technology, D. Meraw provided the Medical Advisory Committee with a Code Grey status update. Mr. Meraw reviewed the processes that had taken place to-date to bring systems back online and provided estimated restoration dates for systems that remain impacted.
- The Hospital will be recruiting a new general surgeon, as Dr. D. Kelly has given notice of his intent to relocate.
- The Hospital will be celebrating National Physicians Day on May 1 to recognize and show appreciation to the physicians for their dedicated service.

Following discussion, there was a

MOTION: *That the Board of Governors receives the Report of the Chief of Staff for April 6, 2023.*

Ms. B. Kennedy/Ms. A. Terrill, **CARRIED**

5.2 Report of the President & CEO – The Report of the President & CEO dated April 6, 2023, was pre-circulated.

President & CEO, Ms. K. Isfan reviewed the items referenced in the report. Of highlight:

- The Hospital will be introducing a new Women's Health Clinic in late April/early May.
- Yen Daniel will be appointed Chief Financial Officer following the departure of current Chief Financial Officer, Paul Truscott at the end of April.
- Recruitment is underway for a new permanent Vice President Clinical/Chief Nursing Executive. Janice Raine is currently Interim Vice President Clinical/Chief Nursing Executive.
- The Hospital's management team will attend a two-day leadership development retreat on May 2 and 3.

Following discussion, there was a

MOTION: That the Board of Governors receives the Report of the President & CEO for April 6, 2023.

Ms. B. Kennedy/Ms. B. John, **CARRIED**

6. **OTHER BUSINESS**

6.1 2023-24 Hospital Service Accountability Agreement (HSAA) – The 2023-24 HSAA and a related briefing note were pre-circulated.

Following the annual submissions of the Hospital Accountability Planning Submission (HAPS) in January 2023, Ontario Health has issued new 2023-24 Hospital Service Accountability Agreements (HSAA) to Ontario hospitals. The service accountability agreements (SAAs) form the basis of all accountability for funding for hospitals services in Ontario. Individual Ontario Health regions then add in specific performance targets and local terms and conditions in appropriate Schedules, that reflect the specific services to be provided. The new HSAA replaces the 2018-20 HSAA, that had been extended annually through to March 31, 2023. A chart summarizing the key changes was included in the briefing note.

There was a

MOTION: That the Board of Governors approves the 2023-24 Hospital Service Accountability Agreement.

Ms. C. Norris/Mr. D. Kimmerly, **CARRIED**

6.1.1 2023-24 Balanced Budget Waiver Request – A letter from Ontario Health East regarding Approval of Balanced Budget Waiver Request for Fiscal 2023-24, and an OHA 2023 Ontario Budget Summary were pre-circulated.

As a standard condition of funding, the Hospital is required to plan for and maintain an annual balanced operating budget. Ontario Health, at its discretion, may waive that obligation on terms and conditions it deems appropriate. When such a waiver is granted, it forms part of the HSAA.

As the 2023-24 Hospital Accountability Planning Submission (HPAS), otherwise referred to as the Hospital's operating budget, submitted to Ontario Health included a projected deficit of ~ (2.2%), the Hospital has received a Balanced Budget Waiver request which states that "Ontario Health (OH) has determined that it is not feasible for the Hospital to achieve a balanced budget position for the 2022-23 and/or 2023-24 fiscal year."

Key drivers of the deficit stated in the waiver include:

- Substantial organizational restructuring over the past couple of years, and as a result, very limited options for identifying any more savings.
- Conservative estimate of revenue.
- Increases due to contracts under negotiation.
- Personal Protective Equipment (PPE), med/surg supply increases.
- Ongoing Infection Prevention and Control (IPAC) expense requirements related to post-COVID.

Despite the foregoing, under the terms of the Balanced Budget Waiver, the Hospital is still required to provide a Performance Improvement Plan to return to a balanced position within 3 years and, in the interim, absorb all projected deficits.

Given the high degree of uncertainty surrounding many of the key deficit drivers identified, it will be difficult to develop an improvement plan of substance at this time. Recent budget announcements have indicated that the hospital sector will receive an additional 4% funding. However, included in that announcement are several initiatives that have no direct impact on individual hospital budgets, and significant amounts are for delivery of special projects/priority programs which are not applicable to RMH.

Following discussion, members supported a recommendation that the Hospital defer signing back the Balanced Budget Waiver until such time as more information related to 2023-24 funding is available.

6.2 2023-24 Multi-Sector Service Accountability Agreement (MSAA) – The 2023-24 MSAA and a related briefing note were pre-circulated.

Following the annual submissions of the Community Accountability Planning Submission (CAPS), Ontario Health has issued new 2023-24 Multi-Sector Service Accountability Agreements (MSAAs). The service accountability agreements (SAAs) form the basis of all accountability for funding for a variety of community and mental health services in Ontario. Individual Ontario Health regions then add in specific performance targets and local terms and conditions in appropriate Schedules, that reflect the specific services to be provided. The new MSAA replaces the 2018-20 MSAA, that had been extended annually through to March 31, 2023. A chart summarizing the key changes was included in the briefing note.

MOTION: That the Board of Governors approves the 2023-24 Multi-Sector Service Accountability Agreement.

Ms. B. John/Mr. P. McPherson, **CARRIED**

6.3 2022-23 Board Work Plan – The 2022-23 Board Work Plan was previously circulated.

Progress to-date was reviewed.

6.4 Next Regular Meeting Date – June 1, 2023.

7. MOTION TO ADJOURN THE OPEN MEETING & MOVE INTO THE CLOSED MEETING

On a motion of Ms. B. Kennedy, the Open meeting adjourned at 7:09 pm and the Board moved into its Closed meeting.

Chair

Secretary

Date