



The (**OPEN**) meeting of the **Board of Governors** of the Ross Memorial Hospital was held on **Thursday, April 30, 2020**, via teleconference.

**Present:** Ms. V. Harris (Chair), Mr. R. Ashmore, Dr. B. Chawla, Ms. P. Clarke, Mr. J. Griepsma, Mr. L. Hope, Ms. B. Kennedy, Mr. D. Kimmerly, Mr. W. Levine, Mr. B. Nielson, Ms. C. Norris, Ms. A. Overhoff, Ms. W. Percival, Ms. M. Saunders, Ms. K. Isfan

**Regrets:** Dr. A. Knox, Dr. J. McNabb, Ms. N. Rooney, Ms. K. Ward

**By Invitation:** V. Nelson, P. Truscott

## 1. CALL TO ORDER

Ms. V. Harris, Chair, called the (Open) meeting to order at 1:02 pm.

Ms. Harris welcomed the Hospital's new President & CEO, Ms. Kelly Isfan and new Chief Financial Officer/Chief Information Officer, Mr. Paul Truscott.

1.1 **Quorum** – A quorum was confirmed.

1.2 **Approval of Agenda** – The agenda was reviewed. Thereafter, was a **MOTION: That the agenda be approved as presented.**

Ms. P. Clarke/Ms. M. Saunders, **CARRIED**

1.3 **Declarations of Conflict of Interest** – None declared.

1.4 **Acknowledgement of the Hospital's Vision/Mission/Values** – Acknowledged.

2. **UNANIMOUS CONSENT** – Items identified as part of the consent agenda were provided on a motion sheet in the unanimous consent portion of the meeting package and presented as follows:

1. **MOTION: That the minutes of the (Open) Board of Governors meeting of March 26, 2020 be approved as circulated.**

Thereafter, there was a

**MOTION: That the Board of Governors approves motion 1 on the (Open) Unanimous Consent for April 30, 2020 as presented.**

Ms. C. Norris/Ms. W. Percival, **CARRIED**

## 3. BOARD BUSINESS

**3.1 Governance During COVID-19/Recommendations for Completing the 2019/20 Board Cycle** – Copies of a report titled Governance During COVID-19 were pre-circulated. President & CEO, Ms. K. Isfan noted the report and recommendations submitted are based on advice received from a Borden Ladner Gervais (BLG) publication, as well as direct correspondence with BLG legal counsel, Anne Corbett. Under current legislation, the Hospital is obligated to hold its Annual General Meeting (AGM) by July 31, 2020. It remains unknown if the Ministry of Health will amend the

legislation to extend the timeline for hospital AGMs in light of the restrictions imposed by COVID-19.

Ms. Isfan confirmed that the recommendations put forth are in line with what other medium sized hospitals are doing.

Following discussion, there was a

**MOTION: That upon consideration of the legal advice received from Anne Corbett of Borden Ladner Gervais related to governance during COVID-19, and upon consideration of the Hospital's Corporate and Professional Staff Bylaws, the Board of Governors approves:**

- 1. That all regularly scheduled Board committee meetings and routine Board reporting be suspended.***
- 2. That the regular Board of Governors meetings will continue via electronic means on the pre-established dates, and that Board meeting agendas will be limited to critical business only.***
- 3. That should a special meeting of the Board of Governors be required to address an urgent/emergent matter, an electronic meeting of the full Board will be called. If quorum is not achieved but there is a quorum on the phone of the Executive Committee, the meeting will proceed as an Executive Committee meeting with the other governors on the call participating, but only Executive Committee members voting.***
- 4. That 2020/21 Board recruitment efforts proceed in order to present the required Board member nominations (new and incumbent) at the 2020 Annual General Meeting.***
- 5. That 2020/21 Board recruitment efforts related to community representatives on Board Standing Committees be suspended, and that it be acknowledged that such action will result in one community representative vacancy on the Resources and Audit Committee for the 2020/21 Board cycle.***
- 6. That the date of the Annual General Meeting be rescheduled from the planned date of June 18, 2020, to a date in late July to be confirmed.***
- 7. That items one through three be re-evaluated by the Board Chair and CEO monthly based on the status of the global pandemic and its impact on Hospital operations.***

Mr. L. Hope/Ms. P. Clarke, **CARRIED**

**3.2 2020/21 Quality Improvement Plan** – Copies of the draft 2020/21 Quality Improvement Plan (QIP) were pre-circulated. Vice President Clinical & Chief Nursing Executive, Ms. A. Overhoff provided a high level overview of the 2020/21 QIP narrative, indicators and targets. It was noted that the Board had previously reviewed and noted their support for the selected indicators in February.

While Ontario Health (Quality) has deferred the 2020/21 QIP submission deadline for hospitals in light of COVID-19, it is intended that the Board approved QIP will be submitted to Ontario Health and posted on the Hospital's website.

There was a

**MOTION: That the Board of Governors approves the 2020/21 Quality Improvement Plan as presented.**

Mr. R. Ashmore/Mr. D. Kimmerly, **CARRIED**

**3.3 2020/23 Multi-Year Accessibility Work Plan** – Copies of the draft 2020-2023 Multi-Year Accessibility Work Plan were pre-circulated. Under the *Accessibility for Ontarians with Disabilities Act, 2005 (AODA)*, the Hospital, as a designated public sector organization, is required to have accessibility policies in place; and to develop, implement and maintain multi-year accessibility plans. Submission of the annual compliance report under the AODA is required in December each year, and includes confirmation that the Hospital's multi-year accessibility plan posted on the Hospital's website. Vice President & Chief Operating Officer, Ms. V. Nelson provided a high level overview of the 2020-2023 Work Plan that was developed in conjunction with various stakeholder groups including the Medical Advisory Committee, Patient Family Advisory Council, Quality, Safety and Risk Council, Administrative Committee and Accessibility Committee. The Work Plan also includes feedback from patients and families' experiences collected through various avenues such as NR Picker surveys, PEP rounding and direct mailings.

There was a

**MOTION: That the Board of Governors approves the 2020-2023 Multi-Year Accessibility Work Plan as presented.**

Ms. M. Saunders/Mr. W. Levine, **CARRIED**

**3.4 2020/21 Auxiliary Budget** – Copies of the RMH Auxiliary Annual Budget Report were pre-circulated. Hospital Board approval of the Auxiliary's annual budget is required per Article 15 of the Hospital's Corporate Bylaws, and per Section 3 of the Auxiliary's Constitution and Bylaws.

Interim Auxiliary President, Mr. W. Levine reviewed the proposed Auxiliary budget, noting the impact of COVID-19 on annual revenues in 2019/20 and projected in 2020/21.

There was a

**MOTION: That the Board of Governors approves the 2020/21 annual budget of the Ross Memorial Hospital Auxiliary as presented.**

Ms. W. Percival/Ms. P. Clarke, **CARRIED**

#### **4. REPORTS:**

**4.1 Report of the Chief of Staff** – Chief of Staff, Dr. B. Chawla provided a verbal report of the items address by the Medical Advisory Committee in April, acknowledging the professional staffs' involvement in preparing for and responding to COVID-19.

Dr. Chawla reviewed the recommendation put forth by the Medical Advisory Committee in April 2020.

Following an opportunity for discussion and questions, there was a

**MOTION: That the Board of Governors approve the appointment of Dr. Unligil as Chief of Intensive Care Medicine for a three year term.**

Ms. B. Kennedy/Ms. C. Norris, **CARRIED**

**4.2 Report of the President & CEO** – Copies of the President & CEO Report to the Board of Governors dated April 30, 2020 were pre-circulated. President & CEO, Ms. K. Isfan supplemented the information contained in the report with a verbal update regarding the current impact of COVID-19 on Hospital operations and the Hospital's support of local long-term care homes. A provincial task force is currently working on a high level plan for the eventual ramping up of regular hospital services.

Following an opportunity for discussion and questions, there was a

**MOTION: That the President & CEO Report to the Board of Governors dated April 30, 2020 be received.**

Ms. B. Kennedy/Ms. M. Saunders, **CARRIED**

5. **CLOSED MEETING:** The Closed meeting of the Board of Governors commenced at 2:21 pm and is recorded separately.

6. **OTHER BUSINESS:**

**6.1 MEETING DATES TO REMEMBER**

Quality/Governance & Planning Committee – May 19, 2020, 8:00 am (to be confirmed)

Resources Committee – May 21, 2020, 8:00 am (to be confirmed)

Audit Committee – May 21, 2020, 9:30 am (to be confirmed)

Board of Governors – May 28, 2020, 5:30 pm (time to be confirmed)

7. **MOTION FOR ADJOURNMENT:**

There being no further business, the OPEN meeting adjourned at 2:23 pm on a motion of Mr. L. Hope.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date