

# BOARD MINUTES-OPEN SESSION

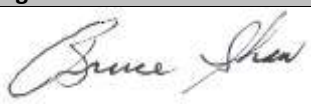
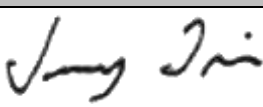
Committee:	<b>Board Committee</b>		
Date:	April 13 <sup>th</sup> , 2023	Time:	4:04pm-6:10pm
Chair:	Bruce Shaw	Recorder:	Alana Ross
Present:	Allan Ball, Anthony Hodsmen, Bob Robson, Brian Heagle, Bruce Shaw, Christie MacGregor, Glen McNeil, Heather Hern, Jane Sager, Laura Stire, Pat O'Rourke, Steve Ireland, Susan Reis, Tara Oke, Dr. Aaron Daters, Jimmy Trieu, Dr. Mark Nelham, Dr. Sean Ryan		
Regrets:	Dr. Shannon Natuik, Aileen Knip, Michelle Wick		
Absent:			
Guests:	Matt Trovato; Joelle Lewis (OHA)		
<b>1</b>	<b>Call to Order / Welcome</b>		
1.1	<ul style="list-style-type: none"> <li>Mr. Shaw welcomed everyone and called the meeting to order at 4:04pm</li> </ul>		
<b>2</b>	<b>Education</b>		
2.1	<p><u>HPA-OHT Strategic Plan Endorsement:</u></p> <ul style="list-style-type: none"> <li>Ms. Lewis joined meeting to review the final version of the HPA-OHT Strategic Plan; HP&amp;A OHT is looking for endorsement of its members <ul style="list-style-type: none"> <li>Reviewed key priorities, roles, collaboration level vs system level, alleviation of pressure points</li> <li>HP&amp;A OHT is one of the largest health teams in Ontario, which provides a great opportunity to bring teams closer together and to further collaborate on projects that are already under way</li> <li>Currently at the 'how do we get there?' point in the process; recommended that conversations are started prior to government mandate</li> </ul> </li> <li>A draft letter of endorsement was circulated for review and comment by the membership of the HP&amp;A OHT; HP&amp;A OHT is requesting submission of the letters by end of April, early May</li> </ul> <p style="text-align: right;"><i>Ms. Lewis left at 4:12pm</i></p>		
	<p><b><u>Action:</u></b></p> <ul style="list-style-type: none"> <li>Finalize letter and share with group for comment</li> </ul>	<p><b><u>By whom / when:</u></b></p> <ul style="list-style-type: none"> <li>Trieu; This week</li> </ul>	
<b>3</b>	<b>Approvals and Updates</b>		
3.1	<p><u>Declaration of Conflict of Interest</u></p> <ul style="list-style-type: none"> <li>Mr. Shaw asked if anyone had a conflict of interest to declare based on information contained in the package <ul style="list-style-type: none"> <li>No conflicts were declared</li> </ul> </li> </ul>		
3.2	<p><u>Agenda</u></p> <ul style="list-style-type: none"> <li>Approval / Changes <ul style="list-style-type: none"> <li>CHANGE 7.3-Committee Terms of Reference <ul style="list-style-type: none"> <li>Remove Executive &amp; Resources TOR, as still under discussion; return in May</li> <li>Quality assurance-updated in April; to be referred back to Governance &amp; Nominating</li> </ul> </li> <li>ADD 7.6-Change in Process to In-Camera Sessions</li> </ul> </li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To approve the April 13<sup>th</sup>, 2023 Board agenda, as amended. CARRIED.</u></b></p>		
3.3	<p><u>Previous Minutes</u></p> <ul style="list-style-type: none"> <li>Approval / Changes <ul style="list-style-type: none"> <li>None</li> </ul> </li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To approve the March 9<sup>th</sup>, 2023 Board minutes. CARRIED.</u></b></p>		
<b>4</b>	<b>Business Arising from Minutes</b>		
<b>5</b>	<b>Staff Reports</b>		

<p>5.1</p>	<p><u>President &amp; CEO:</u></p> <ul style="list-style-type: none"> <li>• Pandemic response funding for ED AFA physicians ended as of March 31<sup>st</sup>, 2023; hospital(s) are looking for an extension of this funding as there is still danger of ED closures due to challenges with Health Human Resources (HHR)</li> <li>• 4% was added to provincial budget for all of healthcare (divided by approximately 144 corporations), with a purpose of building a better health care system by focusing on people, practices and relationships</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the President &amp; CEO report as presented. CARRIED.</u></b></p> <table border="1" data-bbox="240 457 1481 562"> <tr> <td data-bbox="240 457 857 562"> <p><b><u>Action:</u></b></p> <ul style="list-style-type: none"> <li>• Provide breakdown of 4% provincial budget increase</li> </ul> </td> <td data-bbox="857 457 1481 562"> <p><b><u>By whom / when:</u></b></p> <ul style="list-style-type: none"> <li>• Trieu; Apr/May</li> </ul> </td> </tr> </table>	<p><b><u>Action:</u></b></p> <ul style="list-style-type: none"> <li>• Provide breakdown of 4% provincial budget increase</li> </ul>	<p><b><u>By whom / when:</u></b></p> <ul style="list-style-type: none"> <li>• Trieu; Apr/May</li> </ul>
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<p>5.2</p>	<p><u>AMGH Chief of Staff:</u></p> <ul style="list-style-type: none"> <li>• Regrets</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>Motion: To accept the AMGH Chief of Staff report as presented. CARRIED.</u></b></p>		
<p>5.3</p>	<p><u>SHHA Chief of Staff:</u></p> <ul style="list-style-type: none"> <li>• Professional Staff By-Laws and recommendations were reviewed at MAC today; By-Laws in final stage and will come to Board meeting in May for final approval             <ul style="list-style-type: none"> <li>○ Reviewed recommendations around quorums and electronic meeting capacity to support physician working environments and time tables; suggested Dr. Daters and Dr. Natuik review the AMGH By-Laws accordingly</li> </ul> </li> <li>• Discussed the ongoing Health Human Resources and the pressure lack of funding is putting on Ontario ED physicians             <ul style="list-style-type: none"> <li>○ Physicians working at the current level (coverage of extra shifts) without sufficient funding is unsustainable</li> <li>○ HFO EDLP physicians are covering shifts across Ontario, however they are paid considerably more, but aren't at the hospitals long enough to complete the workload that comes with the shifts, which is offloaded onto the local physicians, i.e., admitted patients; creates fatigue and burn-out</li> <li>○ Recruiting is becoming increasingly difficult; however, physicians remain dedicated and committed to their communities to keep the EDs open</li> </ul> </li> <li>• OHW has noticed and commended AMGH &amp; SHHA for working hard to keep their EDs open; it is anticipated that this will be taken into account during development of HSAAs</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the SHHA Chief of Staff report as presented. CARRIED.</u></b></p>		
<p>5.4</p>	<p><u>President of Medical Staff Association:</u></p> <ul style="list-style-type: none"> <li>• New positions opening up for OR nurses to alieve staffing crisis; still working on ability to provide 24/7 on-call coverage in the surgical unit             <ul style="list-style-type: none"> <li>○ It can take up to a year after training for nurses to become fully independent</li> </ul> </li> <li>• Appreciation extended to Dr. Daters for the good solutions and long term planning for OR staff and surgeons in support of our community and patients</li> <li>• Gaps in ED shift schedule still remain later in the summer; Chief of ED is working diligently on getting these covered             <ul style="list-style-type: none"> <li>○ Approximately 13 open ED (AMGH) shifts at this time; Chief of Emergency Department is in the process of applying for HFO EDLP services for AMGH (this is already in place at SHHA)</li> <li>○ Looking for a change in process to have locums care for their patients after their shifts, rather than have the workload shift to an active physician</li> </ul> </li> <li>• Appreciation extended to our ED physician group for volunteering extra time to ensure EDs remain open, and working through the staffing crisis</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the AMGH President of Medical Staff Association report as presented. CARRIED.</u></b></p>		

<b>6</b>	<b>Committee Reports &amp; Previous Minutes</b>					
6.1	<p><u>Governance &amp; Nominating:</u></p> <ul style="list-style-type: none"> <li>• Last meeting held March 17<sup>th</sup>; two items to bring forward                             <ul style="list-style-type: none"> <li>○ Annual Board Skills Matrix Review has been completed by the Common Board; included in the package for review</li> <li>○ Lowest scores this year included Risk Management, Communication &amp; Media Relations, Political Savvy, and Financial Expertise                                     <ul style="list-style-type: none"> <li>▪ Risk Management is an area suited to ongoing education; consider planning a session</li> <li>▪ Finance 101 is already being planned</li> </ul> </li> <li>○ Further discussion will take place at Board in May</li> </ul> </li> <li>• Draft Common Board Committee Terms of References                             <ul style="list-style-type: none"> <li>○ Ad Hoc Governance sessions have taken place for review of the TORs</li> <li>○ Reviewed suggested updates and changes to each committee TOR                                     <ul style="list-style-type: none"> <li>▪ Discussed use of ‘Common Board’ throughout the documents, and use of common language for each item in all TORs</li> <li>▪ A split in the Executive &amp; Resources Committee will require the By-Laws to be changed; other hospital processes are being researched prior to bringing back a recommendation to the Board</li> </ul> </li> <li>○ Approximately half of the TORs are ready to come to the Board in May for approval and the other half will return to Governance &amp; Nominating for a final review and recommendation</li> <li>○ Discussed potential to have a separate policy for community members and patient advisors in relation to length of terms, rather than to include a term in each committees Terms of Reference</li> </ul> </li> <li>• Appreciation extended to Governance &amp; Nominating and the Ad Hoc Governance Committee for the amount of work undertaken on the review of the TORs</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the AMGH President of the Medical Staff Association report as presented. CARRIED.</u></b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><b><u>Action:</u></b></td> <td style="width: 50%;"><b><u>By whom / when:</u></b></td> </tr> <tr> <td> <ul style="list-style-type: none"> <li>• Add Skills Matrix to next Board Agenda</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>• EA; May</li> </ul> </td> </tr> </table>		<b><u>Action:</u></b>	<b><u>By whom / when:</u></b>	<ul style="list-style-type: none"> <li>• Add Skills Matrix to next Board Agenda</li> </ul>	<ul style="list-style-type: none"> <li>• EA; May</li> </ul>
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6.2	<p><u>Audit &amp; Finance:</u></p> <ul style="list-style-type: none"> <li>• As information changes daily and becomes stale very quickly, a change was made at the last Audit &amp; Finance meeting, and going forward, the Board will be provided with latest financial results, rather than being months behind as in the past                             <ul style="list-style-type: none"> <li>○ March 31<sup>st</sup> was the end of the budget year, and the information shared in the package is from February 28<sup>th</sup></li> </ul> </li> <li>• Year-end accounts are being closed and auditors are getting ready to prepare the annual statements and documents for presentation to the Annual Board meeting in June                             <ul style="list-style-type: none"> <li>○ This year SHHA has a projected deficit and AMGH has a projected surplus; amounts are worse than expected do to retroactive pay increases</li> <li>○ A Briefing Note in regards to the HSAs was circulated; addresses issue of chronic underfunding</li> </ul> </li> <li>• The Finance Department welcomed a new Director of Finance, Shane de Jong</li> <li>• Audit &amp; Finance discussions for April and May will focus on Ministry funding , audit results and any related issues arising</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the verbal update of the Audit &amp; Finance Committee, as presented. CARRIED.</u></b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><b><u>Action:</u></b></td> <td style="width: 50%;"><b><u>By whom / when:</u></b></td> </tr> <tr> <td> <ul style="list-style-type: none"> <li>• Add Finance education session to Board Agenda</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>• EA; Sep</li> </ul> </td> </tr> </table>		<b><u>Action:</u></b>	<b><u>By whom / when:</u></b>	<ul style="list-style-type: none"> <li>• Add Finance education session to Board Agenda</li> </ul>	<ul style="list-style-type: none"> <li>• EA; Sep</li> </ul>
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6.3	<p><u>Executive &amp; Resources:</u></p> <ul style="list-style-type: none"> <li>• No discussion</li> </ul>					
<b>7</b>	<b>New and Other Business</b>					
7.1	<p><u>Remittance Documents:</u></p> <ul style="list-style-type: none"> <li>• Confirmation made that Payroll Taxes have been paid according to Treasurer’s duties outlined in the By-Laws; letters circulated for both hospitals</li> </ul>					

	<p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: That remittance documents be received and accepted as information. CARRIED.</u></b></p>	
7.2	<p><b><u>SHHA &amp; AMGH HSAAs:</u></b></p> <ul style="list-style-type: none"> <li>• Review of financial report and HSAAs (Hospital Sector Accountability Agreement) provided             <ul style="list-style-type: none"> <li>○ Projected surplus/deficit for AMGH and SHHA, respectively; AMGH received operational funding for 4 surge beds, however SHHA did not receive any and the funding is not being renewed for F2324</li> <li>○ A serious impact to financials is projected for both organizations due to accrual requirements for retroactive payment of the government imposed Bill 124                 <ul style="list-style-type: none"> <li>▪ Hospitals have been working with ONA, and have come to an agreement of .75% for Year 1 plus premiums/benefits, 1.75% for Year 2, and Year 3 is still outstanding; this helps to outline exactly what will be paid to ONA staff retroactively; regular pay increase discussions based on updated negotiations will also be taken into consideration</li> <li>▪ Discussions held with OHA and peer CFOs across province to determine the impact of Bill 124 on the other union groups as well as non-union employees</li> <li>▪ A line-by-line review of the financials to determine items that cannot be controlled, was suggested</li> </ul> </li> </ul> </li> <li>• HSAAs define the agreement of funding and level of service hospitals have with the Ministry; it is annual document, however during the pandemic the existing documents were rolled over             <ul style="list-style-type: none"> <li>○ Our current HSAAs have been extended for a three month period while new HSAAs are developed                 <ul style="list-style-type: none"> <li>▪ There are a number of factors that are beyond hospital control, i.e., disasters, which are concerning in the development of HSAAs and Performance Improvement Plans (PIPs); Government includes natural disasters in PIP plans</li> </ul> </li> <li>○ There is frustration across the region with the HSAA development process and lack of clear indicators                 <ul style="list-style-type: none"> <li>▪ OHA has cautioned hospitals to not sign off on the documents until further information can be researched and shared</li> </ul> </li> </ul> </li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To pursue further negotiations with Ontario Health regarding the current iteration of the respective hospital HSAA. CARRIED.</u></b></p>	
	<p><b><u>Action:</u></b></p> <ul style="list-style-type: none"> <li>• Keep Board advised of ongoing HSAA negotiations</li> </ul>	<p><b><u>By whom / when:</u></b></p> <ul style="list-style-type: none"> <li>• Trovato; Ongoing</li> </ul>
7.3	<p><b><u>Committee Terms of Reference:</u></b></p> <ul style="list-style-type: none"> <li>• Further to discussion in 6.1, a recommendation was made to forward all TORs back to Governance &amp; Nominating to align to common language</li> </ul> <p><b><u>Action:</u></b></p> <ul style="list-style-type: none"> <li>• Forward all TORs back to Governance &amp; Nominating</li> </ul> <p><b><u>By whom / when:</u></b></p> <ul style="list-style-type: none"> <li>• EA; May</li> </ul>	
7.4	<p><b><u>Length of Terms for Executive Officers:</u></b></p> <ul style="list-style-type: none"> <li>• Meeting held between area Board Chairs and CEOs; discussed relationships and concerns developed during the length of the Board Chair role             <ul style="list-style-type: none"> <li>○ It was considered that a one year role is not long enough as there is a learning curve to the position; however, if the Chair is in the role too long, it may create long-term impairment to a committee</li> </ul> </li> <li>• It was recommended to make a change to the By-Laws to have the Board Chair and Executives complete two terms and move forward, continually guaranteeing a succession plan             <ul style="list-style-type: none"> <li>○ As this is the first year of the combined Board, Mr. McNeil as 1<sup>st</sup> Vice Chair, will move into the Board Chair position in June, as Mr. Shaw retires</li> <li>○ Mr. Heagle reviewed the new features of Ontario’s Not-for-Profit Act in regards to Board members and appointment of officers, affirmation of 2 year terms for officers, and a potential 3<sup>rd</sup> year to carry officers over to support works in progress; discussion will be forward to Governance &amp; Nominating for wording and incorporation into the HHS By-Laws</li> </ul> </li> </ul>	

[ONCA](#)

	<ul style="list-style-type: none"> <li>○ Pending motion struck from agenda</li> </ul>		
	<p><b>Action:</b></p> <ul style="list-style-type: none"> <li>• Forward discussion to Governance &amp; Nominating</li> </ul>	<p><b>By whom / when:</b></p> <ul style="list-style-type: none"> <li>• EA; May Agenda</li> </ul>	
7.5	<p><u>Rounding with President &amp; CEO and Evaluation:</u></p> <ul style="list-style-type: none"> <li>• Per recommendation of Executive &amp; Resources committee, quarterly meetings will be scheduled between the Board Executive and CEO to review any arising issues</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To approve the recommendation of the Executive &amp; Resources Committee and set quarterly round table meetings with the President &amp; CEO and the Executive, in addition to an annual evaluation. CARRIED.</u></b></p>		
	<p><b>Action:</b></p> <ul style="list-style-type: none"> <li>• Schedule quarterly meetings</li> </ul>	<p><b>By whom / when:</b></p> <ul style="list-style-type: none"> <li>• CEO/EA; Ongoing</li> </ul>	
7.6	<p><u>Change in Process to In-Camera Sessions:</u></p> <ul style="list-style-type: none"> <li>• Board Chair reviewed a new process for In-Camera sessions                             <ul style="list-style-type: none"> <li>○ In-camera sessions will be called as needed</li> <li>○ Non-board members will be recused for in-camera discussions</li> <li>○ No minutes will be kept; motions and approvals will be brought out of in-camera and recorded (see 8.3)</li> </ul> </li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To bring policy back to Board agenda in May for final approval. CARRIED.</u></b></p>		
	<p><b>Action:</b></p> <ul style="list-style-type: none"> <li>• Review updated policy</li> </ul>	<p><b>By whom / when:</b></p> <ul style="list-style-type: none"> <li>• All; Apr</li> </ul>	
<b>8</b>	<b>In-Camera Session</b>		
8.1	<p><u>Move Into In-Camera</u></p> <ul style="list-style-type: none"> <li>• Human Resources</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>Motion: To move into the in-camera session at 5:50pm. CARRIED.</u></b></p>		
8.2	<p><u>Move Out of In-Camera:</u></p> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>Motion: To move out of the In-camera session at 6:00pm.</u></b></p>		
8.3	<p><u>Motions to Moved out of In-Camera:</u></p> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept chosen vendor as evaluated from the RFP for the emergency generator &amp; electrical upgrades. CARRIED.</u></b></p> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To move forward with the SHHA Medical Clinic expansion. CARRIED.</u></b></p>		
<b>9</b>	<b>Board Evaluations</b>		
<b>10/11</b>	<b>Next Meeting / Adjournment</b> <span style="float: right;">Regrets to <a href="mailto:alana.ross@amgh.ca">alana.ross@amgh.ca</a></span>		
	<b>Date</b>	<b>Time</b>	<b>Location</b>
	May 11 <sup>th</sup> , 2023	4:00pm-6:00pm	MS Teams / Goderich Comfort Inn
	<p><u>Motion to Adjourn Meeting</u></p> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To adjourn the April 13<sup>th</sup>, 2023 meeting at 6:10pm. CARRIED.</u></b></p>		
<b>Signature</b>			
			
Mr. Bruce Shaw, Board Chair		Jimmy Trieu, President & CEO	