

MINUTES



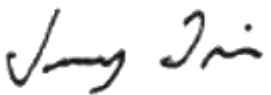
Committee:	HHS Common Board		
Date:	December 14, 2023	Time:	4:00pm-6:09pm
Chair:	Glen McNeil, Board Chair	Recorder:	Alana Ross
Present:	Allan Ball, Dr. Aaron Daters, Brian Heagle, Heather Hern, Steve Ireland, Aileen Knip, Glen McNeil, Dr. Shannon Natuik, Pat O'Rourke, Susan Reis, Dr. Sean Ryan, Jane Sager, Bruce Shaw, Laura Stire, Jimmy Trieu, Michelle Wick		
Regrets:	Tara Oke, Christie MacGregor		
Guests:	Matt Trovato, Mike Niglas		
1	Call to Order / Welcome		
1.1	<ul style="list-style-type: none"> Mr. McNeil welcomed everyone and called the meeting to order at 4:00pm 		
2	Education		
3	Approvals and Updates		
3.1	<u>Declaration of Conflict of Interest</u> <ul style="list-style-type: none"> Mr. McNeil asked if anyone had a conflict of interest to declare based on information contained in the package <ul style="list-style-type: none"> No conflicts were declared 		
3.2	<u>Agenda</u> <ul style="list-style-type: none"> Approval / Changes <ul style="list-style-type: none"> ADD 7.3 HSAAs <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve the December 14, 2023 HHS Common Board agenda, as amended. CARRIED.</u></p>		
3.3	<u>Previous Minutes</u> <ul style="list-style-type: none"> Approval / Changes <ul style="list-style-type: none"> None <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve the November 9, 2023 HHS Common Board minutes. CARRIED.</u></p>		
4	Business Arising from Minutes		
5	Staff Reports		
5.1	<u>President & CEO:</u> <ul style="list-style-type: none"> 2023-12-Report to Board-CEO circulated <ul style="list-style-type: none"> System pressures continue <ul style="list-style-type: none"> In early Nov, ~6,000 ALC patients in the system, looking to move to LTCH and home care In Oct, acute care 100% occupancy rate, and ICU 75% occupancy rate In Sept, 10% of patients in ED waited longer than 43hrs to be admitted 10% of patients arriving by EMS waited more than 81mins to be offloaded CEO attended an IODE dinner last Tuesday and received a donation on behalf of the AMHGF for \$40K towards the palliative room refresh CEO went to the Bluffs Retirement Community today and received a \$20K donation for the hospital Discussed changing structure of OHT landscape <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the President & CEO report, as presented. CARRIED.</u></p>		
5.2	<u>CNE:</u> <ul style="list-style-type: none"> Inpatient and ED challenges with holders; working with partners on the repatriation of patients <ul style="list-style-type: none"> Experienced 10 holders (180%) in ED, which is unsafe for patients 		

	<ul style="list-style-type: none"> ○ Working with OHW around funding for TeleStroke <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the CNE report, as presented. CARRIED.</u></p>
5.3	<p><u>COO:</u></p> <ul style="list-style-type: none"> ● 2023-12-Report to Board-COO circulated <ul style="list-style-type: none"> ○ Discussed dire monetary positions of hospitals throughout Ontario <ul style="list-style-type: none"> ▪ Meeting held today including COOs, CFOs, OHA and OH representatives ▪ Anticipating Bill 124 funding announcements to be made in Feb ○ Cyber attacks over the last several months have created very severe operational impacts, including a \$480M class action lawsuit made for lost data ○ Previous mention was made that the South Huron community blood draw clinic would be discontinued as of Jan 1, 2024, in order to bring the MLA hours back into the hospital to ensure adequate lab staffing for our inpatient and emergency department; this decision includes a slight revenue loss <ul style="list-style-type: none"> ▪ There is a shortage crisis in the province for MLSs and MLTs ▪ HHS is working with Dynacare and unions on a solution to preserve that service within the SH Medical Clinic ▪ An expression of interest has been circulated to staff; response pending ○ Hospitals that took funding for extra beds during COVID-19 are being considered for permanent implementation and funding of those beds; AMGH has received funding and SHH has not <ul style="list-style-type: none"> ▪ Leadership is looking for ICU beds for SHH ○ Vacation Banks <ul style="list-style-type: none"> ▪ There is a policy in place outlining limits on vacation banks; however, this has not been enforced during HHR crisis ▪ Vacation could be paid out in order to decrease the liability, however, it is not suggested in the current climate <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the COO report, as presented. CARRIED.</u></p>
5.4	<p><u>AMGH Chief of Staff:</u></p> <ul style="list-style-type: none"> ● 2023-12-Report to Board-COS and 2023-10-18-MAC Minutes circulated <ul style="list-style-type: none"> ○ ED holders, impatient and TeleStroke challenges continue; continued assistance of allied and nursing teams is essential ○ Physician staff will be meeting this evening to discuss HHR for the new year <ul style="list-style-type: none"> ▪ Locums through the HFO EDLP program continue to pick up ED shifts, which helps ▪ There was a potential ED closure coming to AMGH for Jan 11, however, that shift has been filled <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the AMGH Chief of Staff report and October 18, 2023 MAC minutes, as presented. CARRIED.</u></p>
5.5	<p><u>SHH Chief of Staff:</u></p> <ul style="list-style-type: none"> ● 2023-12-Report to Board-COS, 2023-11-09-MAC Minutes and 2023-12-14-Report to MAC-Credentials circulated <ul style="list-style-type: none"> ○ ED group is doing well, and there are very few shift openings over the next few months ○ ED visits continue to increase in correlation with other hospital closures, unattached patients, and limited hours of the walk-in clinic <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the SHH Chief of Staff report, November 9, 2023 MAC minutes, and December 14, 2023 Credentials report, as presented. CARRIED.</u></p>
5.6	<p><u>AMGH President of Medical Staff:</u></p> <ul style="list-style-type: none"> ● 2023-12-14-Report to Board-Pres. MS, circulated <ul style="list-style-type: none"> ○ Discussed recruitment needs and current situation at AMGH

	<ul style="list-style-type: none"> ○ Physicians are withdrawing back into primary care; last year the ED had 12 physicians covering, compared to 9 this year, and anaesthesia is only at 80% coverage <ul style="list-style-type: none"> ▪ CEO is developing a recruitment and retention strategy, which will be shared with the R&R committee in Jan for comment ▪ Physicians continue to work with the medical schools and attend recruitment fairs to try to attract new grads ○ Working on what will attract physicians to our area; one draw is that there are physician practices that are ready for new grads to step into, rather than having to build up a practice ○ Discussed future potential of collaboration between AMGH & SHH physicians groups <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the AMGH President of Medical Staff report, as presented. CARRIED.</u></p>
5.7	<p><u>Patient Relations:</u></p> <ul style="list-style-type: none"> • Report outlines the importance of hospital/hospice transitions and positive experiences for patients and their families <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the Patient Relations report, as presented. CARRIED.</u></p>
6	Committee Reports & Previous Minutes
6.1	<p><u>Governance & Nominating:</u></p> <ul style="list-style-type: none"> • G&N meeting held on November 17, 2023 <ul style="list-style-type: none"> ○ Next meeting is scheduled for December 15th, 2023 ○ Ad Hoc Governance meet on November 20 and December 11 to finalize TORs, work on policies and the Board Work Plan <ul style="list-style-type: none"> ▪ A draft of the Annual Common Board Skills Matrix was reviewed (shared in the package); the purpose of the Skills Matrix is to determine: <ul style="list-style-type: none"> – The skill sets that each member brings to the Board, and what skill sets we need to recruit for to make a stronger, more efficient Board – Education sessions that may be offered to the Board – Short and long term intent of Board members, i.e., executive positions, board committees and intent to retire ▪ All Board members who completed the skill matrix last year received a copy of their responses to assist them in completing this year’s matrix ▪ TORs are expected at G&N in Jan for final review, with a recommendation to the Board in Feb ▪ Policies continue to be reviewed; some will be ‘sunsetting’, and others will be updated and redistributed ▪ Board Work Plan will be forwarded to the Board via G&N ▪ Monthly Peer Evaluation process has become irrelevant with virtual meetings, and is under review to find another process; monthly Board Meeting Evaluations will continue ○ As discussed at G&N, it was suggested that all Board members have a one year term on the G&N committee, which will provide governance training and assist with future board duties ○ Mrs. Sager will be assuming the Chair position of G&N as of tomorrow, Dec 15 <ul style="list-style-type: none"> ▪ Appreciation extended to Mr. Ireland for acting as Chair of G&N over the past several months and doing a lot of ‘heavy lifting’ <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Governance & Nominating Committee and October 20, 2023 G&N minutes, as presented. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the F2324-HHS Common Board Skills Matrix survey and approve circulation in Jan 2024. CARRIED.</u></p>

<p>6.2</p>	<p><u>Audit & Finance:</u></p> <ul style="list-style-type: none"> • A&F meeting held on December 4, 2023 <ul style="list-style-type: none"> ○ Audit & Finance for Jan has been canceled, and the Period 8 results will go directly to the Board ○ Reviewed AMGH & SHH Period 7 results; accepted <ul style="list-style-type: none"> ▪ Both organizations continue to be better than budget, but still in a deficit position <ul style="list-style-type: none"> – We continue to be better than budget due to permanent and one-time funding – Compensation pressures continue due to Bill 124 and increase staffing needs – As of today Bill 124 is not expected to be covered by Ministry at 100% of impact – Will be facing increasing wages in the current year and escalated increasing wages moving forward; retroactive payments have been entirely paid out <ul style="list-style-type: none"> ○ A section has been added to the report to monitor the cash situation – Discussed plans to hire a Communications / Marketing Expert, i.e., impact on current deficit, return on investment, importance in ‘getting our message out there’ for recruiting purposes, possible cost sharing with other organizations, etc. ▪ The key driver of the deficit positions continues to be the cost of staying open; an impact of \$2.4M due to regional ED closures driving increased volumes (7% increase year-over-year in ED), occupancy rates, need for staffing, and transportation costs to AMGH & SHH, etc. ▪ Good news – both organizations are meeting HR KPI, total margin and current ratio ○ Reviewed Auditor’s Management letter, from last audit, identifying potential risks and concerns; discussed vacation backlog <ul style="list-style-type: none"> ▪ Appreciation extended to COO and team ○ Meeting with Lisa Thompson MPP is scheduled for tomorrow for discussion of possible solutions to ongoing operational and financial situations <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Audit & Finance Committee and November 2, 2023 A&F minutes, the F23 Period 7 Results, and the Audit Management updates, as presented. CARRIED.</u></p>
<p>6.3</p>	<p><u>Community Engagement:</u></p> <ul style="list-style-type: none"> • CEC meeting held on September 21, 2023 <ul style="list-style-type: none"> ○ Next meeting is scheduled for December 21, 2023 ○ CEC Terms of Reference will be discussed at G&N tomorrow; looking for clarification of committee duties ○ Discussion around recruitment at last meeting has been forwarded to CEO to bring to next R&R <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Community Engagement Committee, as presented. CARRIED.</u></p>
<p>6.4</p>	<p><u>Resources:</u></p> <ul style="list-style-type: none"> • Resources meeting held on December 4, 2023 <ul style="list-style-type: none"> ○ Next meeting has been moved to January 18, 2024 <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Resources Committee and the November 2, 2023 Resources minutes, as presented. CARRIED.</u></p>
<p>6.5</p>	<p><u>Joint Hospital & Foundation:</u></p> <ul style="list-style-type: none"> • JH/F meeting held on December 6, 2023 <ul style="list-style-type: none"> ○ Next meeting is scheduled for March 6, 2024 ○ Committee meets quarterly and communication and collaboration is developing very well between the two hospitals and the two foundations <ul style="list-style-type: none"> ▪ Foundations are essential in purchasing equipment ▪ Growth of capacities; costs and demands of donors, and need for finding different funding sources are increasing ▪ Importance of closeness the Foundation EDs have with their communities

	<p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Joint Hospital & Foundation Committee and the September 6, 2023 JH&F minutes, as presented. CARRIED.</u></p>					
6.6	<p><u>Quality Assurance:</u></p> <ul style="list-style-type: none"> • QA meeting held on October 18, 2023 <ul style="list-style-type: none"> ○ Next meeting is scheduled for January 24, 2024 ○ Ms. Knip has been in attendance at AMGH & SHH MAC meetings ○ No discussion re QA <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Quality Assurance Committee, as presented. CARRIED.</u></p>					
6.7	<p><u>Recruitment & Retention:</u></p> <ul style="list-style-type: none"> • R&R meeting held on November 7, 2023 <ul style="list-style-type: none"> ○ Next meeting has been moved to February 6, 2024 ○ Looking to duplicate successful recruitment processes from other hospitals <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the verbal update of the Recruitment & Retention Committee, as presented. CARRIED.</u></p>					
7	New and Other Business					
7.1	<p><u>Correspondence:</u></p> <ul style="list-style-type: none"> • Staff and patient thank you cards circulated 					
7.2	<p><u>SHH Name Change:</u></p> <ul style="list-style-type: none"> • Articles of Amendment circulated <ul style="list-style-type: none"> ○ 73761308_1_Member Resolution - Articles of Amendment (2) ○ 73761278_1_Board Resolution - Articles of Amendment (2) ○ 70324794_1_Articles of Amendment (SHH) (not attached due to document constraints) • On submission of the Ministry approved documents, the Ontario Business Registry noticed that the South Huron Hospital Association was never incorporated as a charity <ul style="list-style-type: none"> ○ First, the Articles of Amendment must be changed to add that the South Huron Hospital Association is a charity under the Charities Act, the Trustees Act and the Tax Accountant Act ○ Second, the Articles of Amendment must be resubmitted for the name change to South Huron Hospital from South Huron Hospital Association <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve amendments to the Articles of Amendment for South Huron Hospital Association to be incorporated as a Charity, and then amend the Articles of Amendment to change the name to South Huron Hospital, as outlined above. CARRIED.</u></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><u>Action:</u></td> <td style="width: 50%;"><u>By whom / when:</u></td> </tr> <tr> <td> <ul style="list-style-type: none"> • Submission of Articles of Amendment with changes as outlined </td> <td> <ul style="list-style-type: none"> • Trieu; This week </td> </tr> </table>		<u>Action:</u>	<u>By whom / when:</u>	<ul style="list-style-type: none"> • Submission of Articles of Amendment with changes as outlined 	<ul style="list-style-type: none"> • Trieu; This week
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7.3	<p><u>HSAA:</u></p> <ul style="list-style-type: none"> • Further to ongoing discussions regarding HSAA's and the OH memo of October 19, 2023 <ul style="list-style-type: none"> ○ OH distributed a memo noting that hospitals are no longer required to submit a balanced budget and that the requirement for performance improvement plans are being eliminated, based on current issues; HHS Common Board and leadership were comfortable signing back the HSAA's based on information discussed ○ For accuracy purposes, COO subsequently asked OH to update the HSAA with current Boards members' names; granted by OH ○ COO also asked to have the changes outlined in the OH memo of October 19 added to the HSAA, however, this was denied by OH, as the HSAA must stand as it's worded; a copy of the memo can be attached to the HSAA <ul style="list-style-type: none"> ▪ Concern that the HSAA still requires signature of a balanced budget waiver for hospitals not planning on a balanced budget; this waiver states that hospitals have a plan to return to balance within five years, which is contradictory 					

	<ul style="list-style-type: none"> ○ This has been reviewed at Audit & Finance and a recommendation was made as outlined in the motion below <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: For HHS Common Board Chair and CEO to sign the AMGH & SHH HSAs, with a notation on the signature page noting that the HSAs are being signed in accordance with the Ontario Health Memo of October 19th, 2023, as attached. CARRIED.</u></p> <table border="1"> <tr> <td><u>Action:</u></td> <td><u>By whom / when:</u></td> </tr> <tr> <td> <ul style="list-style-type: none"> • Sign and submit HSAs with memo attached </td> <td> <ul style="list-style-type: none"> • Trovato / Trieu / McNeil; This week </td> </tr> </table>	<u>Action:</u>	<u>By whom / when:</u>	<ul style="list-style-type: none"> • Sign and submit HSAs with memo attached 	<ul style="list-style-type: none"> • Trovato / Trieu / McNeil; This week 		
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8	In-Camera Session						
8.1	<p><u>Move into In-Camera:</u></p> <ul style="list-style-type: none"> • Human Resources <ul style="list-style-type: none"> ○ Chief of Staff Succession Planning <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To move into the in-camera session at 5:33pm. CARRIED.</u></p>						
8.2	<p><u>Move Out of In-Camera:</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To move out of the in-camera session at 6:03pm. CARRIED.</u></p>						
8.3	<p><u>Motions Moved Out of In-Camera:</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve, as discussed In-Camera, the Chief of Staff succession and coaching plans for both AMGH & SHH Chiefs of Staff. CARRIED.</u></p>						
9	Round Table						
 <p>Merry Christmas ... AND ... Happy Holidays</p>							
10	Board Evaluations						
11	Next Meeting & Adjournment Regrets to alana.ross@amgh.ca						
	<table border="1"> <thead> <tr> <th>Date</th> <th>Time</th> <th>Location</th> </tr> </thead> <tbody> <tr> <td>January 11, 2024</td> <td>4:00pm-6:00pm</td> <td>MS Teams available</td> </tr> </tbody> </table>	Date	Time	Location	January 11, 2024	4:00pm-6:00pm	MS Teams available
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January 11, 2024	4:00pm-6:00pm	MS Teams available					
	<p><u>Motion to Adjourn Meeting:</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To adjourn the December 14, 2023 HHS Common Board meeting at 6:15pm. CARRIED.</u></p>						
Signature							
 _____ Mr. Glen McNeil, Board Chair	 _____ Mr. Jimmy Trieu, President & CEO						