

PERTH AND SMITHS FALLS DISTRICT HOSPITAL

Board of Directors' Meeting
Tuesday, October 25, 2011
Main Boardroom, GWM Site
7:30 a.m.

PRESENT: D. Adshead, C. Beckett*, L. Bisonette, J. Brown, Dr. C. Ehrat, L. Evans, L. Hendriks, W. Johnson, Dr. S. Muldowney, M. Ross, R. Schooley, L. Sparks, Chair, Dr. P. Roney, D. Staples T. Stepanuik, B. Strachan

REGRETS: Nil.

IN ATTENDANCE: B. Allen, Vice President, Finance & Support Services, M. Guitard, President, GWM Auxiliary, K. Kelly, Recording Secretary, C. Cassidy-Gifford, Manager, Quality

**via conference call*

1. CALL TO ORDER

The meeting was called to order by L. Sparks at 7:35 am.

2. CHAIR'S REMARKS

L. Sparks welcomed all to the meeting and noted that all South East LHIN Chairs' meetings have been cancelled pending a governance review at the South East LHIN. At this point, he welcomed M. Guitard, President, GWM Auxiliary to meeting and asked her to provide her report.

3. APPROVAL OF AGENDA

RESOLUTION No. 107/11

MOVED by L. Hendriks

SECONDED by L. Evans

THAT the agenda for the October 25, 2011 Board of Directors' meeting be approved as circulated.

CARRIED.

4. DECLARATION OF CONFLICT OF INTEREST

Nil.

5. CONSENT AGENDA

At this point, L. Sparks asked the members to review the consent agenda items and information and to bring forward any items that should be moved to the open meeting for comment and/or discussion.

RESOLUTION No. 108/11

*MOVED by M. Ross
SECONDED by J. Brown*

THAT the Consent Agenda be approved as presented.

CARRIED.

6. ACTION ITEMS

6.1 President & CEO Report – T. Stepanuik

T. Stepanuik referred the members to the “President & CEO Report” and highlighted the following items:

- hand hygiene campaign is underway. He will provide updates throughout the year with a year end report in March (per QIP).
- a number of integration initiatives are underway. He noted that he was pleased with the number the organization has been able to cultivate to date.

L. Sparks remarked that this is an excellent beginning for integration initiatives. He added that he will be meeting with R. Marshall, CEO and N. Miller, Chair, Brockville General Hospital today in Perth.

T. Stepanuik added that flu shots will be available today and after November meeting.

L. Sparks commented on the hand hygiene initiative and noted the excellent presentation on display in the cafeteria on Friday.

Discussion ensued regarding the oversight of IT management services at Perth and Smiths Falls District Hospital. T. Stepanuik answered that the integration initiative related to IT services will be cost neutral, however there may be small amount of revenue generated.

RESOLUTION No. 109/11

*MOVED by L. Hendriks
SECONDED by W. Johnson*

THAT the Perth and Smiths Falls District Hospital Board of Directors’ hereby accepts the report of the President & CEO.

CARRIED.

6.2 CHIEF OF STAFF REPORT – DR. P. RONEY

Dr. P. Roney referred the members to his report and advised that there are no specific governance issues. The medical staff continue to work on medical quality issues. He advised that the CT scan service has been operational for one year. This service is a well used and well respected regional resource. He has been meeting with the Chief, Diagnostic Imaging to review processes and protocols and to discuss manpower issues.

He reported that discussions are ongoing with the Obstetrics department and referenced the recent newspaper articles regarding midwives. He stated that the hospital has a very dedicated group of physicians providing obstetrical services to the area. The service is a core service. He noted that this (obstetrics) is a growing program and a high priority issue for medical staff

Recruitment and retention continues to be a priority for the hospital, however, there is nothing to announce at this point. Background checks are being conducted a few potential candidates. He added that the organization is presently recruiting family physicians and GP Anaesthetists.

Discussion ensued regarding the notice for doctors retiring. Given the nature of the medical staff relationship, no formal notice is offered, however, direction can be seen based on reasonable discussions with individual physicians.

RESOLUTION No. 110/11

MOVED by D. Staples

SECONDED by D. Adshead

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby accepts the report of the Chief of Staff as presented.

CARRIED.

6.3 Freedom of Information & Protection of Privacy Act – L. Sparks - Delegation of Duties

L. Sparks advised that this matter will be deferred to the November 2011 Board of Directors' meeting. He stated that the issue is the delegation of authority from the Board Chair to the President & CEO.

6.4 HSAA – R. Schooley

R. Schooley referred the members to the HSAA document that was circulated. He noted that there a few issues with the document. He then highlighted his concerns regarding section 9.2. He noted that the does not feel that the hospital has the resources to respond to the expectations.

He then referred the members to page 24 of the agreement. This section referenced performance targets for wait times. B. Allen advised that there are performance targets and performance standards. The hospital has been performing in the range of the performance standards. L. Bisonette added that the hospital has conducted a review of

all five surgeons for cataracts with Dr. El Defrawy, lead surgeon and stated that the issue is a an administrative one.

Discussion ensued regarding elective cases and emergency cases. Dr. Ehrat stated that as an organization, the hospital does not cancel elective cases.

T. Stepanuik suggested that the board approve, in principle, the draft agreement and go back and further negotiate items 9.2 , etc. with the South East LHIN, and bring back the findings to the board. He added that the South East LHIN is expecting this document to be signed-off by October 31, 2011.

T. Stepanuik advised that he will convey to South East LHIN that the document has been reviewed in good faith. Discussion ensued. L. Sparks suggested inviting P. Huras and S. Kennedy to the November 2011 Board of Directors' meeting.

M. Ross offered that the LHIN is presenting a ministry document which leaves the board to wonder how much movement do they (the LHIN) have in modifying the agreement. The members discussed the consequences of not signing. T. Stepanuik advised that the hospital may not receive any money if not signed by October 31, 2011.

D. Staples put forward the suggestion of formalizing the hospital board's concerns with signing to the LHIN. If the concerns are not in writing, they (the concerns) may not be acknowledged beyond the LHIN. The letter should outline that the board will sign the document with disclaimers.

RESOLUTION No. 111/11

*MOVED by R. Schooley
SECONDED by M. Ross*

The Perth and Smiths Falls District Hospital Board of Directors hereby accepts the recommendation of the Finance Committee to ratify the 08/12 HSAA Amending Agreement for the 2008-2012 Hospital Services Accountability Agreement with the South East Local Health Integration Network);

FURTHER that the Amending Agreement be effective April 1, 2011;

AND THAT the Board Chair and the President & CEO be authorized to sign the Amending Agreement as representatives of the hospital.

DEFEATED.

As a result of the defeated motion, a subsequent motion was put forward for the board's consideration.

RESOLUTION No. 112/11

*MOVED by R. Schooley
SECONDED by M. Ross*

WHEREAS the Board of Directors have reviewed the HSAA Amending Agreement No. 2 as generated by the Ministry of Health & Long-Term Care and South East Local Health Integration Network;

AND WHEREAS upon that review, concerns were raised with Item 9.2,

BE IT RESOLVED that the Board of Directors charges the President & CEO with negotiating and articulating its concerns to the South East LHIN and bring findings back to the Board of Directors prior to October 31, 2011.

CARRIED.

Discussion ensued. T. Stepanuk will circulate information by email to the board and will provide a draft motion. L. Sparks advised that if a motion is required, a conference call meeting will be arranged.

6.5 TNG Proposal for Full Board Assessment – L. Sparks

L. Sparks referred the members to the proposal included in the meeting materials from TNG. He noted that there cost for a full board assessment have been reduced. T. Stepanuk added that per the direction at the September meeting, the board approved the scope of work and charged T. Stepanuk with renegotiating the amounts. Discussion ensued. It was noted that the cost was reduced, overall, by \$1000.

RESOLUTION No. 113/11

MOVED by J. Brown

SECONDED by L. Hendriks

FURTHER to the Perth and Smiths Falls District Hospital Board of Directors' Resolution No.102/11 approving the addendum to the initial contract with TNG Leaders Inc.;

BE IT RESOLVED THAT:

The Executive Committee recommends to the Perth and Smiths Falls District Hospital Board of Directors to approve the proposal put forward by TNG Leaders Inc. dated September 29, 2011 which sets out the scope of work and associated costs (at a cost not to exceed \$6,500) to conduct a full board assessment;

FURTHER that the Chair, Board of Directors be authorized to sign the agreement.

CARRIED.

7 CLOSED SESSION

RESOLUTION No. 114 /11

MOVED by J. Brown

SECONDED by L. Hendriks

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby move to a closed session at 8:22 a.m.

CARRIED.

RESOLUTION No. 115 /11

MOVED by L. Hendriks

SECONDED by L. Evans

THAT the Board of Directors hereby move out of the closed session at 8:34 a.m.

CARRIED.

RESOLUTION No. 116 /11

MOVED by W. Johnson

SECONDED by D. Adshead

The Board of Directors of the Perth and Smiths Falls District Hospital hereby accepts the recommendation of the Medical Advisory Committee to grant privileges in Internal Medicine – Paediatrics – GWM Site to Dr. A. Noble.

CARRIED.

8. BUSINESS ARISING FROM MINUTES

8.1.1 Clinical Services Roadmap/SECHEF Meeting

T. Stepanuik reported that the most recent meeting was lengthy and extended beyond the initial allotted timeframe. He reported that the CEO group spent the duration of the meeting discussing process, clinical services roadmap expectations, integration and frustrations. He advised that board motions will be brought forward in November regarding the clinical service roadmap initiatives.

T. Stepanuik advised that the discourse was with the LHIN and not amongst/between the CEOs at the recent meeting. Discussion ensued regarding the role of the CEO and the Boards and what role or capacity do they have with respect to the LHINs. The members concurred that no matter what a hospital's position may be on a matter, the LHIN will determine the direction.

8.1.4 Performance Analysis (Voluntary Review) – R. Schooley

- this item will be discussed later in the meeting.

8.1.5 Local Health System Partner Planning Alignment (draft) – T. Stepanuik

- for information only.

8.2 Family Physician Shortage

T. Stepanuik reported that a meeting of the task force/working group was held last Wednesday. He advised that the Town of Smiths Falls attended the annual physician

recruitment fair in Ottawa. Meetings have been held with interested physician who is quite interested in community. T. Stepanuik noted that the interested physician's current arrangements preclude him from starting until 2012. He is looking at doing hospitalist/ER work in addition to a private family practice.

8.3 Strategic Plan

8.3.1 Operational Plan

L. Sparks advised that he is working to develop board to board relationships. He anticipates having face to face meetings with the new chair of CCAC and Brockville General Hospital at the upcoming OHA Convention. He added that he is scheduled to meet with representatives of Brockville General Hospital today.

8.4 SF Site Redevelopment – B. Strachan/T. Stepanuik

T. Stepanuik reported that the next move will take place on November 1 and will involve the relocation of the remaining medical/surgical beds and lab. T. Stepanuik advised that the hospital received occupancy permits from Aecon (Town of Smiths Falls) for Levels S and G. Level M is still undergoing renovations.

8.5 OHA Member Engagement – L. Sparks/T. Stepanuik

- Item deferred.

8.6 Smiths Falls Community Hospital Foundation – L. Sparks

L. Sparks referred the members to the letters included in the package. He advised that the hospital is moving forward with hiring a development officer and would like to have the Foundation participate with future capital fundraising. L. Sparks will prepare a letter in response to M. Ashworth's letter dated October 21 and will incorporate these comments. He will draft a letter and circulate to the board for comments.

W. Johnson noted that M. Ashworth has indicated that the Foundation would be willing to assist and the Foundation claims to have some campaigns ready to go, he offered that the letter suggest having these campaigns directed to the capital project.

M. Ross added that the hospital needs to move forward and take the position that what was in the past is in the past and take steps to finish the redevelopment. He noted that the hospital needs to take the lead and this message has to go to the Foundation.

Dr. C. Ehrat and Dr. S. Muldowney left the meeting at 9:00 a.m..

9. NEW BUSINESS

Nil.

10. BOARD COMMITTEE REPORTS

10.1 Executive Committee – October 13, 2011 – L. Sparks

L. Sparks advised that the Executive Committee has discussed the contract of the President & CEO. He noted that some points of clarification were required on new legislation.

10.2 Finance Committee – October 20, 2011 – R. Schooley

R. Schooley reported that the monthly finance summary/report were included in the materials and opened the floor to any questions from the members. He confirmed that the energy project contracts have been signed with Honeywell. He also advised that the change order summary was also included in the materials and noted an above average increase in September due to roof repair costs. He outlined a concern with the exterior cladding of the back wall of 1950s section of the hospital and referred to the briefing note.

10.2.5 – Performance Analysis Review – B. Allen reported that he met with LHIN representatives recently. He noted that the focus of the voluntary review has been on the benchmarking of expenses. He noted that funding will be in the report.

10.2.6 – Catering – R. Schooley advised that a suggestion was made at a recent meeting regarding the catering and the majority of food requested is not used. He advised that the food ordered cannot be reused and must be disposed. It was suggested that going forward, board members place a standing order for catering with K. Kelly.

10.2.7 – Perquisites Policy – R. Schooley noted that the policy was circulated with the meeting materials. He noted that the Executive Committee has been utilizing this policy during the recent CEO contract negotiations. It was also discussed at the recent Finance Committee. A brief discussion ensued.

10.2.8 – Government of Ontario Audit Guidelines – R. Schooley reported that this guide formalizes the practices currently in place and was provided for information purposes.

10.3 Building Committee – October 21, 2011 – B. Strachan

B. Strachan advised that the project completion date has not changed significantly since the last meeting (mid-December). He reported that senior management is considering options for the ER remediation project. The following resolution was put forward authorizing T. Stepanuk to proceed with the re-cladding of the exterior wall.

Dr. Roney left the meeting at 9:14 a.m.

RESOLUTION No. 117/11

MOVED by R. Schooley

SECONDED by L. Hendriks

THAT the Perth and Smiths Falls District Hospital hereby authorizes the President & CEO to enter an agreement to clad the remaining portion of exterior wall (in proximity to the loading dock area) of the Smiths Falls Site at a cost of \$125,000.

CARRIED.

10.4 Liaison Committee Update – L. Evans

- nothing to report at this meeting.

11 BOARD EDUCATION

11.1 OHA Essentials Certificate in Health Care Governance for New Directors (October 22, 2011 Arnprior) – D. Adshead/W. Johnson

D. Adshead reported that the recent conference was a good session, however, she suggested that the session be held closer to June (when new members typically join hospital boards.)

W. Johnson also noted that the value of the session and suggested that some of the information used at the session be incorporated into the board member orientation package. T. Stepanuk to follow-up.

12 OTHER BUSINESS

L. Bisonette reported that a local master carver has prepared two wood carvings of the late R. Beach and the late Dr. Kerr. The carvings/busts have been completed and will unveiled during a dedication ceremony next Tuesday afternoon at 2 p.m.. She extended the invitation to attend to all board members.

CLOSED SESSION NO. 2

RESOLUTION No. 118/11

*MOVED by J. Brown
SECONDED by R. Schooley*

THAT the Perth and Smiths Falls District Hospital hereby move to a closed session at 9:20 a.m..

CARRIED.

RESOLUTION No. 119/11

*MOVED by B. Strachan
SECONDED by L. Hendriks*

THAT the Perth and Smiths Falls District Hospital hereby move out of the closed session at 9:22 a.m.

CARRIED.

13 DATE OF NEXT MEETING

The next meeting of the Perth and Smiths Falls District Hospital Board of Directors will be held on Tuesday, November 22, 2011 at 7:30 a.m., GWM Boardroom.

14 ADJOURNMENT

RESOLUTION No. 120/11

*MOVED by L. Evans
SECONDED by B. Strachan*

THAT the meeting of the Perth and Smiths Falls District Hospital Board of Directors be adjourned at 9:23 a.m.

CARRIED.

“Larry Sparks”

“Todd Stepanuik”

Larry Sparks, Chair

Todd Stepanuik, Secretary