

PERTH AND SMITHS FALLS DISTRICT HOSPITAL

Board of Directors' Meeting
Tuesday, September 27, 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, K. Kelly, Recording Secretary, C. Cassidy-Gifford, Manager, Quality

1. CALL TO ORDER

The meeting was called to order by L. Sparks at 7:34 a.m.

2. CHAIR'S REMARKS

L. Sparks – welcomed everyone to the meeting. He reported that the recent celebration for Lanark County Support Services' 30th anniversary was a wonderful event. Further, the hospital hosted its annual employee awards night. He acknowledged L. Bisonette's achievement of 30 years and K. Kelly's achievement of 10 years with the hospital.

He noted that the recent weeks have been busy with the TNG meeting and South East LHIN meeting.

3. APPROVAL OF AGENDA

RESOLUTION No.88/11

MOVED by L. Hendriks
SECONDED by C. Beckett

THAT the agenda for the September 27, 2011 Board of Directors' meeting be approved as circulated with the removal of Item 6.4 – Freedom of Information & Protection of Privacy Act. This item will be deferred to the October Board of Directors' meeting.

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. 89/11

*MOVED by J. Brown
SECONDED by W. Johnson*

THAT the Consent Agenda be approved as presented with the correction to the August 23, 2011 Minutes – Item 8.1.1 – misspelled “LHINS”.

CARRIED.

6. ACTION ITEMS

6.1 President & CEO Report – T. Stepanuik

T. Stepanuik referred the members to the “President & CEO Report” included in the meeting materials.

Discussion ensued regarding the disclosure of employment contracts.

RESOLUTION No. 90/11

*MOVED by D. Adshead
SECONDED by L. Hendriks*

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

- item deferred to later in meeting.

6.3 Governance Committee

6.3.1 Municipal Representatives

C. Beckett referred the members to the briefing note included in the meeting materials. She highlighted the review process and brought raised the following recommendation to move forward with modification as discussed by Governance Committee.

RESOLUTION No. 91/11

*MOVED by C. Beckett
SECONDED by L. Hendriks*

That the Governance Committee recommends to the Perth and Smiths Falls District Hospital Board of Directors that Article 5.1 (b) "Special Term Directors" be modified to read as follows:

- b) *Special Term Directors*
 - (i) *The following shall be appointed as special term Directors under the Public Hospitals Act, provided that at all times the Board shall be composed of a majority of Directors elected by means of Section 5.1:*
 - 1) *One representative appointed by the Board as recommended by the Town of Perth; and*
 - 2) *One representative appointed by the Board as recommended by the Town of Smiths Falls.*
 - (ii) *Each of such persons is to be appointed for a term of two years.*

Following the approval by the Hospital Board of Directors, this matter will be brought forward for the approval of the corporation membership at the 2012 Annual General Meeting.

CARRIED.

6.4 Freedom of Information and Protection of Privacy Act – T. Stepanuik

- this item was deferred to October Board of Directors' meeting

6.5 Building Committee Terms of Reference – B. Strachan

B. Strachan brought forward the revised draft terms of reference for the Building Committee. He reported that the draft terms were received from the Governance Committee. He then highlighted the proposed changes that were discussed at the most recent Building Committee meeting and noted that the change to the membership would permit an additional community representative to participate. B. Strachan then put forward the following resolution for the Board's consideration:

RESOLUTION No. 92/11

MOVED by B. Strachan

SECONDED by D. Adshead

THAT the Building Committee recommends to the Perth and Smiths Falls District Hospital Board of Directors to approve the proposed draft terms of reference for the Building Committee as presented.

CARRIED.

6.6 Audit/Finance Committee Terms of Reference – R. Schooley

R. Schooley brought forward the revised draft terms of reference for the Audit/Finance Committee. He noted that proposed changes and put forward the draft terms for the board's consideration. He noted that the document was discussed at the most recent Finance Committee meeting.

RESOLUTION No. 93/11

MOVED by R. Schooley

SECONDED by M. Ross

THAT the Audit/Finance Committee recommends to the Perth and Smiths Falls District Hospital Board of Directors to approve the draft terms of reference for the Audit/Finance Committee as presented.

CARRIED.

7 CLOSED SESSION

RESOLUTION No. 94/11

MOVED by B. Strachan
SECONDED by R. Schooley

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby move to a closed session at 7:48 a.m.

CARRIED.

RESOLUTION No. 95/11

MOVED by Dr. P. Roney
SECONDED by M. Ross

THAT the Board of Directors hereby move out of the closed session at 7:51 a.m.

CARRIED.

RESOLUTION No. 96/11

MOVED by L. Evans
SECONDED by B. Strachan

The Board of Directors of the Perth and Smiths Falls District Hospital hereby accepts the recommendation of the Medical Advisory Committee to grant the following:

- *temporary privileges for Dr. C. Bullock in Family Medicine for the period of September 12 – 16th, 2011; and*
- *courtesy privileges to Dr. O. Islam in Diagnostic Imaging.*

CARRIED.

8. BUSINESS ARISING FROM MINUTES

8.1 Clinical Services Roadmap

T. Stepanuik reported that at a recent meeting, the clinical services vision was discussion. He noted that the South East LHIN appears to have a desire to work together.

L. Bisonette reported that the next steps in the clinical services process is the development of "Prioritization Team". L. Bisonette will serve as the Hospital representative on this team.

T. Stepanuik referred the members to the two documents included in the meeting materials. He added that the presentation given by LHIN at last week's board to board session will also be shared upon receipt. He reported that the completed impact analysis document will go to the Prioritization Team. It was noted that surgery would not be included in this process.

Discussion ensued regarding a sample resolution to come from the South East LHIN. T. Stepanuik indicated that the hospital board will consider six separate resolutions (one for each initiative). D. Staples suggested that the hospital carefully review the wording of the resolution.

Further discussion took place regarding transportation, IT requirements, etc. and what the status of implementation and/or impact would be in these areas. T. Stepanuik advised that a "transportation team" is in place reviewing the needs, however, he is unsure how advanced this team is in the process. He added that the transportation theme is interwoven with each initiative.

The members agreed that the Hospital has no desire to assume the cost of any IT investment.

8.1.6 Voluntary Review

T. Stepanuik referred the members to the draft terms of reference document in the package. He confirmed that this matter was discussed at the recent Finance Committee meeting. This document is nearing finalization. Despite its draft nature, work is underway between the hospital and South East LHIN on the voluntary review.

B. Allen noted that per the noted timelines, a draft report from the South East LHIN should be in place by October 18.

8.2 Family Physician Shortage

T. Stepanuik reported that the community working group will be meeting in the coming weeks. This working group is chaired by B. Cheetham, Economic Development, Town of Smiths Falls.

He reported that the Town of Smiths Falls has plans to attend the annual physician recruitment tour in Ottawa. The Community & Primary Health Care (CPHC) continues to provide augmented levels of service via a mobile clinic in the Town of Smiths Falls.

L. Bisonette reported that the Community Health Centre's (CHC) initiative to undertake 800 (unattached) patients (those in most need) continues. She noted that this initiative, "Better Health Project", bring patients in groups for initial screening. The clients then "graduate" to a specific doctor or nurse practitioner. To date, 109 patients have graduated from this model. She added that she continues to meet with the CHC.

Discussion took place regarding the proposed nurse practitioner clinic in the Town of Smiths Falls. The organizers of this clinic continue to wait for approval to proceed. It is the anticipated goal (based on proposal) to take on 4000 clients.

It was also discussed who would be the physician back-up for the potential 4000 patients. To date, it is unknown who would be the physician back up. D. Staples suggested that the Hospital board invite P. McKenna (CHC) and N. Unsworth (Nurse Practitioner) to a board meeting.

It was suggested that the local contracting firm, Saumure's be invited to a meeting to discuss the proposed physician turnkey office space.

Per T. Stepanuk's report, it was noted that there was an increase in unattached patients in Perth (ER). Dr. Roney suggested the reasoning might be that unattached patients from Smiths Falls are travelling to Perth for services.

- item 9.1 to be discussed with Item 8.3

8.3 Strategic Plan

9.1 Smiths Falls Community Hospital Foundation – L. Sparks

L. Sparks referenced the letters in the package. He advised that a resolution has been developed to deal with the situation. At this point, R. Schooley put forward the following resolution.

RESOLUTION No. 97/11

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

WHEREAS the Perth and Smiths Falls District Hospital (the "Hospital") embarked on a \$43.2 million redevelopment of the Smiths Falls site in September 2008;

AND WHEREAS the Ministry of Health & Long-Term Care funded, per the final estimate of cost, \$36.1 million;

AND WHEREAS the Ministry of Health & Long-Term Care has a policy regarding Community Share whereby the community was/is responsible for contributing the remaining amount;

AND WHEREAS the anticipated completion date for the Smiths Falls Site redevelopment project is expected to be December 2011;

AND WHEREAS the Hospital is projecting a community share shortfall of approximately \$1.8 million regarding the \$43.2 million Smiths Falls Site redevelopment project;

AND WHEREAS the Smiths Falls Community Hospital Foundation (the "Foundation") Board of Directors has formally informed the Hospital that the Foundation has no responsibility for fundraising for the redevelopment project;

AND WHEREAS the projected total actual cost of the project is anticipated to be approximately \$46.8 million;

AND WHEREAS the Foundation has communicated to the Hospital its inability to turn over \$550,000 (for the redevelopment) per the request by the Hospital made on September 1, 2011;

AND WHEREAS the Foundation has opted to decline the Hospital's request for a board to board meeting to discuss fundraising concerns;

AND WHEREAS it is imperative that the Hospital secure the anticipated \$1.8 million financial shortfall;

AND WHEREAS the Hospital Board is mindful that there may be equipment needs associated with the redevelopment;

AND WHEREAS a capital campaign is necessary to permit the Hospital to fund the projected shortfall;

BE IT RESOLVED THAT the Board of Directors of the Perth and Smiths Falls District Hospital create an ad hoc committee for the express purpose of fundraising the requisite amount ~~over the next year~~. The ad hoc committee will be accountable to the Hospital Board of Directors.

FURTHERMORE, that the Hospital Board of Directors charge the President & CEO with creating a community development position to oversee the fundraising activities associated with the redevelopment and necessary equipment.

FURTHERMORE, that the Chair communicate with the Chair of the Foundation regarding the Hospital Board's intent.

CARRIED.

Prior to voting on the resolution, L. Sparks opened the floor to discussion.

A lengthy discussion ensued regarding the proposed resolution. The members discussed the request for funds and whether the funds requested were tagged specifically for redevelopment.

M. Ross stated that the SFCH Foundation had received all monies from the Capital Campaign Committee ("CCC"). He added that the Foundation has not been forthcoming with financial information. He reported that with L. Sparks' permission, he discussed the situation with P. Howard (former CCC Chair). He noted the comments made by P. Howard which were:

- the Hospital (Board) needs to be in a position to tell the public the status of the funds; He noted that a lot of people gave a lot of money and they will want to know what happened with their donations; and
- suggest having an audit of the foundation books; He did not want to give the impression that the funds have been misspent, but rather that the foundation just has not raised the funds. He added that the project cost more now.

M. Ross also stated that the hospital get the financial information or have an audit, then the hospital board should consider going to the police with the matter as it is very serious.

L. Sparks offered that foundations have a reserve and the hospital cannot expect the foundations to deplete their funds. He added that he feels that the SFCH Foundation does not have the capacity to raise the money that this hospital now needs. He quoted L. Hendriks' comment that it may be easier to fundraise now that there is an actual building compared with fundraising for a vision.

L. Hendriks commented that to make the changes as proposed in the resolution is not a sudden decision. There have been a number of attempts over the years with the creation of other ad hoc committees; offers to help collect pledges, etc. However, the SFCH Foundation has been reluctant to share information (despite that the CCC gave the foundation the information). It would be irresponsible to not remedy this.

L. Sparks suggested that the hospital board utilize existing relationships regarding the collection of outstanding pledges. He added that assuming this motion is passed today, it creates the ability for change and potentially the goal that everyone has with the project and fundraising.

It was noted that even if the hospital receives the financial/donor information, the donors (today) may not be in a position to complete their initial pledge.

D. Staples suggested that reference to the timeframe ("...over the next year...") be removed from the resolution.

The members agreed that a number of opportunities to rectify the situation by the Foundation have been offered. L. Sparks suggested that an "effective date" be incorporated into the motion to show the foundation the deadline. B. Strachan also suggested that reference to an audit be included in the resolution. Dr. Muldowney noted that a separate motion for an audit be put used.

L. Hendriks stated that the reality is that the hospital has to start raising money and while the optics in the community will need to be considered, the hospital cannot afford to put off any longer. She reiterated that the Foundation has made their position on fundraising for the redevelopment clear.

At this point, L. Sparks asked for a vote on the motion. The motion was passed and L. Sparks acknowledged the good discussion that took place prior to the vote.

RESOLUTION No. 98/11

MOVED by M. Ross

SECONDED by J. Brown

RESULTING from the concerns of stewardship and to share the financial/donor information with the new ad hoc committee of the Perth and Smiths Falls District Hospital Board of Directors,

BE IT RESOLVED THAT the Perth and Smiths Falls District Hospital hereby request that the Smiths Falls Community Hospital Foundation provide an audited statement regarding the Capital Campaign Committee funds to the Hospital Board to allow the Hospital Board to move forward with additional fundraising and confirm the status of pledges;

AMENDED that the audit process is to be completed within 60 days.

CARRIED.

As a point of clarification, the audit process will be a request of the Foundation Board and not a demand, however, if the request is denied, the hospital board will consider moving forward with contacting the Office of the Public Guardian & Trustee.

M. Ross left the meeting at 8:40 a.m.

6.2 Chief of Staff Report – Dr. P. Roney

Dr. P. Roney circulated a copy of the Chief of Staff report to the members. He highlighted the various points such as the OBS matter related to midwives. He confirmed that he has no personal communication with the media on the topic of midwives. T. Stepanuik indicated that a comment will be made to the local media stating that the hospital is not in a position to make a change at this time.

RESOLUTION No. 99/11

MOVED by L. Evans

SECONDED by D. Staples

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby accepts the recommendation of the MAC to approve the change to the co-chief Family Medicine to Dr. Robin Kennie for the GWM Site.

CARRIED.

Christmas OR Closure

RESOLUTION No. 100/11

MOVED by D. Adshead

SECONDED by B. Strachan

The Board of Directors of the Perth and Smiths Falls District Hospital hereby accepts the recommendation of the Medical Advisory Committee to approve the Christmas OR closure that will occur Friday, December 23, 2011 at 16:00 hours until Monday, January 9, 2012 at 07:00 hours;

FURTHER nursing staff will be on call at both sites for emergency cases (ie. c-section).

THE above noted OR closures includes the requisite five bed closures beds at the GWM Site.

CARRIED.

Dr. Roney further reported that some clinic (OBS) space is being relocated to the ground floor at the GWM Site.

RESOLUTION No. 101/11

MOVED by L. Hendriks

SECONDED by C. Beckett

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

CARRIED.

8.3.1 Strategic Plan – Operations Plan – T. Stepanuik

T. Stepanuik reported that the organization is nearing finalization of the plan. He anticipates providing a final document to the board at the October board meeting.

Further to TNG's comment (at September 23 meeting) regarding integration, L. Sparks contacted Pat Reynolds to have a board to board meeting with the SE LHIN. It was suggested that the SE LHIN Board Chair attend a meeting with the Chairs of Brockville General Hospital and PSFDH.

T. Stepanuik reported that discussions have been ongoing with Kemptville District Hospital, Carleton Place & District Memorial Hospital and Brockville General Hospital.

R. Schooley commented that the board appears to derive a lot of energy from sessions with TNG. He added that he enjoys having TNG attend as it keeps the group focussed.

L. Sparks noted that the proposal from TNG will help the board facilitate the board work plan. T. Stepanuik referred the members to the document dated September 23 (received Monday, September 26). Discussion.

It was noted that as this is an addendum to the original agreement with TNG, the matter falls within the government guidelines and would not be considered a new engagement.

RESOLUTION No. 102/11

MOVED by R. Schooley

SECONDED by L. Hendriks

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby agrees to engage the firm TNG per the points on page 8 of proposed agreement (addendum to initial agreement).

CARRIED.

A copy of this agreement will appended to the original minutes for ease of future reference.

L. Sparks alleviated concerns with respect to the costs. He advised that the costs would be covered partially by the board budget in the current year and the balance of the costs would be incurred in the next fiscal year.

Discussion ensued regarding the fee attached to the CEO performance task (part of scope of work). W. Johnson noted that this work is almost complete. T. Stepanuk will discuss with TNG. A brief discussion ensued regarding the Chief of Staff assessment and the hospital board's ability to conduct this task in-house. W. Johnson has discussed with TNG and they offered other hospitals that have conducted this process in-house.

Dr. C. Ehrat commented that there appears to be more assessment of leadership but not the board and the board should consider having TNG assist with the assessment of the full board. T. Stepanuk will discuss this matter with TNG.

8.5 OHA Member Engagement

- nothing to report.

8.6 By-Law Changes

C. Beckett provided an update on the by-law changes:

- Mr. Beswick's comments have been reviewed by the Governance Committee;
- The impacts of the removal of geographic restrictions were discussed.
- C. Beckett contacted Dr. R. Chaplin, Chair, GWM Foundation and he expressed no concerns regarding the change that was made to move to a skills based board.
- Dr. Chaplin understood the history going back to amalgamation and felt it may be time to have this change.
- The Governance Committee recommended to keep the by-laws as amended and approved by the corporation.
- A letter in response to Mr. Beswick will be sent from L. Sparks.

C. Beckett reported that the Governance Committee reviewed the terms of reference for the board committees. The Governance and Board Quality Committees continue to review their respective terms of reference.

She reported that there is presently one board vacancy and based on the discussion at the Governance Committee level, the recruitment process will commence in January 2012. She encouraged the members to speak with others about joining the board.

9. NEW BUSINESS

9.2 Walker Report on ALC

T. Stepanuk referenced the information in the package. The full report is available on the Ministry of Health & Long-Term Care's website (www.health.gov.on.ca).

10. BOARD COMMITTEE REPORTS

10.1 Executive Committee – September 22, 2011 – L. Sparks

10.1.1 Letter to/from K. Van Der Meer

L. Sparks reported that the matter of K. Van Der Meer's request to remain on the Building Committee was discussed by the Executive Committee. Matter has been resolved.

10.2 Finance Committee – September 26, 2011 – R. Schooley

R. Schooley reported the following items:

- the committee held its monthly meeting yesterday
- the hospital continues to face financial challenges.
- The committee reviewed the funding letters received and reviewed the perquisites directive. He noted that no immediate action will be taken at this point.
- The members discussed the HAPS matter.

RESOLUTION No. 103/11

*MOVED by R. Schooley
SECONDED by D. Adshead*

That the Perth and Smiths Falls District Hospital Board of Directors hereby accepts the recommendation of the Finance Committee to approve the 2011/2012 HAPS document as presented indicating a deficit of \$1.43 million;

FURTHER that the HAPS document be submitted to the South East LHIN.

CARRIED.

D. Staples asked if the dates presented in the voluntary review terms of reference are achievable as they (the dates) are approaching. T. Stepanuik advised that the dates are being revised.

10.3 Governance Committee – September 20, 2011

C. Beckett referenced the briefing note regarding the creation of 1st and 2nd vice chair positions. She reported that this matter has been discussed at Governance Committee.

Dr. P. Roney and Dr. S. Muldowney left the meeting at 9:12 a.m.

RESOLUTION No.104/11

*MOVED by C. Beckett
SECONDED by J. Brown*

THAT the Perth and Smiths Falls District Hospital Board of Directors accepts the recommendation to move forward with the creation of 1st and 2nd vice chair positions on the Hospital Board of Directors;

FURTHER that the Hospital Board of Directors charges the Governance Committee with developing the a board governance policy outlining the duties for each position for the approval of the Hospital Board;

AND FURTHER, the following tasks will be considered and completed by the Governance Committee and subsequently, the Hospital Board:

1. *modification to the Corporation By-Laws, specifically, Article 12;*
2. *presentation to the Hospital Board of Directors for discussion and approval; and*
3. *upon review and approval of proposed By-Law changes, presentation to the corporation members for approval at the 2012 annual general meeting.*

CARRIED.

L. Sparks commented that this will allow the board of directors to create a succession plan. This structure will be more aligned with the other peer organizations such as the South East. L. Hendriks offered that this move will open up the possibility for more interest in executive position and allows for more movement to shift the skills where appropriate.

8.4 SF Site Redevelopment – T. Stepanuik

10.4 Building Committee – September 23, 2011 – B. Strachan

B. Strachan reported that members of the Building Committee received a site tour after meeting. He reported that the new section is looking tremendous. The next milestone (turnover) dates are October 15 and December 12, 2011.

T. Stepanuik provided an update on the upcoming mediation and Aecon's delay claim. He reported that the mediation is scheduled for October 14 and will take place locally.

10.5 Board Quality Committee – September 15, 2011 – L. Hendriks

10.5.1 Patient Satisfaction (Benchmarking Data)

L. Hendriks reported that B. Allen attended the recent meeting of the Board Quality Committee to speak to "enterprise risk management". The committee also reviewed benchmarking data (information circulated today.) She added that the committee will be looking to have more guest speakers attend committee meetings. L. Hendriks also advised that the October Board Quality Committee meeting was cancelled.

As an aside, L. Evans reported on the Liaison Committee. She advised that she has spoken with Dr. R. Chaplin, Chair, GWM Foundation. The SFCH Auxiliary will be hosting the fall conference on Wednesday, October 12. She asked that the Liaison Committee be included on future agendas to provide report.

11 BOARD EDUCATION

R. Schooley advised that D. Adshead and W. Johnson are registered to attend a session for new board members October 22 in Arnprior.

11.1 OHA Annual Convention & Exhibition – R. Schooley

RESOLUTION No. 105/11

MOVED by R. Schooley

SECONDED by D. Staples

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby hereby authorizes the attendance of a maximum of four (4) Board members, of which one is to include the Board Chair or his/her designate, to attend the OHA Annual

Convention & Exhibition scheduled for November 6, 7 and 8, 2011 at the Metro Toronto Convention Centre; and

THAT any and all costs associated with attending said conference, such as registration, travel and accommodations, be incurred by the Hospital.

CARRIED.

12 OTHER BUSINESS

12.1 3SO FINANCIAL STATEMENTS

B. Allen reported that 3SO appears to be on track.

13 DATE OF NEXT MEETING

L. Sparks highlighted that tomorrow's GWM Foundation meeting is a regular meeting and not the AGM as indicated. He added that the SFCH Foundation meeting is the AGM and he will be attending as an observer. He will not have an opportunity to speak at the meeting. He will, however, try to meet with M. Ashworth, Chair, SFCH Foundation before the meeting.

The next meeting of the Perth and Smiths Falls District Hospital Board of Directors will be held on Tuesday, October 25, 2011 at 7:30 a.m. GWM Boardroom.

14 ADJOURNMENT

RESOLUTION No. 106/11

MOVED by L. Evans

SECONDED by R. Schooley

THAT the meeting of the Perth and Smiths Falls District Hospital Board of Directors be adjourned at 9:28 a.m.

CARRIED.

"Larry Sparks"

"Todd Stepanuik"

Larry Sparks, Chair

Todd Stepanuik, Secretary