

Perth and Smiths Falls District Hospital

Board of Directors Meeting

Tuesday, October 24, 2023

Via GWM Boardroom and Videoconference @ 7:30 a.m.

PRESENT: B. Smith, M. Cohen, R. Schooley, Dr. W. Hollis, I. Boyle, J. Brown, Dr. Morell, Dr. A. MacDonald, K. Clupp, S. Gauthier, R. Dyke, J. Church

Zoom: D. Thomson, C. Maloney, S. Pankow, S. Anderson, Dr. Roberts, K. Weekes and K. Fair

REGRETS: G. Church, A. Thomlinson,

IN ATTENDANCE: D. Hodgins, VP, Finance & Support Services, M. Hallam, PSFDH Foundation, CEO, N. Peckett, President, GWM Auxiliary, G. Laws, ED, Lanark County Mental Health, H. Bedor, ED, Lanark County Support Services, C. Rustan, Recording Secretary and Karen Kelly, Marketing and Communications Coordinator, J. Cray, Supervisor, Environmental Services & Facilities

1. Call to Order – Dr. W. Hollis

Dr. W. Hollis, called the meeting to order at 7:32 a.m.

2. Chair's Remarks – Dr. W. Hollis

Dr. W. Hollis welcomed everyone to the meeting.

The four new Board Members S. Gauthier, J. Church, R. Dyke and S. Anderson introduced themselves to the Board.

3. Declaration of Conflict of Interest – Dr. W. Hollis

Members were asked to declare a conflict at any point during the meeting.

4. Approval of Agendas

4.1 Regular Meeting Agenda

R. Schooley requested that the following be added to the agenda:

11.3 Liaison Verbal Report

RESOLUTION No.110/23

MOVED by K. Clupp

SECONDED by I. Boyle

THAT the PSFDH Board of Directors meeting agenda be approved with the addition noted above.

CARRIED.

4.2 Consent Agenda

i) PSFDH Board of Directors Minutes – September 26, 2023 *

RESOLUTION No. 111/23

MOVED by K. Clupp

SECONDED by I. Boyle

THAT the October 24th, 2023 consent Board Agenda and the September 26th, 2023 Board Minutes were approved as presented.

CARRIED.

5. Action Items

5.1 Leadership Report – M. Cohen

The Leadership Report was included in the package.

M. Cohen provided a brief update on Bill 124 and it was noted that the MOH has signaled that they would be funding Bill 124, however we have not received any funds as of yet.

RESOLUTION No. 112/23

MOVED by K. Clupp

SECONDED by I. Boyle

THAT the PSFDH Board of Directors accepts the Leadership Report as presented.

CARRIED.

5.2 Chief of Staff Report – Dr. T. Morell

Dr. Morell provided the following updates:

- Bed shortages continue to be an issue. Approximately half of our patient population are waiting for an ALC placement. When bed Shortages occur they can result in OR cancellations.
- Dr. Pierce submitted her resignation as Chief of ED effective Dec 31st, 2023. Dr. Simpson will take over as Chief of ED in January 2024
- We continue to try and recruit an OBS Physician. The OBS unit is still very fragile and it can close due to one sick call.
- The lack of Hospice services contributes to ALC and Patient flow issues

RESOLUTION No. 113/23

MOVED by K. Clupp

SECONDED by I. Boyle

THAT the PSFDH Board of Directors accepts the Chief of Staff Report as presented.

CARRIED.

5.3 Medical Staff Report – Dr. M. Roberts

Dr. Roberts shared the following information that there has been an increase with regards to winter viruses and OR cancellations. We continue to be mindful that our staff can easily experience burnout which can also cause an OR closure.

RESOLUTION No. 114/23

MOVED by K. Clupp

SECONDED by I. Boyle

THAT the PSFDH Board of Directors accepts the Medical Staff Report as presented.

CARRIED.

6. Closed Session

RESOLUTION No.115/23

MOVED by R. Schooley

SECONDED by C. Maloney

THAT the PSFDH Board of Directors moved to closed session at 7:51a.m.

CARRIED.

RESOLUTION No. 118/23

MOVED by R. Schooley

SECONDED by C. Maloney

THAT the PSFDH Board of Directors moved out of the closed session at 8:01 a.m.

CARRIED.

Note: Housekeeping Resolution 116/23 and 117/23 were moved and approved during closed session.

Closed Session Resolutions:

Chief of Staff Report

Professional Staff Appointments/Reappointments

RESOLUTION No. 119/23

MOVED by D. Thomson

SECONDED by J. Brown

THAT the PSFDH Board of Directors adopts the Chief of Staff report (Professional Staff Appointments) from the Closed Session.

CARRIED.

7. Patient & Family Centred Care/Education Presentation

7.1 Hospital Efficiency

M. Cohen and D. Hodgins provided a PowerPoint presentation on Hospital Efficiency. The presentation discussed the difference between Funding and Efficiency. PSFDH ranks as one of the most efficient hospitals within our peer group.

8. Foundation & Auxiliaries

8.1 PSFDH Foundation Report

M. Hallam shared the following highlights:

- The October 12th, 2023 Radiothon raised approximately \$75,000 (Goal was \$100k)
- The Winter Campaign will be in mailboxes November 30th and all donations will be matched up to \$100K
- Giving Tuesday will occur on Tuesday, November 15th and the goal is \$15K
- Tickets sales from the Care Close to Home Campaign and Black Tie Bingo Gala will go towards the MRI Campaign
- M. Cohen and M. Hallam have been working together to address the Municipalities. Those Municipalities that have not joined the Core Capital Campaign are being asked to specifically donate to the MRI campaign.

8.2 GWM Auxiliary

The GWM Auxiliary report was included in the package.

N. Peckett shared that the Poppy banners will be going up at the end of next week and that the gift shop will be open on Saturday, November 11th to accommodate those who will be at the Remembrance Day Ceremony.

9. New Business

9.1 Capital Project Investments

D. Hodgins provided a PowerPoint Presentation on Capital Project investments.

D. Hodgins explained the difference between Capital and Operating Costs and provided a visual on the Annual Capital process and timelines.

10. Business Arising

There was no business arising at the October meeting.

11. Board Committee Reports

11.1 Governance Committee – October 19, 2023

11.1.1 Governance Committee Report *

The Governance Committee Report was included in the package.

11.1.2 Committee Memberships

The Board of Directors reviewed the proposed Committee Memberships.

RESOLUTION No. 120/23

MOVED by C. Maloney

SECONDED by K. Clupp

THAT the PSFDH Board of Directors approved the revision to policy “2.6.2 Board Quality Committee Terms of Reference” to expand membership to include Vice President Finance and CFO (ex officio) and Vice-President of Medical Staff Association (ex officio)

CARRIED.

11.1.3 2.6.4 Governance Committee Terms of Reference

The Governance Committee Terms of Reference was included in the package and it now outlines the committee's new roles.

RESOLUTION No. 121/23
MOVED by C. Maloney
SECONDED by K. Clupp

THAT the PSFDH Board of Directors approves 2.6.4 Governance Terms of Reference as presented.
CARRIED.

11.1.4 1.6 Insurance/Directors and Officers Indemnification

C. Maloney recommended that policy "1.6 Insurance/Directors and Officers indemnification be archived as the issue is dealt with in the Corporation By-Laws.

RESOLUTION No. 122/23
MOVED by C. Maloney
SECONDED by K. Clupp

THAT the PSFDH Board of Directors approved the removal of policy number "1.6 Insurance/Directors and Officers Indemnification".
CARRIED.

11.1.5 2.6.1 (A) Audit Committee Terms of Reference

C. Maloney recommended that Board Policy number "2.6.1 (A) Audit Committee Terms of Reference" be deleted because the responsibilities are covered by Board Policy 2.6.1.

RESOLUTION No. 123/23
MOVED by C. Maloney
SECONDED by K. Clupp

THAT the PSFDH Board of Directors approved the removal of policy number "2.6.1 (A) Audit Committee Terms of Reference".
CARRIED.

11.1.6 Correspondence to the Board Policy

C. Maloney created a new policy to determine how correspondence will be handled in terms of notifying the Board about the correspondence that was received. Once approved the new policy will receive a policy number.

RESOLUTION No. 124/23
MOVED by C. Maloney
SECONDED by K. Clupp

THAT the PSFDH Board of Directors approve the new Correspondence to the Board Policy as presented.
CARRIED.

11.2. Finance Committee – October 21, 2023

11.2.1 Finance Committee Report *

K. Clupp shared that the Finance Committee report is in the Board package. Unfortunately, the hospital is still underwater financially and there is now the additional Lumeo costs to factor in that were not previously identified.

11.2.2 PSFDH 2024/2025 Capital Budget *

D. Hodgins provided a PowerPoint presentation on Capital Budget Investments Fiscal Year 2024/2025. The Board reviewed the A1 Capital needs and it was identified that there is a 1.5M shortfall in terms of funding. Dr. Roberts shared that the Capital investment graph showed how the hospital has underspent in the past and the hospital is now having to overspend to fill the void.

RESOLUTION No. 125/23
MOVED by K. Clupp
SECONDED by I. Boyle

THAT the PSFDH Board of Directors approved the following three recommendations that were brought forward from the Capital Budget Presentation:

- Proceed with Telephone Replacement & IT projects up to \$0.9M, utilizing debt financing if required.
- Proceed with A1 urgent Clinical & Clinical Support needs up to ~\$2.3M, pending achievement of PSFDH Foundation & Auxiliary campaigns.
- Maximization of restricted HIRF & Redevelopment projects within approved funding grant.

CARRIED.

11.2.3 Financial Reporting – Financial Statements *

The Financial Statements were included in the Board Package.

11.3. Liaison Committee – Verbal Report

R. Schooley informed the Board that Rideau Community Health Services requested a Board to Board Executive (Exploratory) Meeting. The meeting is scheduled to take place on Friday, November 10th at 1:30pm in the Smiths Falls Boardroom.

R. Schooley, Dr. W. Hollis, K. Clupp, I Boyle and C. Maloney will attend the meeting on behalf of the PSFDH Board.

12. Standing Items

13. Information Items

- a) Foundation Gala - Black Tie Bingo – November 18th, 2023 at 5:30pm
- b) Board Orientation – November 3rd, 2023 at 9:00am

14. Next Meeting Date

Tuesday, November 28th, 2023 in the GWM Boardroom

15. Closed Session No.2

16. Adjournment

RESOLUTION No. 126/23


MOVED by C. Maloney
SECONDED by K. Clupp

THAT the October 24, 2023 Perth and Smiths Falls District Hospital Board of Directors' meeting adjourned at 9:22 a.m.

CARRIED.



Dr. W. Hollis, Chair



M. Cohen, Secretary