

Perth and Smiths Falls District Hospital
Board of Directors Meeting
Tuesday, March 26th, 2024
Via GWM Boardroom and Videoconference @ 7:30 a.m.

PRESENT: R. Schooley (Vice-Chair), I. Boyle, M. Cohen, K. Clupp, S. Gauthier, K. Fair, G. Church, J. Brown, H. Mostamandi, R. Dyke and Dr. Morell
Zoom: D. Thomson, C. Maloney, Dr. Wahay, S. Anderson, S. Pankow, A. MacDonald, J. Church and C. Coutts (Guest)
REGRETS: Dr. W. Hollis and A. Thomlinson
IN ATTENDANCE: C. Rustan, Recording Secretary, D. Hodgins, VP, Finance & Support Services, B. Smith, VP Patient Care Services, M. Hallam (PSFDH Foundation CEO), and K. Kelly, Marketing and Communications

1. Call to Order – R. Schooley

R. Schooley called the meeting to order at 7:31 a.m.

2. Chair's Remarks – R. Schooley

R. Schooley welcomed everyone to the meeting.

3. Declaration of Conflict of Interest – R. Schooley

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

4. Program Presentation

4.1 Role of Privacy Officer – C. Coutts

C. Coutts provided a PowerPoint presentation on her role as the Privacy Officer.
The PowerPoint presentation can be located on the portal.

5. Approval of Agendas

5.1 Regular Meeting Agenda

RESOLUTION No. 24/24

MOVED by K. Clupp

SECONDED by G. Church

*THAT the March 26th, 2024 open session Board Agenda was approved as presented.
CARRIED.*

5.2 Consent Agenda

I. PSFDH Board of Directors Minutes – February 27th, 2024

The PSFDH Board of Directors Minutes from February 27th, 2024 were included in the package.

II. Leadership Report – M. Cohen

The Leadership Report was included in the package.

III. PSFDH Foundation Report – M. Hallam

M. Hallam shared the following items:

- The SF Rotary Club is sponsoring a musical evening in support of PSFDH at PDCI featuring Lahey and McMaster on April 14th, 2024
- The MRI Campaign is currently at 40%, so the thermometer on the front lawn has increased
- The Foundation submitted a \$1M cheque to the Finance Department
- Two guests stopped by the Foundation office yesterday and shared that they're keen on supporting the PSFDH Foundation
- The Foundation will be at Perth Festival of the Maples on Saturday, April 27, 2024
- The Foundation will be attending the Fifty-Five plus Lifestyle show at the EY Centre on April 19th and 20th

IV. Governance Committee Report – C. Maloney *

The Governance Committee report was included in the package.

V. Governance – Board Meetings – New Policy – C. Maloney *

The revised policy was included in the package and there were no amendments brought forward.

VI. Board Quality Committee Report – I. Boyle *

The Board Quality Committee report was included in the package.

VII. Finance Committee Report & Dashboard - K. Clupp *

The Finance Committee report & dashboard was included in the package.

VIII. Liaison Committee Report - R. Schooley *

The Liaison Committee report was included in the package.

RESOLUTION No. 25/24
MOVED by I. Boyle
SECONDED by K. Fair

THAT the consent agenda items noted above be approved as presented.
CARRIED.

6. Action Items

7.1 Chief of Staff Report – Dr. T. Morell

Dr. Morell provided the following updates:

- One anesthetist tendered his resignation
- Will be moving towards recruiting a sixth anesthetist
- The OR has been steady with increased activity to meet QBP volumes for Ortho

RESOLUTION No. 26/24
MOVED by I. Boyle
SECONDED by K. Fair

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

7.2 Medical Staff Report

Dr. Wahay shared the following updates:

- Medical Staff Association met last week and the next MSA meeting is scheduled for May 21st, 2024 where there will be a presentation from a member of Ontario Health
- The Board/Physician Engagement Session is scheduled for April 18th
- A retirement party is scheduled for September 26th for Dr. Stolee, Dr. Del Grande and Dr. Anderson
- A survey was conducted at the last MSA to see what the members would like to see in terms of education

7. Closed Session

RESOLUTION No.27/24
MOVED by K. Clupp
SECONDED by R. Dyke

THAT the PSFDH Board of Directors move to closed session at 8:00 a.m.
CARRIED.

RESOLUTION No. 30/24
MOVED by K. Fair
SECONDED by K. Clupp

THAT the PSFDH Board of Directors move out of the closed session at 8:14 a.m.
CARRIED.

Note: Housekeeping Resolution 28/24 and 29/24 was moved and approved during closed session.

Closed Session Resolutions:

- **Chief of Staff Report - Professional Staff Appointments/Reappointments (March 5th)**

RESOLUTION No. 31/24
MOVED by R. Dyke
SECONDED by G. Church

THAT the PSFDH Board of Directors adopts the Chief of Staff report (Professional Staff Appointments from March 5th, 2024) from the Closed Session.
CARRIED.

- **OFA Loan**
RESOLUTION No. 32/24
MOVED by G. Church
SECONDED by K. Clupp

THAT the PSFDH Board of Directors approved to proceed with the OFA agreement. The detailed motions are outlined to execute the contract pending amendment to the letters of patent & BLG review as follows:

- 1) The Corporation is authorized to borrow from Ontario Financing Authority (the “Lender”) as lender to assist in financing the development and implementation of a regional health information system among the South East Cluster Hospitals (the “Project”), all pursuant to a loan agreement to be entered into between the Corporation and the Lender (the “Loan Agreement”), a draft of which has been submitted to the directors of the Corporation and is approved.
- 2) The Corporation is authorized to enter into and perform its obligations under the documents described below (the “Documents”) and any person who is an officer or director of the Corporation, acting alone, is authorized to:
 - A. execute (under corporate seal or otherwise) and deliver to the Lender on behalf of the Corporation the following documents:
 - I. the Loan Agreement;
 - II. such other instruments, agreements, security documents, powers of attorney, certificates, directions, acknowledgments, declarations, financing statements, undertakings and other documents as may be required by the Lender or as, in the director’s or officer’s opinion, may be necessary or desirable to complete and give effect to the transactions contemplated by the Loan Agreement and the other documents contemplated by this resolution;
 - B. Do all other things as in his or her opinion may be necessary or desirable to complete and give effect to the transactions contemplated by the Documents.
- 3) The Project budget, attached in Appendix A, for the Corporation’s participation in the Project, is approved
- 4) Any two persons who are officers or director of the Corporation, acting alone, are authorized to execute and deliver to the Lender from time to time such agreements amending, supplementing, restating or replacing the Documents as he or she may approve.
- 5) Any document executed by any officer or director pursuant to this resolution shall be in such form as the officer or director may approve, and the execution of a document shall be conclusive evidence that the form has been approved and that the execution and delivery of the document has been authorized by this resolution.
- 6) The execution and delivery to the Lender by any person who is an officer or director of the Corporation of any of the Documents before the passing of this resolution are ratified and adopted by the Corporation as of the date of execution and delivery.
- 7) This resolution shall be communicated to the Lender and shall continue in force as between the Corporation and the Lender until express written notice to the contrary has been given to the Lender and the Lender has acknowledged receipt of the notice.
- 8) This resolution may be executed in one or more counterparts by original, electronic, digital, and facsimile or email signature, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

CARRIED.

- CLOSED SESSION #2**
RESOLUTION No.33/24
MOVED by G. Church
SECONDED by R. Dyke

THAT the PSFDH Board of Directors move back into closed session at 8:55 a.m.
CARRIED.

RESOLUTION No. 34/24
MOVED by K. Fair
SECONDED by K. Clupp

THAT the PSFDH Board of Directors move out of the closed session at 9:07 a.m.
CARRIED.

Closed Session Resolutions:

- **Hospital stance within the community**

RESOLUTION No. 35/24

MOVED by G. Church

SECONDED by K. Clupp

THAT the PSFDH Liaison Committee will develop a communication strategy to address our funding situation.

CARRIED.

8. Education Presentation

8.1 Cyber Security

D. Hodgins provided a PowerPoint presentation on Cyber Security. The Presentation touched base on the definitions of Phishing, PIA, TRA, ERM and CCCS. Discussion ensued regarding strategies for loss and Detection as well as prevention and how to manage Cyber Security risks. The PowerPoint presentation was posted to the portal prior to the meeting.

9. New Business

9.1 Pillar Three – Strategic Plan

B. Smith provided an update on Pillar three (Support and empower our people) of the strategic plan. B. Smith touched base on the measures and targets tied to each of the following objectives:

- Ensure a supportive & Safe Work environment
- Recruit & Retain High Performing People
- Ensure our People have the right skills

10. Business Arising

10.1 QIP

The QIP was previously brought forward to Board Quality and the following four priority indicators were endorsed:

1. **Access to Flow** - % of patient who visited the ED and left without being seen by a physician
2. **Equity** - % of staff (executive-level, management, or all) who have completed relevant equity, diversity, inclusion and antiracism education
3. **Experience** – Responses to Survey questions: Did patients feel they received adequate information about their health and their care at discharge?
4. **Safety** - Rate of workplace violence incidents resulting in lost time injury

RESOLUTION No. 36/24

MOVED by K. Clupp

SECONDED by I. Boyle

THAT the Board of Directors of the Perth and Smiths Falls District Hospital hereby accepts the recommendation of the Board Quality Committee to approve the Quality Improvement Plan for 2024/2025.; and to submit the document to Health Quality Ontario by March 31st, 2024.

CARRIED.

11. Board Committee Reports

11.1 Liaison Committee – March 14th, 2024

11.1.2 Corporate Communications Plan

K. Kelly, Marketing and Communications Specialist created a Corporate Communications Plan that has ties to our strategic plan. The PowerPoint presentation discussed the Corporate Communications Priorities and the following percentages show the time committed to each of these projects:

2024

- Lumeo Regional Health Information System 60%
- Patient Experience Measurement Program (Qualtrics XM) 20%
- Lanark County Mental Health – Program/Profile Awareness 10%
- All other operational communications – 10%

2024/25

- SF Site Reputation Management and Improvement (To be determined – pending resources)
- Perth Site Redevelopment Project (To be determined – pending resources)

RESOLUTION No. 37/24

MOVED by R. Dyke

SECONDED by K. Clupp

THAT the Board of Directors of the Perth and Smiths Falls District Hospital endorse the PSFDH Corporate Communications Plan that was shared at the meeting.

CARRIED.

12. Standing Items

There were no Standing items at the March meeting.

13. Information Items

a) Understanding your legal accountability – This document has been posted to the portal for your reading pleasure.

14. Next Meeting Date

Tuesday, April 23, 2024 in the GWM Boardroom.

15. Closed Session – Independent Directors

16. Adjournment

RESOLUTION No. 38/24

MOVED by R. Dyke

SECONDED by J. Brown

THAT the March 26th, 2024 Perth and Smiths Falls District Hospital Board of Directors' meeting adjourned at 9:11 a.m.

CARRIED.



R. Schooley, Vice-Chair



M. Cohen, Secretary