

Perth and Smiths Falls District Hospital
Board of Directors Special Meeting
Wednesday, May 26, 2021
Via Videoconference @ 4:00 p.m.

PRESENT: S. Bird, G. Church, K. Clupp, C. Dolgowicz, L. Drynan, Dr. B. Guppy, J. Hewitt, D. Howard, Chair, S. Pankow, N. Shaw, Dr. K. Stolee, A. Thomlinson, Dr. K. Wickens

REGRETS: J. Fenik, B. Hirst, Dr. W. Hollis, Dr. A. Kuchinad, Dr. M. Roberts

IN ATTENDANCE: D. Hodgins, VP, Finance & Support Services, K. Kelly, Recording Secretary, T. Jones, Executive Lead, D. Loricchio, Project Lead

1. Call to Order – D. Howard

D. Howard, Chair, called the meeting to order at 4:04 p.m.

2. Chair's Remarks – D. Howard

D. Howard welcomed and thanked everyone for joining today's special meeting to discuss the Regional HIS Initiative. She welcomed Troy Jones, Executive Lead and Dino Loricchio, Project Lead for attending as well to provide information and offer clarification for members.

Dr. B. Guppy outlined the process for tonight's special meeting. The senior leadership team and regional team will present the slide deck and answer questions at each stage of the presentation. He added that the slides will guide the discussion as they link to the multi-part resolution.

T. Jones and D. Loricchio have attended to provide clarifications and answers for the board members and will leave for the members to discuss the motion and how PSDFH will proceed.

3. Closed Session – D. Howard

RESOLUTION No. 70/21

MOVED by G. Church

SECONDED by L. Drynan

THAT the PSFDH Board of Directors moved to a closed session to discuss the Regional Hospital Information System (HIS) Initiative at 4:06 p.m.

CARRIED.

RESOLUTION No. 71/21

MOVED by G. Church

SECONDED by J. Hewitt

THAT the PSFDH Board of Directors moved out of the closed session at 5:27 p.m.

CARRIED.

Regional HIS Initiative

RESOLUTION No. 72/21

MOVED by K. Clupp

SECONDED by G. Church

WHEREAS the South East Hospitals recognize the significant clinical benefit of digital health care solutions for patients, clients and residents and are therefore committed to proceeding as regional partners in the procurement process for a single Regional HIS solution as outlined in the Regional HIS business case; and

WHEREAS the South East Hospitals have issued and evaluated responses to a Request for Proposal for a single Regional HIS solution; and developed a regional financial strategy to optimize Regional HIS affordability; and is recommending a Partnership Agreement that identifies partnership parameters for the Regional HIS;

WHEREAS the South East Hospitals have recognized and endorsed the results of the Regional HIS Project's Request for Proposal and evaluation, as described in the summary documents of the Board Package;

WHEREAS the South East Hospitals have developed a Regional Financing Strategy to secure debt financing;

WHEREAS the South East Hospitals have worked to finalize the Partnership Agreement, based on the executed Memorandum of Understanding;

WHEREAS the South East Hospitals have proceeded in good faith to negotiate a contract with the preferred proponent for the Regional HIS Project; being Cerner Canada ULC, and consisting of each of a Cerner Business Agreement and Cerner Sales Order to be executed by Kingston Health Sciences Centre ("KHSC") on behalf of, and for the benefit of, the South East Hospitals (collectively, the "Cerner HIS Agreement");

THEREFORE, BE IT RESOLVED THAT

Subject to each of the South East Hospitals approving equivalent resolutions on behalf of their respective organizations: PSFDH endorses the execution of the Cerner HIS Agreement by KHSC and any related ancillary documentation and correspondingly authorizes its appropriate officers and directors in accordance with its approval authority levels to execute:

- a) The Partnership Agreement in substantially the form presented with this resolution;
- b) A Statement of Work with KHSC in substantially the form presented with this resolution; and
- c) Such documentation reasonably contemplated by the foregoing and otherwise ancillary to the completion of the contemplated transactions.

In addition, the appropriate officers and directors of PSFDH are directed to work collaboratively with the South East Hospitals to secure debt financing in alignment with the recommended Regional Financing Strategy, for subsequent consideration by the Board; (IF FINANCING REQUIRED)

CARRIED.

7 Adjournment

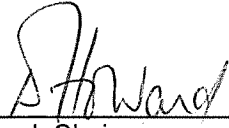
RESOLUTION No. 73/21

MOVED by C. Dolgowicz

SECONDED by A. Thomlinson

THAT the May 26, 2021 Perth and Smiths Falls District Hospital Board of Directors' special meeting adjourned at 5:35 p.m.

CARRIED.



D. Howard, Chair



Dr. B. Guppy, Secretary

