Perth and Smiths Falls District Hospital
Governance Committee
Tuesday, September 15, 2020
7:30 a.m., Via Videoconference

Present: S. Bird, G. Church, L. Drynan, Dr. B. Guppy, *J. Hewitt, Chair*, D. Howard

Regrets: Nil.

In Attendance: K. Kelly, Recording Secretary

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1. **Call to Order – J. Hewitt**

J. Hewitt called the meeting to order at 7:31 a.m.

2. **Declaration of Conflict of Interest – J. Hewitt**

No conflicts were declared.

3. **Approval of Agenda – J. Hewitt**

MOVED by G. Church
SECONDED by D. Howard

That the September 15, 2020 agenda be approved as circulated.

CARRIED.

4. **Adoption of Minutes– J. Hewitt**

MOVED by L. Drynan
SECONDED by S. Bird

THAT the May 19, 2020 (open) and May 19, 2020 (closed) Governance Committee meeting minutes be approved as presented

CARRIED.

5. **Business Arising from Minutes**

a) **Professional Staff By-Law Review – D. Howard**

This item is under review by Dr. K. Stolee, Chief of Staff. An update will be provided at the next meeting.

b) **Board of Directors' Meeting Evaluation Results – J. Hewitt/All**

J. Hewitt reviewed the meeting results for June 2020 Board of Directors meeting and noted that all results and comments were positive.

Members considered the merit to continue with the monthly survey and it was agreed that the survey provided members an opportunity to raise any concerns. G. Church noted that the survey process along

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with the one-on-one discussions with D. Howard, Chair, were helpful to ensure that matters were raised and discussed.

c) PSFDH Signing Authority Policy – Dr. B. Guppy

Dr. B. Guppy spoke to a draft policy. He will share a copy with the group for their reference. He noted that there is no change to the current signing authority but rather a regrouping of authorities. He did change the narrative to support the new tables. The groupings allow for a quicker view of authority levels.

He highlighted some of the changes such as the addition of tables that will provide quick reference to authority levels. Other items that have been incorporated or referenced are:

- physician related matters such as funding agreements and contracts
- 3SO and Mohawk Medbuy contracts
- Inclusion of the two PSFDH sponsored agencies, Lanark County Support Services and Lanark County Mental Health

He noted that PSFDH will consider updating memorandums of understanding with sponsored agencies. The updated MOUs will sort out key governance issues with each agency. A memorandum of understanding has been located for LCMH but not yet for LCSS. Dr. B. Guppy commented that both sponsored agencies are very conscientious regarding their representation and relationship with PSFDH.

Discussion ensued on the draft policy review. S. Bird offered that he had a preference for the table format and is inclined to keep all signing authorities in one policy. G. Church suggested that the hierarchy of approvals be clearly set out that it is the most senior level for the approval/signing authority. It was suggested that another table be created for LCMH and LCSS authority levels.

Dr. B. Guppy will circulate a copy of the draft policy to the group.

d) PSFDH Capital Reserve Fund Policy – D. Howard/S. Bird

The members reviewed the draft policy. Discussion ensued regarding possible restrictions and limitation but members concurred that the restrictions are necessary given the policy relates to reserve funds.

The draft presented provides clarity to operations and board level responsibilities and is being brought forward for approval by Governance and then sent to the Board for final approval.

MOVED by D. Howard
SECONDED by L. Drynan

THAT the Governance Committee recommends the draft Executive Limitations Policy No. 4.15, "Capital Reserve Investment Fund" to the PSFDH Board of Directors as presented.

CARRIED.

e) Governance Process Policy No. 2.10 Orientation & Board Education – D. Howard

The members reviewed the revised policy which included an appendix (form for education request). Discussion ensued and the following suggested edits were made:

- Requests should go to the Executive Committee via the Board Coordinator;
- Under, "Initiating Training", the term "secretary" which be changed to "board coordinator"
- Addition of by-law reference, if applicable.

With the suggested edits, the policy will be revised and sent to the Board for approval.

MOVED by D. Howard
SECONDED by G. Church

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THAT the Governance Process Policy No. 2.10, "Orientation and Board Education" be recommended to the PSFDH Board of Directors as discussed and revised.

CARRIED.

6. New Business

a) Governance Committee Meeting Schedule – J. Hewitt/All

The 2020/21 committee meeting schedule was posted for information with no changes.

b) Draft Policy, "Capital Planning Sub-Committee Terms of Reference" – G. Church

G. Church presented the draft policy which is the next step in a series of Capital Alliance steps. He reported that the Capital Alliance has the two organizations working more closely. He noted that the initial draft included "communications" as part of the title but this has been removed. There will be a comprehensive communications plan developed and utilized by the Capital Alliance.

The members reviewed the proposed document and the following edits were put forward:

- 2nd paragraph of "Context" to read, "After two (2) years, the purpose and requirement…"
- Item No. 1, first bullet point will be amended to read, "…at least three members of the PSFDH Board of Directors…"

MOVED by G. Church
SECONDED by D. Howard

THAT the Governance Committee recommends to the PSFDH Board of Directors the approval of Governance Process Policy No. 2.6.1(b), "Capital Planning Sub-Committee Terms of Reference".

CARRIED.

c) Governance Process Policy No. 2.6.9, "Medical Advisory Committee Terms of Reference" – Dr. B. Guppy

Dr. B. Guppy reported that he has worked with the Chief of Staff in the development of a more comprehensive Terms of Reference for the Medical Advisory Committee (MAC). He reminded members that the MAC as it is a board committee. He noted that the professional staff by-laws are very procedural and the terms of reference do not replace the by-laws. The terms will support further engagement with medical staff and overall medical leadership for the organization. He added that the Chief of Staff has socialized this concept and there have not been any concerns on the changes.

D. Howard recognized that this is huge step forward in the engagement of the hospital's professional staff.

It was confirmed that the secretary to the MAC is a physician/member of the professional staff association. Further, as there is typically good attendance for MAC and related meetings, there may not be a need to include a reference to attendance in the terms of reference. Dr. B. Guppy advised that the Chief of Staff meets regularly with each clinical chief and there are agreements being developed that will have remedies for performance. He will confirm that average attendance and report back.

MOVED by G. Church
SECONDED by S. Bird

THAT the Governance Committee recommends to the PSFDH Board of Directors the approval of Governance Process Policy No. 2.6.9, "Medical Advisory Committee Terms of Reference" as presented.

CARRIED.

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d) GP Policy No. 2.6.4, "Governance Committee Terms of Reference"

The group reviewed the committee terms of reference and no changes were suggested. There was a general discussion regarding attendance tracking. D. Howard advised that K. Kelly tracks attendance and brings forward to her any issues. Each committee will be asked to review their respective Terms of Reference and return to the Governance Committee.

The terms will be brought forward to the Board for approval based on today's review.

7. Standing Items

a) Governance Committee Work Plan 2020/21 – J. Hewitt/All

The group reviewed the work plan and the "review of Committee Terms of Reference" will be pushed out to October (change from September).

8. Closed Session

There were no items for closed session discussion.

9. Other Business

10. **Date of Next Meeting**

Tuesday, October 20, 2020, 7:30 a.m., via videoconference.

<u>Tasks and Next Steps:</u>

- Professional By-Law changes – review underway.
- PSFDH Signing Authority Policy – in development;
- Items for September Board Meeting:
    - Executive Limitations Policy No. 4.15, "Capital Reserve Investment Fund"
    - Governance Process Policy No. 2.6.1, "Capital Planning Sub-Committee Terms of Reference"
    - Governance Process Policy No. 2.6.4, "Governance Committee"
    - Governance Process Policy No. 2.6.9, "Medical Advisory Committee"
    - Governance Process Policy No. 2.10, "Orientation & Board Education"
    - Professional Staff By-Laws – update to be requested at board meeting.

11. Adjournment – J. Hewitt

MOVED by L. Drynan
SECONDED by G. Church

THAT the Governance Committee meeting adjourned at 8:35 a.m.

CARRIED.

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