

Perth and Smiths Falls District Hospital
Board of Directors Meeting
Tuesday, May 24, 2022
Via Videoconference @ 7:30 a.m.

PRESENT: S. Bird, G. Church, Chair, K. Clupp, M. Cohen, L. Drynan, J. Fenik, J. Hewitt, B. Hirst, Dr. W. Hollis, S. Pankow, Dr. M. Roberts, N. Shaw, A. Thomlinson

REGRETS: Dr. A. Kuchinad, M. Quigg, Dr. K. Stolee, Dr. K. Wickens

IN ATTENDANCE: D. Hodgins, VP, Finance & Support Services, K. Kelly, Recording Secretary, M. Hallam, Executive Director, PSFDH Foundation, D. Quinn, President, GWM Auxiliary, G. Laws, ED, Lanark County Mental Health, H. Bedor, ED, Lanark County Support Services

1. Call to Order – G. Church Chair

G. Church, Chair, called the meeting to order at 7:30 a.m.

2. Chair's Remarks – G. Church

G. Church acknowledged Dr. K. Wickens for her role as Chair of the PSFDH Foundation. He thanked her for her enormous contribution. K. Fair will join PSFDH board as new chair of the Foundation.

3. Patient & Family Centred Care – N. Shaw

N. Shaw shared a patient and family journey related to feedback received from a patient's daughter related to her father's stay at PSFDH. M. Cohen met with the family to hear their concerns, which were brought forward to help other families going forward and to avoid situations that occurred with their family member.

M. Cohen remarked that if messaging from staff was different the entire situation would have been different. It was important for the family to hear that we acknowledged we did not meet expectations of, "every patient; every time". The family recognized that staff are under a lot of stress but we need to ensure that interactions with families and patients are positive and supportive.

M. Cohen will send a formal letter to the family once staff have been made aware of the situation and their interactions.

4. Declaration of Conflict of Interest – G. Church

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

5. Approval of Agendas – G. Church

a) Regular Meeting and Consent Agendas

Regular Meeting

RESOLUTION No. 61/22

MOVED by K. Clupp

SECONDED by L. Drynan

THAT the regular meeting agenda was approved as presented.

CARRIED.

RESOLUTION No. 62/22

MOVED by S. Bird

SECONDED by J. Hewitt

THAT the consent meeting agenda was approved as presented.

CARRIED.

6. Foundation & Auxiliaries

a) PSFDH Foundation – M. Hallam

M. Hallam provided the following updates and highlights:

- the PSFDH Foundation AGM is June 17 with invitations being sent today;
- year end audit is in progress;
- the winter letter campaign raised over \$200,000;
- summer letter campaign is in partnership with CP Rail and donations will be matched;
- PSFDH Foundation golf tournament is Friday, August 12 and registration will open shortly. The cost is \$175/pp. Please forward silent auction ideas.

b) GWM Auxiliary – D. Quinn

D. Quinn presented as the new President of the GWM Auxiliary. M. Young left position of President and D. Quinn acknowledged and publically thanked her for leading the group during pandemic. Twelve students have applied for bursaries and four awards will be issued.

G. Church also acknowledged M. Young for her work.

b) SFCH Auxiliary – J. Staples

No report today.

7. Education – M. Cohen/D. Hodgins

7.1 Surgical Wait List Project – Novari System – D. Hodgins

D. Hodgins provided an education session on “Surgical Wait List Project.” The presentation is posted to the Board of Directors portal for information and reference.

She acknowledged the team implementing the system and recognized that there will be a learning curve following the May 25 “go-live” date. This initiative will prepare PSFDH for the larger integrated systems. The costs are included in the Lumeo project costs. She confirmed that all data is archived on backed-up services with a redundant back up storage offsite.

8. Action Items

8.1 Leadership Report – M. Cohen

M. Cohen referred the members to the May 2022 Leadership Report shared in advance of the meeting. He highlighted the following:

- K. Kelly will move into the Marketing & Communications Specialist role.
- all staff meetings will be held May 31.
- staff recognition BBQ planned for June 1 and volunteers/board members are welcome to attend.

RESOLUTION No. 63/22

MOVED by L. Drynan

SECONDED by K. Clupp

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

CARRIED.

8.2 Chief of Staff Report – Dr. K. Stolee

No report.

G. Church updated that the Chief of Staff Recruitment Committee are meeting to further discuss the recruitment.

8.3 Medical Staff Association (MSA) Report – Dr. M. Roberts

Dr. Roberts provided an update from the Medical Staff Association. He noted that there continue to be supply chain issues and noted the efforts to minimize any disruptions. Further, given PSFDH's size, we are sensitive to COVID infections from a staffing perspective and anticipate that there may be impact on services due to illnesses and/or staffing shortages.

8.4 Conflict of Interest Matter – Dr. W. Hollis – J. Hewitt

This item was moved to later in the meeting.

8.5 Governance Committee Items – J. Hewitt

a) 2022 Committee Survey Results

J. Hewitt referred the members to the information in the materials and thanked those who responded to the surveys. Committee chairs were asked to review the committee results and incorporate any actions into the annual committee work plan(s).

RESOLUTION No. 64/22

MOVED by J. Hewitt

SECONDED by Dr. W. Hollis

THAT the results of the 2022 committee surveys be returned to each committee for their review and action/follow-up; and

ANY necessary action items stemming from the survey results will be incorporated into each Committee's annual work plan.

CARRIED.

b) Governance Process Policies

The Committee reviewed two policies and no changes were made.

- i) 2.3 Director Position Description**
- ii) 2.4 Chair Position Description**

RESOLUTION No. 65/22

MOVED by J. Hewitt

SECONDED by J. Fenik

THAT the Governance Committee recommends the approval of the following Governance Process Policies:

- No. 2.3 Director Position Description; and*
- No. 2.4 Chairperson's Role*

CARRIED.

c) Annual General Meeting Items

- Inclusion of Patient & Family Advisory Council Representative on Hospital Board

J. Hewitt reviewed the proposed two amendments (information in package) and noted that in keeping with the Board's direction to have greater patient/family presence on the PSFDH Board, a Patient and Family Advisory Council representative will be brought onto the Board as ex officio (with voting rights.).

RESOLUTION No. 66/22

MOVED by J. Hewitt

SECONDED by K. Clupp

THAT the Governance Committee recommends to the PSFDH Board of Directors that a representative of the Patient & Family Advisory Council (PFAC) be appointed to the PSFDH Board of Directors as an ex officio with voting rights.

CARRIED.

- PSFDH Corporation By-Law – Proposed Amendments

J. Hewitt reviewed the proposed two amendments (information in package) and noted that in keeping with the Board's direction to have greater patient/family presence on the PSFDH Board, a Patient and Family Advisory Council representative will be brought onto the Board as ex officio (with voting rights.).

The modification to the Chair's term was discussed at the Governance Committee.

RESOLUTION No. 67/22

MOVED by J. Hewitt

SECONDED by L. Drynan

THAT the Governance Committee recommends to the PSFDH Board of Directors that the following PSFDH Corporation By-laws be approved and recommended to the PSFDH Corporation membership at the 2022 Annual Meeting as presented on the attached sheet.

CARRIED.

8.6 Finance Committee – K. Clupp

- a) Draft Audit Financial Statements (March 31, 2022)

The resolution was presented later in the meeting.

9. Sponsored Organizations

No formal written reports this month.

Lanark County Support Services – H. Bedor

H. Bedor reported that LCSS has considered hiring PSWs and ECEs to support aspects. LCSS has hired ECEs as much of the organization's work is related to teaching and training while PSWs relates more to personal care and skills. LCSS has not hired any PSWs.

Lanark County Mental Health – G. Laws

G. Laws reported that the organization is actively using the Perth office with staff returning to work and seeing clients in that area. There will be structured psychotherapy services provided through LCMH beginning in September. Work continues with the OHT on mental health and addictions initiatives.

10. New Business

No new business to bring forward.

11. Business Arising from Minutes

11.1 Strategic Planning Process Update – M. Cohen

M. Cohen reported there are a series of meetings to be scheduled with the *ad hoc* board group. The *ad hoc* group will be active in the coming weeks reviewing feedback from the focus groups. The *ad hoc* group will report up to the board and ultimately there will be a final strategic plan by end of June. He thanked L. Drynan for volunteering to participate in C. Dolgowicz's place. The process continues to track on the proposed timeline.

G. Church reminded the members that this is a remarkably important strategic planning process and it is dependent on the board involvement and input.

11.2 Accreditation Canada Survey – N. Shaw

N. Shaw provided an update on the recent survey. The presentation is available on the board portal for information and reference.

She noted that a new survey process is coming as Accreditation Canada moves away from the Qmentum style review.

G. Church acknowledged the work of N. Shaw and the organization in its preparation of the recent survey. N. Shaw will share acknowledgement with frontline staff.

A general discussion ensued regarding the process. J. Fenik remarked that each hospital continued to run through COVID and all hospitals should be given exemplary status.

12. Board Committee Reports

12.1 Governance Committee – May 17, 2022 – J. Hewitt

12.1.1 Committee Report

The report was shared for information.

12.1.2 Acclamation of Directors

The report was shared for information.

12.1.3 Draft Agenda – Annual General Meeting

The draft agenda was shared for information.

12.2 Finance Committee – May 19, 2022 – K. Clupp

He provided a report on the year-end audit and noted that the process was positive. The draft statements are available on the portal.

RESOLUTION No. 68/22

MOVED by K. Clupp

SECONDED by B. Hirst

The PSFDH Board of Directors hereby accepts the recommendation of the Finance Committee and approves the audited financial statements for the year ending March 31, 2022 as prepared by KPMG LLP, Chartered Professional Accountants;

FURTHER that the audited financial statements be brought forward for the approval of the corporation membership at the 2022 Perth and Smiths Falls District Hospital Annual General Meeting.

CARRIED.

12.2.1 Committee Report

The Committee Report to the Board was included in the materials. K. Clupp noted that a resolution will be brought to the Annual General Meeting to formalize the reappointment of the auditors.

12.2.2 CFO Report, Financial Statements – D. Hodgins

The report and financial statements were included for information.

D. Hodgins encouraged members to review the notes included in the financial statements as they speak to how we manage our finances, dependence on funding, etc.

She reported that despite challenges this year, PSFDH reported a balanced operating budget (the forecasted deficit was \$800,000.) The balanced budget was due to additional funding.

D. Hodgins noted that the PSFDH resiliency comes at a cost related to staffing challenges/HHR challenges which are faced daily throughout the hospital. She commended staff for how they have navigated throughout the year.

K. Clupp offered his kudos to D. Hodgins and staff for their contributing to the audit through the challenges. G. Church added that it is a remarkable process to return to a balanced budget. He noted that the capital program costs are a serious issue that the board will need to consider.

At this point, G. Church thanked H. Bedor, G. Laws and D. Quinn for attending today's meeting.

13. Closed Session

RESOLUTION No. 69/22

*MOVED by Dr. W. Hollis
SECONDED by A. Thomlinson*

THAT the PSFDH Board of Directors moved to a closed session at 8:42 a.m.

CARRIED.

RESOLUTION No. 72/22

*MOVED by B. Hirst
SECONDED by L. Drynan*

THAT the PSFDH Board of Directors moved out of the closed session at 8:56 a.m.

CARRIED.

Note: Resolutions 70/22 and 71/22 were moved and approved during closed session.

Closed Session Resolutions:

Professional Staff Appointments/Reappointments

RESOLUTION No. 73/22

*MOVED by K. Clupp
SECONDED by L. Drynan*

THAT the PSFDH Board of Directors accepts the recommendation of the Chief of Staff and Medical Advisory Committee to approve the requests for appointment and reappointment to the Professional Staff as presented.

CARRIED.

PSFDH Foundation Memorandum of Understanding with PSFDH

RESOLUTION No. 74/22

MOVED by S. Pankow
SECONDED by K. Clupp

THAT the PSFDH Board of Directors authorizes Gardner Church, Chair and Michael Cohen, President & CEO to sign the Memorandum of Understanding Governing the Relationship between the Perth and Smiths Falls District Hospital and the Perth & Smiths Falls District Hospital Foundation in their Shared Commitment to Philanthropy.

CARRIED.

The members were pleased to have the MOU in place with the PSFDH Foundation.

3rd Annual Beverley McFarlane Awards of Excellence

RESOLUTION No. 75/22

MOVED by A. Thomlinson
SECONDED by Dr. W. Hollis

THAT the PSFDH Board of Directors approves the proposed nominees and recipients for the 3rd Annual Beverley McFarlane Awards of Excellence.

CARRIED.

14. Other Items/Information

14.1 Strategic Plan Operational Plan – M. Cohen

No further comments to share at this time.

15. Information Items – items provided for information.

Item 8.4 Conflict of Interest Matter – Dr. W. Hollis – J. Hewitt

At this point, Dr. W. Hollis left the meeting (9:00 a.m.) and the discussion turned to his declaration of conflict of interest.

RESOLUTION No. 76/22

MOVED by J. Hewitt
SECONDED by S. Bird

GIVEN that Dr. W. Hollis, PSFDH Board Member, declared a perceived conflict of interest in relation to his daughter's new employment at PSFDH;

AND that the Governance Committee has considered the matter on the basis of the relevant policy and processes set out in the PSFDH Corporation By-Law Articles 4.3, "Qualification of Directors" and 6, "Conflict of Interest" and Governance Process Policy No.2.23, "Conflict of Interest";

BE IT RESOLVED THAT:

THAT the PSFDH Board of Directors accepts the recommendation of the Governance Committee and endorses Dr. Hollis to continue to serve on the PSFDH Board of Directors in spite of the above noted policies and by-law articles provided that Dr. W. Hollis declares a conflict of interest (whether perceived or real) as required.

CARRIED.

G. Church stated that the effect of the resolution will avoid Dr. W. Hollis having to resign from the board. Dr. Hollis will need to declare conflicts given his situation and the onus will be on Dr. W. Hollis to determine when there is a conflict.

16. Next Meeting Date

Regular Meeting: Tuesday, June 28, 2022, via videoconference at 7:30 a.m.

17. Closed Session No. 2

RESOLUTION No. 77/22

*MOVED by A. Thomlinson
SECONDED by B. Hirst*

THAT the PSFDH Board of Directors moved to a closed session (No. 2) at 9:02 a.m.

CARRIED.

RESOLUTION No. 78/22

*MOVED by S. Bird
SECONDED by A. Thomlinson*

THAT The PSFDH Board of Directors moved out of the closed session (No. 2) at 9:05 a.m.

CARRIED.

18. Adjournment

RESOLUTION No. 79/22

*MOVED by L. Drynan
SECONDED by K. Clupp*

THAT the May 24, 2022 Perth and Smiths Falls District Hospital Board of Directors' meeting adjourned at 9:05 a.m.

CARRIED.



G. Church, Chair



M. Cohen, Secretary