

**Perth and Smiths Falls District Hospital**  
Board of Directors Meeting  
Tuesday, June 22, 2021  
Via Videoconference @ 7:30 a.m.

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

REGRETS: Dr. A. Kuchinad

IN ATTENDANCE: D. Hodgins, VP, Finance & Support Services, K. Kelly, Recording Secretary, M. Young, President, GWM Auxiliary, M. Hallam, ED, PSFDH Foundation

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**1. Call to Order – D. Howard**

D. Howard, Chair, called the meeting to order at 7:31 a.m.

**2. Chair's Remarks – D. Howard**

D. Howard welcomed everyone to today's meeting has a full agenda and it will be a long day as the Annual General Meeting is planned for end of day.

**3. Patient & Family Centred Care – N. Shaw**

A grateful patient letter was shared in the meeting materials.

**4. Declaration of Conflict of Interest – D. Howard**

D. Howard reminded members to declare at any point during the meeting.

**5. Approval of Agendas – D. Howard**

**a) Regular Meeting and Consent Agendas**

D. Howard confirmed that the draft minutes were posted to the portal earlier for members to review.

**Regular Meeting Agenda/ Consent Meeting Agenda**

*RESOLUTION No. 74/21*

*MOVED by K. Clupp*

*SECONDED by L. Drynan*

*The regular meeting and consent agendas were approved as presented.*

*CARRIED.*

The Executive Profile for the CEO Recruitment was removed from the Consent Agenda to New Business Item 9. A) for discussion.

**6. Foundation & Auxiliaries**

**a) PSFDH Foundation – Dr. K. Wickens**

Dr. K. Wickens reported that the Foundation has been working on a number of internal items such as website development. They have been discussing the high priority capital equipment totalling \$1.2 million

for 2021/22 presented by the Hospital. The Foundation received its CRA number and Letters Patent which enables fundraising activities. Dr. Wickens thanked Dr. B. Guppy for his support during the amalgamation. The Foundation annual general meeting is scheduled for Friday, July 23, 2021.

**b) GWM Auxiliary – M. Young**

No report to present today.

**7. Action Items**

**7.1 Leadership Report – Dr. B. Guppy**

Dr. B. Guppy referred the members to the June 2021 Leadership Report which was shared in advance of the meeting. He highlighted the following:

- Thanks to the Foundation for their support of the high priority capital items;
- A number of Ontario Health organizational changes are noted in the report report;
- COVID-19 Updates:
  - o Vaccination rates are high for PSFDH staff with active staff physicians having 100% vaccination for 1<sup>st</sup> dose. In-house clinics are underway.
  - o COVID-19 Assessment Centre (CAC) has reduced hours/days due to lower demand.

An update on Ontario Health Teams will be provided during the closed session.

*RESOLUTION No. 75/21*

*MOVED by C. Dolgowicz*

*SECONDED by Dr. W. Hollis*

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

*CARRIED.*

**7.2 Chief of Staff Report – Dr. K. Stolee**

Dr. Stolee referred the members to the report included in the meeting materials. She thanked the Foundation for the tremendous support of the high priority capital items. She highlighted the following items:

- MAC credentials will be discussed during the closed session.
- Recruitment Update:
  - o The most valuable recruitment tool is through education. She asked if the board would consider an acknowledgement to the medical trainee preceptors for their work and contribution to the professional staff recruitment efforts. The board was supportive of a letter. D. Howard will draft a letter to the key supervisors. Dr. Stolee will provide a list to D. Howard.
  - o G. Church suggested that this should be an ongoing acknowledgement to recognize the efforts of preceptors.
  - o Urology Recruitment Update – Dr. Setterfield will commence his practice on July 1, 2021.
  - o D. Howard will also prepare a letter to Dr. Roney regarding his retirement.
- Cataract services: PSFDH offered support to the Kingston group from which there has been positive feedback from patients for the care provided at PSFDH.
- Professional staff by-laws: the changes are supported by MAC. The changes will be brought forward for formal approval at today's Annual General

Dr. K. Stolee remarked that on behalf of the MAC and medical staff, she is thankful for D. Howard's leadership and her efforts to include physicians in a meaningful fashion. The efforts have resulted in a positive and stronger relationship with the Board.

*RESOLUTION No. 76/21*

*MOVED by C. Dolgowicz*

*SECONDED by Dr. W. Hollis*

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

*CARRIED.*

### **7.3 Medical Staff Association (MSA) Report – Dr. M. Roberts**

Dr. M. Roberts added that the increased collaboration from the Board, and is hopeful that this will continue. He noted that the Medical Staff Association appreciated the efforts and inclusion. He stated that there are no pressing matters to raise and almost all physicians are fully vaccinated. The vaccination has contributed to a calmer work environment.

### **7.4 Governance Committee Items – J. Hewitt**

#### **i) Governance Process Policy No. 2.6.8, “Fiscal Advisory Committee Terms of Reference”**

J. Hewitt reported that the Finance and Governance Committees have reviewed the proposed terms of reference and the draft had been shared with the Board.

*RESOLUTION No. 77/21*

*MOVED by J. Hewitt*

*SECONDED by L. Drynan*

*THAT the PSFDH Board of Directors accepts the recommendation of the Governance Committee to approve the Governance Process Policy No. 2.6.8, “Fiscal Advisory Committee Terms of Reference” as presented.*

*CARRIED.*

#### **ii) By-Law Amendment – Article 14.2, “Chief of Staff”**

J. Hewitt reported that resulting from the review and revisions of the Professional Staff by-laws this reference is moved to the Corporation By-Laws. The members referred to the proposed change to Article 14.2, “Chief of Staff”.

*RESOLUTION No. 78/21*

*MOVED by J. Hewitt*

*SECONDED by B. Hirst*

*THAT the PSFDH Board of Directors accepts the recommendation of the Governance Committee and approves the new Corporation By-Law Article 14.2, “Chief of Staff” as presented.*

*CARRIED.*

### **7.5 Declaration of Compliance – LCMH – MSAA – Dr. B. Guppy**

*RESOLUTION No. 79/21*

*MOVED by G. Church*

*SECONDED by J. Fenik*

*THAT the PSFDH Board of Directors accepts the recommendation of the President & CEO and authorizes the Chair, Board of Directors to sign and submit to Ontario Health the Declaration of Compliance for Lanark County Mental Health pursuant to the MSAA effective April 1, 2018.*

*CARRIED.*

## **7.6 Professional Staff By-Law Amendments – Dr. B. Guppy/Dr. K. Stolee**

Dr. B. Guppy stated that this review completes the full review of the entire by-laws for the organization. The matter was discussed as follows.

Dr. Hollis noted Article 12.2, “Eligibility for Office”, indicates only physicians are eligible leaving other professional staff (midwives, dentists, nurse practitioners) ineligible. Dr. Stolee noted that this is generally standard for hospitals across Ontario and PSFDH does not have any midwives, nurse practitioners, or dentists on staff. Going forward this section can be amended. Dr. B. Guppy added he raised this item with legal counsel and noted that Regulation 965 is physician-centric. This area will see an evolution and the by-laws can be amended when relevant.

S. Bird brought forward his comments:

- Article 1.2, “Interpretation”, to be expanded to be more inclusive with the use of “other genders”.
- Article 1.1 (l), “Hospital” define “corporation”.
- Article 3.1, “Honorary Staff” – reference to “contributed to the hospital” and suggested using “contribution” rather than “accomplishment”.
- There are minor typographical errors that he will send to Karen.

G. Church acknowledged the work completed by Dr. K. Stolee and the group. D. Howard added that C. Beckett was key in preparing the first rewrite based on best practices that will allow for flexibility going forward.

Along with the above discussion amendments, members were asked to consider the revised motion.

*(REVISED) RESOLUTION No. 80/21*

*MOVED by L. Drynan  
SECONDED by S. Bird*

*THAT the PSFDH Board of Directors accepts the recommendation of the Chief of Staff to approve the Professional Staff By-Law amendments as provided with changes as discussed and set out in the spreadsheet, “Professional Staff By-Laws: Proposed revisions May 18, 2021” as provided.*

*Further, the PSFDH Board of Directors will recommended the approval by the Corporation Membership at the 2021 Annual General Meeting.*

*CARRIED.*

## **8 Business Arising from Minutes – Nil.**

## **9 New Business – Nil.**

### **9.1 Executive Briefing – D. Howard/G. Church**

The job posting was finalized and posted on eight sites including LinkedIn. An executive brief was created and will be made available to any interested candidates. Dr. Guppy noted that this document is a standard tool used by recruitment companies and includes area and hospital profiles (description of services) along with an organizational chart.

G. Church suggested building Ontario Health Teams and HIS strategies into the document. Dr. Guppy noted that hospitals are limited on what can be shared on the regional HIS until next week but information can be sent separate to candidates once permitted.

## **10 Board Committee Reports**

### **10.1 Governance Committee – June 15, 2021 – J. Hewitt**

#### **a) Committee Report to the Board**

The Committee Report to the Board was included in the materials. The Board Member Terms Listing and Acclamation of Directors documents were shared for reference and information. The acclamation of directors was prepared based on responses from members regarding their continued interest to participate on the hospital board. This document will be presented at the Annual General Meeting.

## **10.2 Finance Committee – June 17, 2021 – K. Clupp**

### **a) Committee Report to the Board**

The Committee Report to the Board was included in the materials. The following items were highlighted:

- A recap of the 2020/21 capital equipment expenditure funds commitment was provided for \$2.4 million.
- A financial resources indicators/scorecard will be developed. A working group involving Dr. W. Hollis, B. Hirst, C. Dolgowicz and D. Hodgins will determine the appropriate indicators.

D. Howard remarked on the amazing accomplishments during this past year of uncertainty.

### **a) CFO Report**

The CFO report was included in the materials.

## **10.3 Sponsored Organizations – D. Howard**

D. Howard thanked H. Bedor and R. Fromowitz for joining today's meeting and providing updates.

She noted that H. Bedor will present her quarterly report this morning.

### **a) Lanark County Mental Health – R. Fromowitz**

The LCMH quarterly report was included in the materials for member information.

D. Howard appreciated the reports as it provides a better connection with the program and services.

### **b) Lanark County Support Services – H. Bedor**

H. Bedor presented her report and highlighted the following:

- LCSS continues to provide modified service due to restrictions and are responsive to client needs;
- LCSS is celebrating its 40<sup>th</sup> anniversary this year and will mark the milestone with a number of pandemic appropriate activities.

*H. Bedor, R. Fromowitz, M. Young, M. Hallam left the meeting at 8:30 a.m.*

## **11 Closed Session Items**

*RESOLUTION No. 81/21*

*MOVED by K. Clupp*

*SECONDED by L. Drynan*

*THAT the PSFDH Board of Directors moved to a closed session at 8:31 a.m.*

*CARRIED.*

*RESOLUTION No. 82/21*

*MOVED by J. Hewitt*

*SECONDED by B. Hirst*

*THAT the PSFDH Board of Directors moved out of the closed session at 9:37 a.m.*

*CARRIED.*

Closed Session Resolutions:

## **Robotics Assisted Orthopedic Joint Replacement**

RESOLUTION No. 83/21

MOVED by J. Fenik  
SECONDED by K. Clupp

*THAT the PSFDH Board of Directors authorizes the acquisition of Robotic Assisted Joint Replacement for a 12 month period ending no later than September 30, 2022 as an operating budget variance of up to \$58,000, with the option of a further longer term extension contingent on the extension of the current associated consumable contract, satisfactory outcome of the procurement process for the associated consumable supplies, and identification of sustainable funding for the Robotic Assisted Joint Replacement equipment.*

CARRIED.

## **Professional Staff Appointments**

RESOLUTION No. 84/21

MOVED by G. Church  
SECONDED by S. Bird

*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.*

CARRIED.

## **Bank Demand Loan Renewal**

RESOLUTION No. 85/21

MOVED by K. Clupp  
SECONDED by C. Dolgowicz

*THAT the PSFDH Board of Directors accepts the Finance Committee recommendation to authorize the renewal of the loan in the amount of \$2M maturing on July 6, 2021 for a period of 60 days, with further approval to renew the loan on 30 day cycles until sufficient funds ~~working capital~~ are received and to be applied against the loan.*

CARRIED.

**Regional HIS Initiative** – the members discussed the financial support of the RHIS and supported the initial payment plan as discussed during the closed session. No formal resolution at this time.

## **Ontario Health Team Indemnity Agreement**

RESOLUTION No. 86/21

MOVED by C. Dolgowicz  
SECONDED by B. Hirst

*The Perth and Smiths Falls District Hospital Board of Directors authorizes the President & CEO, following any additional due diligence, to sign the LLG OHT indemnity agreement.*

CARRIED.

## Agenda and Minutes

RESOLUTION No. 87/21

MOVED by C. Dolgowicz

SECONDED by J. Fenik

THAT the PSFDH Board of Directors approved the following items:

- May 25, 2021 and May 26, 2021 closed session notes as presented; and
- June 22, 2021 Closed Session agenda.

CARRIED.

### 12 Standing Items

#### 12.1 Strategic Planning Update – D. Howard/Dr. B. Guppy

No updates at this point.

13 Information Items – items provided for information.

#### 14 Next Meeting Date

Regular Meeting: Tuesday, August 24, 2021, via videoconference at 7:30 a.m.

D. Howard suggested there might be a special meeting called regarding CEO recruitment. She noted that board's diversity and perspectives and appreciated that level of interaction.

She then thanked and acknowledged everyone for his or her participation on the board. G. Church also acknowledged her direction and leadership during her time as Board Chair and as a member of the hospital board.

### 15 Adjournment

RESOLUTION No. 88/21

MOVED by C. Dolgowicz

SECONDED by K. Clupp

THAT the June 22, 2021 Perth and Smiths Falls District Hospital Board of Directors' meeting adjourned at 9:42 a.m.

CARRIED.

"D. Howard"

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D. Howard, Chair

"Dr. B. Guppy"

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Dr. B. Guppy, Secretary