

Board of Directors Meeting MINUTES

Date: April 25, 2023

Time: 5:30 PM

Location: Board Room & Zoom

Chair: Mr. John Frostiak

Present: Mr. John Frostiak, Mr. Dennis Gushulak, Ms. Dianne Pertoci, Ms. Marion Whitton, Mr. Marshall Dumontier, Ms. Eleanor Vachon, Mr. Trevor Zhukrovsky, Ms. Arlene Swanwick, Ms. Holly Stamarski

Staff: Ms. Angela Bishop, Ms. Amanda Kaczmarek, Mr. Alex McAuley (Zoom), Dr. Diane Zielke (Zoom), Ms. Meghan Gilbert

1. CALL TO ORDER

The meeting was called to order by Mr. John Frostiak at 5:32 PM.

1.1. Quorum

Quorum was established.

1.2. Acceptance of Agenda

- **Item 4.1 was moved to the beginning of the meeting. The following motion was brought forward:**
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MOTION NO: 23-21 Moved: D. Gushulak Seconded: E. Vachon

That the agenda for the April 25, 2023 meeting of the RLMCMH Board of Directors be accepted with the proposed changes.

Vote for motion: Carried.

1.3. Declaration of Conflict of Interest

- None

4. 1 ONCA By-Law Revisions: presentation by Holly Ryan of Borden Ladner Gervais Ms. Ryan presented the By-Law revisions for the review of the Board. The revisions follow the OHA prototype, use plain language and are gender neutral. The by-laws contain a provision for a ‘floating’ board, with the option of having eight to ten elected directors plus four ex-officio and two appointed for a total of 14 -16. At a Members’ meeting the by-laws default to ONCA which enables the chair to have the casting vote. Ms. Ryan reviewed the Articles of Amendment including the description of Changes to Purposes.

Ms. Ryan reviewed the following policies and committee terms of reference: Audit Committee Terms of Reference, Conflict of Interest, Annual Declaration and Consent, Director Nomination and Election Process, Executive Committee Terms of Reference and Code of Conduct. The language in the policies has been updated to mirror the requirements of ONCA.

The question was posed whether the Employment Services program is covered by the description of Purposes.

ACTION: Ms. Ryan will discuss internally and respond to the CEO.

Ms. Bishop confirmed that the revised By-Laws and supporting material had been circulated to the Board prior to the meeting.

The following motion was brought forward:

MOTION NO: 23-22 Moved: E. Vachon Seconded: A. Swanwick

WHEREAS the Not-for-Profit Corporations Act, 2010 (Ontario) (“ONCA”) came into force on October 19, 2021.

AND WHEREAS The Red Lake Margaret Cochenour Memorial Hospital Corporation (the “Corporation”) wishes to file Articles of Amendment to update its purposes and special provisions, and to make other changes to comply with ONCA (the “Articles of Amendment”).

AND WHEREAS this special resolution is to be passed by a majority of the board of directors of the Corporation (the “Board”) and then confirmed by at least 2/3 of the members of the Corporation (the “Members”) in attendance and voting at a special Members’ meeting.

ARTICLES OF AMENDMENT

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. The Form 5271E – Articles of Amendment, a copy of which has been circulated in advance of the meeting, is approved.*
- 2. Any two directors and/or officers are together authorized and directed, for and on behalf of the Corporation, to sign and file the Articles of Amendment, effective when the protocol for filing Articles of Amendment under ONCA is finalized by the governmental authorities having jurisdiction in respect of the Articles of Amendment, including without limitation, the Ministry of Health, Ontario Public Guardian and Trustee, and Service Ontario (each, a “Governmental Authority”), with such amendments as they may deem necessary or advisable to comply with*

the requirements of any Governmental Authority, without the need for further approval of the Board or the Members.

Vote for motion: Carried.

The following motion was brought forward:

MOTION NO: 23-24 Moved: M. Dumontier Seconded: M. Whitton

That:

1. *The corporate by-laws of the Corporation (the “By-laws”), in the form presented to the directors, are approved and adopted as the by-laws of the Corporation, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-laws.*
2. *The By-laws be submitted to the Members for confirmation.*
3. *Following confirmation by the Members, the Chair and the Secretary of the Corporation are authorized and directed to certify a copy of the By-laws as confirmed by the Members and to place such certified copy in the minute book of the Corporation.*

Vote for motion: Carried.

The following motion was brought forward:

MOTION NO: 23-25 Moved: H. Stamarski Seconded: D. Pertoci

RESOLVED that each of the following governance policies:

- *Annual Director Declaration and Consent;*
- *Code of Conduct*
- *Conflict of Interest Policy*
- *Executive Committee Terms of Reference*
- *Finance and Audit Committee Terms of Reference*
- *Nomination and Election Process Policy*

are revoked and replaced with the following governance policies, in the form presented to the directors:

- *Annual Declaration and Consent;*
- *Code of Conduct*
- *Conflict of Interest Policy*
- *Executive Committee Terms of Reference*
- *Finance and Audit Committee Terms of Reference*
- *Nomination and Election Process Policy*

Vote for motion: Carried.

1. CONSENT AGENDA

For the purpose of convenience and for expediting meetings, matters of business of repetitive or routine nature are included in the Consent Agenda and all such matters of business contained in the Consent Agenda are voted on collectively. A particular matter of business may be singled out from the Consent Agenda for debate or for a separate vote upon the request of any Member. In the case of a separate vote, the excluded matter of business is served from the Consent Agenda, and only the remaining matters of business contained in the Consent Agenda are voted on collectively

- 1.1. Minutes, Board of Directors, March 28, 2023
- 1.2. Minutes, Quality Committee, March 14, 2023
- 1.3. Minutes, Resource and Planning Committee, March 21, 2023
- 1.4. Medical Advisory Committee, February 23, 2023

The following motion was brought forward:

MOTION NO: 23-26 Moved: D. Gushulak Seconded: E. Vachon

That the Consent Agenda be approved as presented.

Vote for motion: Carried.

3.0 BUSINESS ARISING

3.1 CEO Onboarding – verbal report A. Bishop

- Mr. Kumar will begin orientation on May 15, 2023, and assume the role on May 19, 2023.
- Mr. Kumar has connected health leaders at St Joseph’s Care Group and Ontario Health North as an orientation to the system
- Ms. Bishop and Mr. Frostiak have consulted with Annie Tobias at Proximity Institute regarding CEO onboarding
- Ms. Bishop invited Mr. Frostiak and Mr. Dumontier to join in a discussion with Kellie Obrien, CEO at SJCG on April 26, 2023 for insights on CEO onboarding
- Ms. Bishop is compiling a summary of RLMCMH issues for review by the Board and will circulate for input.

3.2 Honeywell Loan Repayment

- A. McAuley presented four options for loan structure to repay the construction loan for the Honeywell project. The four

options are fixed rate/fixed term, variable rate/fixed term, BA swap and BA swap (7+3). Each loan structure was presented with varying starting balances, and repayment terms of 10 years, 15 years and 20 years.

The following motion was brought forward:

MOTION NO: 23-27

Moved: A. Swanwick Seconded: E. Vachon

Whereas:

- *the RLMCMH must convert the Banker Acceptance loan, also known as a construction loan to a long-term loan before June 30, 2023; and*
- *whereas the RLMCMH has long-term investments that can be used for a cash injection to reduce the initial loan amount;*
- *whereas, returns on the long-term investments have historically outpaced the cost of borrowing;*
- *Be it resolved that:*

That the RLMCMH Board of Directors approves the conversion of the Bankers Acceptance loan to a loan of \$1,750,000 with an Interest Rate Swap (Swap) and a 15-year term;

furthermore, that the Board approve an upfront injection of \$250,000 from the long-term investments and, that Bob Wong CIBC advisor be consulted regarding which investment product should be redeemed;

furthermore, that all payments for the loan will be taken directly from the returns on the investment account and any shortfall will be withdrawn from the investments to fund the shortfall.

Vote for motion: Carried.

3.3 HIS Meditech Expanse

- It was generally agreed that sufficient information was received at the R& P meeting on April 18th and all questions were answered at that time.

The following motion was brought forward:

MOTION: 23:28 MOVED: D. Gushulak Seconded: M. Dumontier

Whereas the current hospital information system (Meditech Client/Server) is

approaching end of life,

- *and whereas the North West Regional Hospital CEO Steering Committee on March 30, 2023 has recommended the Business Case for approval to the Boards of Directors*
- *and whereas the total one-time cost is estimated to be \$107.2M and average annual new operating cost is estimated to be \$12.2M*
- *and whereas Red Lake Margaret Cochenour Memorial Hospital's share of that one time cost, at 1.3%, is estimated to be \$1,409,162 and average annual net new operating cost is estimated to be \$150,060*
- *and whereas TBRHSC has agreed to be the lead finance entity, where other hospitals agree to pay their share*

be it hereby resolved that the Board of Directors approve proceeding with the upgrade to Meditech Expense, as presented.

Vote for motion: Carried.

3.4 Board email accounts: deferred

3.5 Collaborative Health Governance Program, DeGroot School of Business: next offering October 18 – 21, 2023

4 NEW BUSINESS

4.1 ONCA By-Law Revisions

4.2 Nominations Committee appointment: E. Vachon accepted appointment to the Nominations Committee for the remainder of the term to June 27, 2023

4.3 Financial update, March 31, 2023

- As of March 31, 2023, the surplus is estimated to be in the range of \$80,000 to \$130,000. However, this is prior to the accrual of retroactive salary adjustments required by the repeal of Bill 124 and the Stout and Geldof arbitration decisions for the ONA collective agreement; it is anticipated that the Hospital will end the fiscal year in a deficit position.
- The audit will begin May 1, 2023.

4.4 HSAA 2023-2024

- Red Lake hospital received the 2023-2024 HSAA on April 19, 2023.

The base funding was adjusted by 1% (approximately \$75,000).

- 1% increase in revenue is an estimated amount
- As expected, Ontario Health North (OHN) issued a Balanced Budget Waiver (BBW) Level 2 for 2023-2024. The HSAA total margin percentage performance target has been amended to -5.38% (indicative of the projected \$600,000 deficit).
- The BBW, Level 2, comes with the requirement to develop a Performance Improvement Plan (PIP) to balance the budget in 3 fiscal years, i.e., 2025-2026 and to submit the draft plan by June 30, 2023.
- Ms. Bishop has received information that the Ministry of Health will issue hospital funding letters in late May or June.
- Ms. Bishop presented a draft letter for the Board's consideration, outlining the conditions which will need to be met before the RLMCMH can submit a PIP.

The following motion was brought forward:

MOTION NO: 23-28 Moved: D. Gushulak Seconded: A. Swanwick

That the RLMCMH Board of Directors approves the signing of the HSAA 2023-2024; furthermore, that the Chair of the Board sign a letter outlining conditions that will have to be known before a PIP can be drafted that would not include cuts to service:

- *Confirmation of additional funding to the global budget (beyond 1%)*
- *Resolution of outstanding collective agreements*
- *The impact of the repeal of Bill 124*
- *Confirmation of associated funding for the repeal of Bill 124*

Vote for motion: Carried.

4.5 Accruals for Bill 124 Re-opening

4.5.1 Briefing note outlining the options of accrual of retroactive pay for Bill 124 reopening was presented. During the meeting, A. McAuley introduced the Geldof arbitration award which was released on April 25, 2023; budget implications of said award were discussed. The accrual of ONA retro for Year 3 of the contract was amended to \$34,000.

- Ms. Bishop agreed to present a comparison of non-union/management salaries and the new ONA salary grid at the R&P meeting in May.

The following motion was brought forward:

MOTION NO: 23-29

Moved: D. Gushulak Seconded: A. Swanwick

That the RLMCMH Board of Directors approve the accruals as presented and amended:

- *the accrual of roughly \$78,000 for ONA retro pay for fiscal years 2020/2021 and 2021/2022 as stipulated in the Stout arbitration award and that the accrual to be recorded in the year ending March 31, 2023; furthermore,*
- *the accrual of roughly \$34,000 for ONA retro pay for fiscal year 2022/2023 as stipulated in the Geldof Award; the accrual to be recorded in the year ending March 31, 2023; furthermore,*
- *for the employees of the union CUPE, pending arbitration decisions in 2023, the accrual of \$40,400 for anticipated retro pay; the accrual to be recorded in the year ending March 31, 2023; furthermore,*
- *the accrual of \$18,000 retro for increase to base salary for 2020-2022 for non-union and management salaries (excluding CEO and CNE), accrual to be recorded in the year ending March 31, 2023*

Vote for motion: Carried.

4.6 Capital Plan

The following motion was brought forward:

MOTION NO: 23-30

Moved: M. Whitton Seconded: M. Dumontier

That the Board approve the 2023-2024 Capital Plan as presented.

4.7 Review of Internal Audit Plan

- MNP will begin the audit on May 1 at DRHC with the RLMCMH financial services team
- MNP will issue a Letter of Engagement in the week of May 1, 2023
- Anticipate an Audit Committee immediately prior to the regular Board meeting on May 25.
- Audit Committee members: D. Pertoci, H. Stamarski and E. Vachon.
- Mr. Frostiak asked A. Swanwick to join the committee, to take the seat

vacated by S. Green. Ms. Swanwick agreed.

4.8 CFO Report on Compliance with Legal and Financial Reporting:

- deferred to May

4.9 Annual Meeting: The Board agreed that the Members Meeting will be held on June 27; Ms. Bishop to secure a venue

4.10 50th Anniversary BBQ for Staff

- General agreement that the Board will host an appreciation barbeque for employees during the week of the anniversary celebrations, July 17 – 21; date and details to be determined.

5. Correspondence – none

6. Emerging Issues for Discussion

6.1 Ms. Bishop opened a discussion of implementing a CAT scan service. Pikangikum and the Municipality of Red Lake are pressing for a CAT scan, which would have significant impact for patients and recruitment of physicians. The RLH leadership team met virtually with Ontario Health North on April 17, 2023 to initiate the conversation.

- To gain approval from the MOH for a CAT scan requires a balanced budget, own money for capital and operations, robust planning and Ontario Health approval.
- Building an addition is a long-range project that would require application to the Capital Branch of Ontario MOH, collaboration with community partners (ie mining companies) and collaborative planning/execution.
- But if there was ever a time to initiate this conversation, now is that time, and the collaboration between Pikangikum and RLMCMH is the key to success.
- Ontario Health is currently conducting a study of diagnostic imaging access across the north. The OHN team agreed to begin internal discussion and followup with RLMCMH leadership.

7. Reports

7.1. RLMCH Foundation: Ms. Whitton advised the Board that the Smile Cookie Campaign is May 1 – 7, a joint venture of the Foundation and the Auxiliary. The Charity Golf Tournament will be June 23 – 24 and plans are well underway. The Foundation has pledged to pay for 50% of a cardiac monitoring system for the

inpatient unit.

7.2. RLMCH Auxiliary: Ms. Pertoci advised the Board that the Auxiliary is hosting the Spring Craft Market on Saturday April 29 at the Legion. Chase the Ace is ongoing. Many Auxiliary members have volunteered to work at the Smile Cookie campaign. The Auxiliary has pledged to pay for 50% of a cardiac monitoring system for the inpatient unit.

7.3 Chief Nursing Executive: Ms. Gilbert reported:

- Masking policy was updated effective April 25; masks are no longer required in meeting rooms, offices or the lower level of the hospital. Masks are still required in hallways on the main level, waiting rooms and in patient encounters. Visitors are required to mask. The policy will be reviewed on May 8.
- Staffing: the hospital continues to require agency nurses; this trend is expected to continue as the Hospital manages multiple sick leaves.
- ED volume has increased as the availability of appointments at the clinic decreases.
- Dr. Martha Lyons, the new Director for the Kenora Rainy River Laboratory Program, visited RLMCMH on April 19th, met with physicians and laboratory technologists.

7.4 CEO Report: Ms Bishop reported:

- A possible candidate for the position of Manager of the Safe Beds Program will come for a site visit May 1 – 3. Once a manager has been hired, recruitment for other staff will commence.
- The Hospital anticipates that the renovations and furnishing of the 2-bedroom apartment above Belezza will be completed within the week. The apartment will be used to accommodate agency nurses and/or newly recruited employees as a temporary stay.
- Interviews are underway for CNE in anticipation of Ms. Gilbert's departure.
- The NP position that is funded for the emergency department has been vacant since inception. A request is being made to OHN to use the funding for an NP in an urgent care clinic at the Family Health Team. Decision is pending.

7.5 Chief of Staff Report: Dr. Zielke reported that:

- Dr. Molnar has given notice that she will not renew her .4 FTE position, effective June 30.
- Dr. Lobb will be on paternal leave from May 22 to August 31
- A Resident that was scheduled to begin in May has cancelled.
- Regional Chief of Staff meeting: the same scenario is happening across the northwest. Dr. Brad Jacobson at TBRHSC is attempting to organize a team of Thunder Bay emergency doctors who would be prepared to 'rescue' small hospitals at risk of ED closures. This project is in the initial stage.

8. MEETING EFFECTIVENESS SURVEY

- a. Survey for Today's Meeting will be sent by email

9. CELEBRATIONS 50th Year

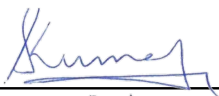
- a. Ms. Vachon reported that:
- i. An application for funding has been submitted to the Municipal MAT fund
 - ii. **The reception will be held on Friday July 21;** Jim Desmerais has agreed to provide background music for the wine and cheese celebration; Rob McEwen will be the guest speaker
 - iii. A large banner and a flag have been ordered for display outside the hospital
 - iv. The committee is compiling a list of names of original employees and physicians
 - v. There will be an anniversary cake at the community pig roast on Sunday July 23.

10. ADJOURNMENT

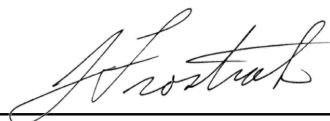
The meeting was adjourned by Mr. Dumontier at 8:35 pm.

11. DATE OF NEXT MEETING: May 23, 2023.

12. IN CAMERA: The Board adjourned to the in-camera meeting.



Mr. Sumeet Kumar
President & CEO



Mr. John Frostiak
Board Chair