

# Board of Directors Meeting MINUTES

Date: May 23, 2023

Time: 5:30 PM

Location: Board Room & Zoom

Chair: Mr. John Frostiak

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

**Staff:** Ms. Hannah Kochuk, Mr. Sumeet Kumar, Mr. Alex McAuley (Zoom), Dr. Diane Zielke (Zoom), Ms. Meghan Gilbert

**Regrets:** Ms. Kira Kuzemchuk, Ms. Amanda Kaczmarek

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## 1. CALL TO ORDER

The meeting was called to order by Mr. John Frostiak at 5:29 PM.

### 1.1. Quorum

Quorum was established.

### 1.2. Acceptance of Agenda

**The following motion was brought forward:**

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**MOTION NO: 23-31    Moved: M. Dumontier    Seconded: D. Gushulak**

*That the agenda for the May 23, 2023, meeting of the RLMCMH Board of Directors be accepted, as presented.*

**Vote for motion: Carried.**

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### 1.3. Declaration of Conflict of Interest

- Mr. McAuley declared conflict of interest for item 3.2. DRHC Financial Contract.

### 1.4. Statement

As a participant of the meeting, please raise your hand and wait for an invitation from the Chair to speak to ensure all discussion can be heard and to foster participation.

## 2. 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*

- 2.1. Minutes, Board of Directors, April 25, 2023
- 2.2. Minutes, Quality Committee, April 11, 2023
- 2.3. Minutes, Resource and Planning Committee, March 21, 2023
- 2.4. Medical Advisory Committee, March 30, 2023  
Medical Advisory Committee, March 30, 2023

**The following motion was brought forward:**

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**MOTION NO: 23-32 Moved: M. Whitton Seconded: A. Swanwick**

*That the consent agenda of the May 23, 2023, meeting of the RLMCMH Board of Directors be accepted with proposed changes.*

**Vote for motion: Carried.**

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## 3. BUSINESS ARISING

### 3.1. Board Emails

- Ms. Bishop spoke with Ms. Fedell, Regional Chief Information Officer, to discuss best practices regarding Board emails.
- The recommendation was to use the RLMCMH email as it at least limits the risk. The team can send an auto-forward to a personal email address telling Board members that they have an RLMCMH email to pick up.
- RLMCMH will be moving to Office 365 in the coming year. It was decided that the Board of Directors and Leadership Team would be the first phase to move to the new system.

### **3.2. DRHC Financial Services Contract**

- DRHC has approved the contract with the amendments made by RLMCMH.
- Once their Board Chair signs, Mr. Frostiak will be provided with the final copy.

### **3.3. OHN Performance Improvement Plan, deadline June 30<sup>th</sup>**

- A meeting with CEOs and OHA has been postponed. Further updates on the timing of performance plans will be discussed.
- Draft versions should provide a high-level impact of what the budget reflections could be and will continue to be reviewed over the summer.

### **3.4. CIBC Loan- Honeywell**

- Mr. Kumar, Ms. Bishop, and Mr. McAuley met with the CIBC investment advisors to arrange a process to draw on the funds.
- The actual income earned will be placed into a money market account that will accumulate during the year and provide us access to draw upon to pay off the loan on an annual basis.
- The loan will be switched to a BA swap in June 2023.

### **3.5. By-Laws: Amendment to By-Laws**

**The following motion was brought forward:**

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**MOTION NO: 23-33    Moved: M. Whitton    Seconded: D. Gushulak**

**That the Board approve the amendment of item 3.7 Election and Term**

*Directors shall be elected and shall retire in rotation. The Directors referred to in section 3.1(a) shall be elected for a term **of up to three years**, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 3.5 or 3.6 or until the end of the meeting at which their successor is elected or appointed. Four Directors shall retire from office each year subject to re-election as permitted by section 3.9.*

**Vote for motion: Carried.**

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The following motion was brought forward:

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**MOTION NO: 23-34    Moved: M. Whitton    Seconded: D. Gushulak**

**That the Board approve the amendment of item 3.1 Composition of the Board**

*Eight to **twelve** Directors, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.10;*

**Vote for motion: Carried.**

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#### **4. NEW BUSINESS**

##### **4.1. Financial Statements, Draft Fiscal Year 2022-2023**

- Mr. McAuley gave a detailed overview of the fiscal year-end statements, noting a roughly \$18,000 surplus.
- He discussed the increase in assets which can be related to the work from Honeywell.
- The current excess of revenue is \$115,310 which will change as a part of the bill-124 reopener retroactive pay is not included in this line. The updated amount will be provided to the Audit Committee.

The following motion was brought forward:

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**MOTION NO: 23-35                      Moved: A. Swanwick    Seconded: D. Gushulak**

*That the RLMCMH Board of Directors accept the draft financials as presented subject to the Audit Committee.*

**Vote for motion: Carried.**

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##### **4.2. CFO Report on Compliance with Legal and Financial Reporting**

- Mr. McAuley reviewed the documents sent this fiscal.
- The Hospital is up to date on all submissions.

##### **4.3. Nominations**

Mr. Gushulak moved and Mr. Dumontier seconded to move the meeting to in-camera at 7:13.

Mr. Gushulak moved and Ms. Swanwick seconded to re-open the meeting at 7:24.

**4.3.1. Re-Election: Trevor Zhukrovsky, Holly Stamarski, Arlene Swanwick**  
The following motion was brought forward:

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**MOTION NO: 23-35      Moved: E. Vachon      Seconded: J. Frostiak**

*That the Board of Directors recommends the election of Mr. Trevor Zhukrovsky as a Board Director for the term of one year.*

**Vote for motion: Carried.**

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The following motion was brought forward:

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**MOTION NO: 23-36      Moved: M. Dumontier      Seconded: A. Swanwick**

*That the Board of Directors recommends the re-election of Ms. Holly Stamarski as a Board Director for the term of two years.*

**Vote for motion: Carried.**

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The following motion was brought forward:

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**MOTION NO: 23-37      Moved: E. Vachon      Seconded: M. Whitton**

*That the Board of Directors recommends the re-election of Ms. Arlene Swanwick as a Board Director for the term of two years.*

**Vote for motion: Carried.**

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**4.3.2. Reappointment: Foundation and Auxiliary**

The following motion was brought forward:

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**MOTION NO: 23-38      Moved: T. Zhukrovsky      Seconded: D. Pertoci**

*That the Board of Directors recommends the reappointment of Ms. Marion Whitton as the Foundation Representative for the term of two years.*

**Vote for motion: Carried.**

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The following motion was brought forward:

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**MOTION NO: 23-39      Moved: M. Dumontier      Seconded: A. Swanwick**

*That the Board of Directors recommends the reappointment of Ms. Dianne Pertoci as the Auxiliary Representative for the term of two years.*

**Vote for motion: Carried.**

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#### **4.3.3. Election for 2-Year Term**

- The Nominating Committee met on May 19, to review two applicants for the Board of Directors vacant position.
  - Interviews have been scheduled for both candidates. The Board will be notified by email and will need to propose a motion to fulfill Ms. Green's term.

#### **4.4. Audit Committee Meeting Date**

- The Audit Committee meeting is scheduled for May 29, 2023, at noon.
- Mr. Zhukrovsky agreed to sit on the Audit Committee to fulfill the membership and voting set out in the Terms of Reference

#### **4.5. Professional Staff By-Laws**

**The following motion was brought forward:**

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**MOTION NO: 23-41      Moved: M. Whitton      Seconded: A. Swanwick**

*That the Board of Directors recommends the approval of the Professional Staff By-Laws at the 2023 Annual Meeting.*

**Vote for motion: Carried.**

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## **5. CORRESPONDENCE/INFORMATION**

### **6. EMERGING ISSUES FOR DISCUSSION- ED Closures**

- Ms. Gilbert brought forward a near-miss situation that occurred in May. An RN stayed in the hospital overnight to provide backup coverage as there were not enough staff on-site. Fortunately, no calls were made and she was able to work her next day shift.
- This situation was discussed further with Quality Committee, MAC and front-line staff.

- We continue to bring in as many Agency Nurses as possible to eliminate potential closures.

## **7. REPORTS**

### **7.1. RLMCH Foundation**

- Tim Hortons and the RLMCHF ran another successful fundraiser, raising \$10,629. Directors, Members, Auxiliary Members, as well as volunteers and Hospital staff, took shifts to assist in decorating cookies.
- The annual golf tournament is happening on June 23-24.

### **7.2. RLMCH Auxiliary**

- The Auxiliary is still running Catch the Ace; the progressive pot is over \$9,100.
- The flower beds at the Hospital are complete. The Auxiliary thanks Chukuni Greenhouse for donating plants.
- The Auxiliary has agreed to provide the newborn baby baskets to those who have had children outside of town due to the Obstetrics program closure. Dr. Zielke will provide Ms. Pertoci with names.

### **7.3. Chief Nursing Executive**

- An instructor will be at the Hospital providing Nurses and Physicians with advanced cardiac life support training. There will be three consecutive courses running May 23-25.
- The RLMCMH will be hosting the annual service and awards recognition next week at the Legion.
- May 5-12 was Nursing week where the department celebrated with lunch and cake outside at the gazebo.

### **7.4. Chief Executive Officer**

- Included in the package for review.

### **7.5. Chief of Staff**

- Most information was covered throughout the meeting.
- ED coverage in July and August is half-filled.

### **7.6. Regional Services Committee**

- The Regional Services Committee met and discussed digital transformation, regional pharmacy, and regional laboratory.

## 8. MEETING EFFECTIVENESS SURVEY

- 8.1. Results, March 28, 2023
- 8.2. Results, April 25, 2023
- 8.3. Survey for Today's Meeting

## 9. CELEBRATIONS

### 9.1. 50<sup>th</sup> Year

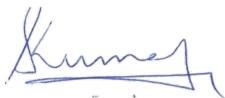
- Ms. Bishop and Ms. Vachon are looking to begin the wine and cheese celebration with the drumming circle.
- The slideshow can be set up at the pavilion for the pig roast and cake cutting on Sunday, July 23.
- The Heritage Centre will do a presentation on the medical history of Red Lake.
- The next meeting is scheduled for May 30 at noon in the NOSM.

## 10. ADJOURNMENT

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

**11. DATE OF NEXT MEETING:** June 27, 2023.

**12. IN CAMERA**



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Mr. Sumeet Kumar  
**President & CEO**



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Mr. John Frostia  
**Board Chair**