

Board of Governors Meeting MINUTES

Date: May 22, 2018

Time: 6:00 pm

Location: Hospital Boardroom

Chair: John Frostiak

Present: Mr. John Frostiak, Chair
Ms. Donna Williams
Mr. Trevor Zhukrovsky
Mr. Dennis Gushulak
Ms. Eleanor Vachon
Ms. Audrey Blazek
Ms. Leah Gentes
Ms. Arlene Swanwick
Ms. Brenda Cooke
Ms. Rebecca Ross, CNE
Dr. Andrew Gloster, Chief of Staff

Guests: Ms. Pearl Fleming, Ms. Amanda Kaczmarek, Mr. Alex McAuley

Regrets: Dr. Diane Zielke, Mr. Marshall Dumontier

1. CALL TO ORDER

The meeting was called to order by Mr. Frostiak at 6:12 pm.

1.1 Quorum

Quorum was established.

1.2 Acceptance of Agenda

The following motion was brought forward:

MOTION NO: 18-29 **Moved:** B. Cooke **Seconded:** D. Williams
That the agenda for the May 22, 2018 meeting of the RLMCMH Board of Governors be accepted as presented.
Vote for motion: Carried.

1.3 Declaration of Conflict of Interest

None declared.

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 Governors, April 24/18
- 2.2 Minutes, Quality Committee, March 13/18
- 2.3 Minutes, Resource & Planning Committee, February 16/18
- 2.4 Minutes, Medical Advisory Committee, March 29/18
- 2.5 Minutes, Medical Advisory Committee, April 26/18
- 2.6 Minutes, Audit Committee, May 30/17
- 2.7 Minutes, Board of Governors Special Meeting, May 14/18

- 2.8 Terms of Reference, Quality Committee
- 2.9 Terms of Reference, Resource & Planning Committee
- 2.10 Board Effectiveness Survey Results, April 24/18
- 2.11 SWOT & PEST Analysis: Board Retreat

It was noted that item 2.10 was dated incorrectly. Ms. Fleming will revise and include the corrected document in the consent agenda for the next meeting. Ms. Fleming also pointed out that motion numbers had been duplicated in items 2.1 and 2.7. She will make the necessary adjustments.

The following motion was brought forward:

MOTION NO: 18-30 **Moved:** E. Vachon **Seconded:** A. Blazek
That the consent agenda for the May 22, 2018 meeting of the RLMCMH Board of Governors be accepted with the proposed corrections.
Vote for motion: Carried.

3. BUSINESS ARISING

3.1 Revision of Bylaws

Mr. Frostiaik presented the revised bylaws, which had been reviewed by a subcommittee for that purpose. A brief discussion took place about the role of the Nominating Committee. The members agreed that the Nominating Committee is responsible for vetting potential candidates.

The following motion was brought forward:

MOTION NO: 18-31 **Moved:** D. Williams **Seconded:** L. Gentes
That the RLMCMH Board of Governors accepts the revisions of the bylaws, as presented, and recommends the approval of said bylaws at the 2018 Annual General Meeting.
Vote for motion: Carried.

3.2 Executive Compensation Pay Envelope

The following motion was brought forward:

MOTION NO: 18-32 **Moved:** A. Swanwick **Seconded:** B. Cooke
*That the RLMCMH Board of Governors approves the allocation of executive compensation, as discussed in item 4.2 of the May 22, 2018 **in-camera** meeting.*
Vote for motion: Carried.

4. NEW BUSINESS

4.1 Draft Audited Financial Statements, 2017-2018

Mr. McAuley gave a review of these documents, which had been distributed prior to the meeting. According to the *Auditor's Report*, the financial statements present fairly and are in accordance with Canadian public sector accounting standards. Mr. McAuley then presented the statements, which were similar to the previous fiscal year. Changes worth noting included an increase in long-term investment revenue as well as an increase to salaries and wages. RLMCMH closes the 2017-2018 fiscal year with approximately a \$130,000 surplus.

The following motion was brought forward:

MOTION NO: 18-33 **Moved:** A. Swanwick **Seconded:** D. Gushulak
That the RLMCMH Board of Governors accepts the draft, audited 2017-2018 financial statements, as presented, and recommends them for approval at the 2018 Annual General Meeting.
Vote for motion: Carried.

4.2 Audit Committee Letter & Management Letter

These two letters were provided by BDO and included in the package. Mr. McAuley reviewed the Management Letter and the accompanying appendix, which included notes on inventory and patient accounts.

4.3 Appointment of Auditors, 2018-2019

It was recommended by the Board Audit Committee that BDO be reappointed to conduct the 2018-2019 audit.

The following motion was brought forward:

MOTION NO: 18-34 **Moved:** A. Swanwick **Seconded:** D. Williams
That the RLMCMH Board of Governors recommends the reappointment, at the 2018 Annual General Meeting, of BDO Canada LLP to conduct the 2018-2018 financial audit.
Vote for motion: Carried.

4.4 Declaration of Compliance

4.4.1 H-SAA

4.4.2 M-SAA

Both the H-SAA and M-SAA *Declarations of Compliance* were included in the package. Mr. McAuley reviewed the documents as well as the exceptions associated with each declaration.

The following motion was brought forward:

MOTION NO: 18-35 **Moved:** L. Gentes **Seconded:** A. Blazek
That the RLMCMH Board of Governors accepts both the 2017-2018 H-SAA and 2017-2018 M-SAA Declarations of Compliance as presented.
Vote for motion: Carried.

4.5 Performance Reporting

4.5.1 H-SAA

4.5.2 M-SAA

Both items 4.5.1 and 4.5.2 were reviewed by Ms. Kaczmarek and Ms. Ross, respectively. The members had no questions.

The following motion was brought forward:

MOTION NO: 18-35 **Moved:** D. Williams **Seconded:** D. Gushulak
That the RLMCMH Board of Governors accepts both the 2017-2018 H-SAA and 2017-2018 M-SAA Performance Reports, as presented.
Vote for motion: Carried.

4.6 BPSAA Attestation & Report on Consultant Use

Ms. Kaczmarek cited a dating error on page two of the document. Ms. Fleming will address this prior to having it signed. Mr. McAuley reviewed the attestation as well as the listed exception.

The following motion was brought forward:

MOTION NO: 18-36 **Moved:** B. Cooke **Seconded:** L. Gentes
That the RLMCMH Board of Governors approves the 2017-2018 BPSAA Attestation and Report on Consultant use, with the proposed correction.
Vote for motion: Carried.

4.7 BPSAA Compliance Report: Compensation Program & Arrangements

Mr. Frostiak gave a review of these documents, which are to be submitted to the MOHLTC. It was determined that a motion was not needed.

4.8 QIP 2017-2018 Link to Executive Compensation

This item was recommended for approval by the Resource and Planning Committee.

The following motion was brought forward:

MOTION NO: 18-37 **Moved:** A. Swanwick **Seconded:** L. Gentes
That the RLMCMH Board of Governors authorizes the payment of QIP 2017-2018 performance based compensation to the CNE and CEO at the rate of 100%.
Vote for motion: Carried.

4.9 Nominating Committee: Reappointment & Re-elections

Ms. Williams gave a review of the report, which included a list of Board members that have terms expiring in June 2018. Each of these members has indicated that they would like to be re-elected or reappointed at the upcoming AGM.

The following motion was brought forward:

MOTION NO: 18-38 **Moved:** D. Williams **Seconded:** B. Cooke
That the RLMCMH Board of Governors recommends the reelection or reappointment of Board members, as listed in the Nominating Committee Report, at the 2018 Annual General Meeting.
Vote for motion: Carried.

4.10 Whistle Blower Policy, BG-ACC-01

It had been requested that the Board review this policy to ensure that it aligns with the presentation on ethics given at the 2018 Board Retreat. A brief discussion took place about who a Board member should contact if they are approached with a complaint. Mr. Frostiak responded that most complaints are operational in nature and should be directed to the CEO. However, if a complaint is made about the CEO, then it should be directed to the Board Chair. The members were satisfied with the policy, as presented.

4.11 Union Gas Easement

Legal documentation for the easement between RLMCMH and Union Gas was included in the package. The Hospital's legal counsel is satisfied with the easement.

The following motion was brought forward:

MOTION NO: 18-39 **Moved:** D. Williams **Seconded:** A. Swanwick
That the RLMCMH Board of Governors approves the easement between RLMCMH and Union Gas as proposed.
Vote for motion: Carried.

4.12 DRHC Financial Services Contract

Discussion of this item had taken place during the **in-camera** portion of the meeting.

At this point, Mr. McAuley excused himself from the meeting. The time was 7:07 pm.

The following motion was brought forward:

MOTION NO: 18-40 **Moved:** T. Zhukrovsky **Seconded:** E. Vachon
That the RLMCMH Board of Governors approves the authorization of the 2018 Financial Services Contract between Dryden Regional Health Centre and Red Lake Margaret Cochenour Memorial Hospital.
Vote for motion: Carried.

At this point, Mr. McAuley rejoined the meeting. The time was 7:09 pm.

4.13 Community Engagement: Board Volunteers Needed

Ms. Fleming announced that the Hospital and Family Health Team will be conducting three community engagement sessions at seniors' residences in the month of June. Ideally, a Board member will volunteer to accompany the management team to these sessions. Ms. Fleming will send out an email with specific details.

5. EMERGING ISSUES FOR DISCUSSION

5.1 Medication Safety

Ms. Vachon had requested that the issue of medication safety be brought forth to the Board, as an increase in medication errors is an ongoing discussion at the committee level. Ms. Vachon advised the Board that they need to be aware, should a serious incident ever occur. Ms. Kaczmarek and Ms. Ross gave a review of the measures being taken to improve medication safety processes and reduce medication errors. A discussion also took place about how the increase in reporting may impact statistics.

6. REPORTS

6.1 RLMCH Foundation

Ms. Blazek announced that the Foundation is in the midst of preparing for the upcoming golf tournament, June 15-16. The Foundation has received a very positive response from the community, thus far.

6.2 RLMCH Auxiliary

Ms. Gentes announced that the spring meeting with the Hospital had taken place and that Auxiliary has pledged to purchase up to \$33,000 in needed equipment in the 2018-2019 fiscal year.

6.3 Medical Advisory Committee

Dr. Gloster reminded the Board that the Care Course will be on site, June 9-10. Changes are taking place in the staffing of physicians at RLMA, with one of the full-

time positions being reduced to half time. There has also been the addition of two more part-time physicians. A discussion took place on the impact of having so many part time medical staff. This led to a discussion about the increasing CPSO regulations on rural emergency medicine and the potential negative effects this could have on physician recruitment. Exactly how these regulations will be implemented is unknown. The members agreed that the Board should write a letter to the CPSO, expressing their concerns. It was also suggested that the NWLHIN be contacted to participate as a supporter of regional hospitals in this matter.

6.4 Chief Nursing Executive

Ms. Ross announced that she has hired an individual to replace the Nurse Manager, during the current Nurse Manager's maternity leave. A nursing student has also been hired for the summer. The Hospital has not been able to recruit a second nursing student.

Ms. Ross and Ms. Bishop have met with the OCP, CCC, and NWLHIN to discuss the pending pharmacy renovations. It has been confirmed that a segregated area must be created for the mixing hood by January 1, 2019.

Other highlights of Ms. Ross's report included the commencement of the MDRD / Endoscopy renovations over the next two weeks and the upcoming Oncology Focus Group. The patient census is currently low.

6.5 Chief Executive Officer

Ms. Bishop's report was included in the package. Ms. Ross added that the accreditation of the laboratory took place in April and that the RLMCMH Lab was able to meet 403 of the criteria. There were three infractions, which the Laboratory Manager is currently working to rectify. A brief discussion took place about the regional EMR upgrade which is to take place over the next several years.

At this point, a discussion took place about the difficulty of obtaining medical students / residents from NOSM. Most of the Hospital's medical students / residents are placed by the University of Toronto. It was suggested that these concerns be raised with the NWLHIN. This led to a general discussion about the representation of the community at the NWLHIN and what methods should be taken to make the NWLHIN aware of concerns.

7. CORRESPONDENCE / INFORMATION:

7.1 Picture Your Health: Letter from NWLHIN

7.2 QIP Advisory Committee: DRMPR

Ms. Kaczmarek has been asked to sit on the QIP Advisory Committee.

7.3 Physiotherapist Recognition

Ms. Tracy Vilks of RLMCMH has been recognized for her commitment to clinical teaching.

8. NEXT MEETING: AGM, Thursday, June 28, 2018 @ 6:00 pm

Several members gave their regrets at this time. It was agreed that Ms. Fleming should resend the invitation to establish whether or not there will be quorum.

9. ADJOURNMENT

The meeting adjourned by Mr. Zhukrovsky at 7:50 pm.

John Frostiak
Board Chair

Angela Bishop
President & CEO