



**Regular Board Meeting
May 29, 2019**

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|-----------------------|----------------------|--------------------------|----------------------------|
| <u>PRESENT</u> | K. Pristanski, Chair | N. Gladun, Director | E. Rutherford, Director |
| | R. Beatty, Director | G. Mackenzie, Director | Dr. R. Dhaliwal, COS |
| | C. Covino, CNE/COO | S. Jean, Director | D. Murray, President & CEO |
| | | FHT/Community Services | L. Haskell, CFO |
| <u>REGRETS</u> | J. Foulds, Director | Dr. Doug Scott, FHT Lead | J. Jean, Recorder |
| | E. Wawia, Director | | Dr. Robert Foulds, |
| | | | President, Medical Staff |

EDUCATION

C. Covino discussed the recently adopted Through Our Eyes Program presented by The Ontario Association of Residents' Council. This program meets many of the practice recommendations in the Registered Nurses Association of Ontario Person and Family Centred Care best practice guideline. Together these programs work to complement evidence based recommendations and facilitate participation from residents, family members and staff as we work to ensure the dignity and quality of life for each resident.

The video was watched.

1.0 CALL TO ORDER

K. Pristanski called the meeting to order at 4:20pm.

2.0 PATIENT STORY

C. Covino provided a patient story about the importance of telling a resident what you are going to "DO" before proceeding.

3.0

3.1 QUORUM

2/5 of voting members. Achieved.

3.2 CONFLICT OF INTEREST

There were no declarations of conflict of interest.

3.3 APPROVAL OF AGENDA

MOTION #1

Moved by - R. Beatty

Seconded by - E. Rutherford

"That the agenda be accepted as presented." Carried.

4.0 MEETING MINUTES

4.1 Board

The minutes of the April 29, 2019 Board meeting were reviewed.

MOTION #2

Moved by - G. Mackenzie

Seconded by - N. Gladun

"That the Board meeting minutes of April 29, 2019 be accepted as presented." Carried.

4.2 Patient/Resident and Family Centred Care (PRFCC) Committee

The minutes of May 7, 2019 PRFCC meeting were provided for review.

4.3 Medical Advisory Committee (MAC)

The minutes of the May 7, 2019 MAC meeting were reviewed.

MOTION #4

Moved by - E. Rutherford

Seconded by - G. Mackenzie

"That the Medical Advisory Committee meeting minutes of May 7, 2019 be accepted as presented." Carried.

4.4 Quality Committee

The minutes of the May 13, 2019 Quality Committee were reviewed.

MOTION #5

Moved by - R. Beatty

Seconded by - N. Gladun

"That the Quality Committee meeting minutes of May 13, 2019 be accepted as presented." Carried.

5.0 REPORTS AND DISCUSSIONS

5.1 Senior Management Report

C. Covino provided a report to the Board on the following:

- Staff Survey
- Hospice and Palliative Care
- Strategic Planning
- HIRF Funding / Projects
- Base Funding Enhancements

D. Murray discussed the upcoming strategic plan survey. The information accompanying the survey will describe the current status of the environment, general information about an operational plan vs a strategic plan and a short survey.

The survey is being prepared by Northern Computers and will be available via a link on our website. Partners who participated in the 2020 strategic planning will be mailed or emailed a survey as well as our new partners, staff and committee members.

The survey closes after June 18th.

MOTION #5

Moved by - E. Rutherford

Seconded by - N. Gladun

"That the Senior Management report of May 2019 be accepted as presented." Carried.

5.2 Nipigon District Family Health Team Director Report

S. Jean provided a report to the Board on the following:

- Schedule A Restructuring / Program Planning
- Wound Care
- Patient satisfaction in Urgent Care
- After School Program
- Participation in Homelessness initiative

MOTION #6

Moved by - N. Gladun

Seconded by - G. Mackenzie

"That the Nipigon District Family Health Team Director's report of May 2019 be accepted as presented." Carried.

6.0 BUSINESS MATTERS

6.1 FINANCE

Communication with Auditors Re: NDMH

Grant Thornton joined the meeting by teleconference and reviewed the Nipigon District Memorial Hospital audit results for the year ended March 31, 2019.

A robust discussion took place around the risk of cyber security. The senior team will provide a presentation in the near future.

6.2 DRAFT NDMH Financial Statements of March 31, 2019

L. Haskell reviewed the DRAFT Financial statements of March 31, 2019.

6.3 NDMH Q4, Finance

L. Haskell provided and reviewed the following Q4 documents included in the review of the DRAFT Financial Statements:

- Disbursements - Jan, Feb, Mar 2019
- Summary by Department, Mar 2019
- Statistical Activity Summary, Mar 2019

6.4 NDFHT Q4, Finance

L. Haskell provided and reviewed the following Q4 documents:

- Disbursements - Jan, Feb, Mar 2019
- 2018/19 Departmental Budget Summary NDFHT
- 2018/19 Departmental Budget Summary Diabetes Education Program

QUALITY

6.5 NDMH Quality Improvement Plan, Q4

C. Covino reviewed the 2018/19 results. Targets reviewed include 1) receiving enough information on discharge was achieved and 2) reduce length of stay was not achieved.

6.6 NDMH Scorecard, Q4

C. Covino reviewed the year end data.

6.7 NDFHT Quality Improvement Plan, Q4

S. Jean reviewed the 2018/19 results. Targets not achieved include 1) improve wound care outcomes, 2) improve cancer screening, 3) improve access to care.

S. Jean explained that in follow up to her discovery of the objective not met. "Improve patient outcomes with wounds" the target was unattainable given the measure indicator assigned. This objective will remain in the 2019/20 QIP.

"Improve cancer screening" will also remain in the 2019/20 QIP as the Team has participated in education around cancer screening, and the introduction of a new one step fecal occult blood screening tool.

"Improve access" to urgent care will also remain in the 2019/20 QIP. This is a priority that the Team continues to refine. Education is planned for the community around the use of urgent care and that seeing a **physician** is considered access to care, even though it may not be a family physician. S. Jean reported that access to urgent care has improved and statistics reveal that "no shows" and "last minute cancellations" are occurring.

6.8 Performance Based Compensation

C. Covino reviewed the 2018/19 year end progress on the indicators to which compensation was attached.

Moved by - N. Gladun

Seconded by - R. Beatty

"That the Board of Directors acknowledges that the targets related to the Quality Improvement Plan of 2018/19 have been achieved at 75% and that disbursement of funds held back shall be returned to the CEO at 2%, COS at 2%, CFO at 1% and CNE at 1% according to this percentage of achievement." Carried.

6.9 Non Union Wage Increases

At the September 28, 2009 Board meeting, the following motion was made:

"Motion #11 - Moved by L. Harbinson, seconded by J. Lasook THAT the Board of Directors approve the proposed non-union wage increases. Carried"

L. Haskell explained that non union wage increases have been provided to the non union employees traditionally in April of each year. The percentage of the increase has varied from year to year. The senior team is requesting particular circumstances for the wage increases.

K. Pristanski requested that L. Haskell review previous years wage increases and return with her recommendations to the June meeting.

6.10 Review By Law No 2

D. Murray led the Directors through the review of the current By Law No. 2 and his recommendations for revisions. Discussion took place around Article 5.5 Quorum and it was agreed to leave quorum at two fifths of the elected Directors.

The following amendments will be recommended at the upcoming Annual General Meeting.

Existing By-Law Article

Suggested Change

Article 3

3.2 Annual Meetings

In accordance with the Public Hospitals Act, the annual meeting of Members shall be held between the 1st day of April and the ~~31st~~ day of ~~July~~ of each year.

In accordance with the Public Hospitals Act, the annual meeting of Members shall be held between the 1st day of April and the 30th day of September of each year.

Article 4.1 (d)

Composition of Board

The Board shall consist of:

d) the ~~Director~~, Family Health Team / Community Services as an *ex-officio* non-voting Director.

d) the Executive Director, Family Health Team / Community Services as an *ex-officio* non-voting Director.

Article 4.6

Election and Term

The Directors referred to in section 4.1(a) shall be elected for a term of ~~two~~ years, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

The Directors referred to in section 4.1(a) shall be elected for a term of **three** years, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

Article 4.8

Maximum Terms

Each Director referred to in subsection 4.1 (a) shall be eligible for re-election, provided that the Director shall not be elected for a term that will result in the Director serving more than ~~ten~~ consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of ~~ten~~ consecutive years) if at least three months have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service before the coming into force of this by-law shall be included. Despite the foregoing:

- a) a Director may, by Board resolution, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
- b) where a Director was appointed to fill an unexpired term of a Director, the partial unexpired term filled by the Director shall be excluded from the calculation of the maximum years of service.

Article 8.1 (a)

Board Committees

The Board may establish committees from time to time. The Board shall determine the duties of the Board committees. The Board committees shall be:

- a) Standing Committees, being those committees whose duties are normally continuous; and

Article 9.1

Officers

The Officers shall include the Chair, Vice-Chair

Each Director referred to in subsection 4.1 (a) shall be eligible for re-election, provided that the Director shall not be elected for a term that will result in the Director serving more than **nine** consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of **nine** consecutive years) if at least three months have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service before the coming into force of this by-law shall be included. Despite the foregoing:

- c) a Director may, by Board resolution, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
- d) where a Director was appointed to fill an unexpired term of a Director, the partial unexpired term filled by the Director shall be excluded from the calculation of the maximum years of service.

The Board may establish committees from time to time. The Board shall determine the duties of the Board committees. The Board committees shall be:

- a) Standing Committees, being those committees whose duties are normally continuous; **or those required under the Public Hospitals Act as outlined in Article 15.1; and**

The Officers shall include the Chair, Vice-Chair

and Secretary, and may include such other Officers as the Board may determine. The Board shall appoint the Officers at its first meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. The Chief Executive Officer / ~~Director Family Health Team/ Community Services~~ shall be the Secretary. A person may hold more than one office. The Chair and Vice Chair shall be appointed by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board.

**Article 10.2
Execution of Documents**

Deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation shall be signed by any one Director, together with the Chief Executive Officer / ~~the Director, Family Health Team/ Community Services~~ or other person designated by Board resolution, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

**Article 15.1
Committees and Programs required by the
*Public Hospitals Act***

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee ~~and~~ a fiscal advisory committee.

and Secretary, and may include such other Officers as the Board may determine. The Board shall appoint the Officers at its first meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. **The Chief Executive Officer** shall be the Secretary. A person may hold more than one office. The Chair and Vice Chair shall be appointed by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board.

**Article 10.2
Execution of Documents**

Deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation shall be signed by any one Director, together with the Chief Executive Officer / **Chief Operating Officer** or other person designated by Board resolution, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee, a fiscal advisory committee **and a quality and performance monitoring committee.**

6.11 Individual Director Self Assessment

Paper copies of the Individual Director Self Assessment were provided to each Director for completion and return to the June meeting. The self assessments will be used to develop the education plan for the coming term.

6.12 Board Terms

In June 2019, the terms of 3 directors are due for renewal. Their intentions were sought and two of the three Directors in attendance, Kal Pristanski and Eric Rutherford, have agreed to seek another term. J. Foulds intention for another term will be sought at the June meeting.

6.13 Day/Time Change for Future Board Meetings

The Directors agreed to trial the time change of the Board meetings from 5:30 pm to 4:00 pm. The day (last Monday of the month) will remain the same.

7.0 FOR INFORMATION

7.1 Meeting Effectiveness Results, April 2019

100% Director satisfaction achieved.

7.2 IN CAMERA

MOTION #10

Moved By - E. Rutherford

Seconded By - G. Mackenzie

"That the Board of Directors moves to In Camera at 6:50 pm." Carried.

8.0 DATE OF NEXT MEETING - Monday, June 24th , 2019 @ 4:00 pm, Board Room

**9.0 ADJOURNED - 7:45 pm.
MEETING EVALUATION**



Kal Pristanski, Board Chair



David Murray, President and CEO