

BOARD OF DIRECTORS

OPEN SESSION MINUTES

Thursday, January 12, 2017 at 5:30 p.m.
Huntsville District Memorial Hospital Boardroom
Approved February 9, 2017



Elected Directors:	Evelyn Brown Cameron Renwick Michael Walters	Philip Matthews Ross Maund Rhonda Lawson (T)	Brenda Gefucia Dave Wilkin Christine Featherstone	Frank Arnone (T) Beth Goodhew
Ex-Officio Directors:	Natalie Bubela Dr. Jan Goossens	Dr. Dave McLinden	Karen Fleming	Dr. Paulette Burns
Executive Support:	Tim Smith	Esther Millar	Harold Featherston	Robert Alldred-Hughes
Staff Resources:	Tammy Tkachuk			
Guests:	Alison Brownlee, Metroland Media		<i>(T) denotes participation via teleconference</i>	
REGRETS:	Moreen Miller			

1.0 CALL TO ORDER

With a quorum present, the Board Chair, Evelyn Brown called the meeting to order at 5:37 pm.

1.1 APPROVAL OF AGENDA

It was moved, seconded and carried that the meeting agenda be approved.

1.2 DECLARATION OF CONFLICT OF INTEREST

Directors were reminded that conflicts of interest are to be declared for any agenda items and the Director is to excuse him/herself from the meeting for the duration of the discussion. Upon review of the agenda, there were no conflicts of interest declared.

1.3 FOUNDATION UPDATES

Katherine Craine, Huntsville Hospital Foundation Executive Director along with Colin Miller, South Muskoka Hospital Foundation Executive Director joined the meeting and provided the Board with a presentation outlining each of the Foundation's activities for the previous year and goals for the coming year. A hardcopy of the slide deck was provided to each meeting participant. The floor was open for questions and a brief overview was provided with respect to a joint project between the Foundations. The project focus is on mental health and developing designated rooms at each site to increase safety for staff and patients. The Chair thanked Ms. Craine and Mr. Miller for their presentations.

1.4 CHAIR'S REMARKS

The Chair wished all Directors a Happy New Year and noted that the past year has been significantly challenging while the organization has attempted to move forward with eliminating the deficit. However, it was also highlighted that the focus and commitment to high quality care during this time has not diminished. The Chair acknowledged the talented and dedicated staff who has continued to be innovative and creative while ensuring patients are always put first. Each of the Board Committee Chairs were appreciated for their leadership and the new Directors were acknowledged for their ability to integrate with the Board quickly. The Senior Leadership and CEO were also acknowledged for their many accomplishments over the past year. It was noted that there is much work ahead for the coming year and that MAHC will continue to be supportive of the Muskoka and Area Health System Transformation as well as continue to strengthen the bonds with the communities.

2.0 CONSENT AGENDA

It was moved, seconded and carried that the following items be approved or received as indicated:

- 2.1 Approval of the Board of Director Meeting Minutes from December 8, 2016*
- 2.2 Receipt of the Executive Committee Report of December 1, 2016*
- 2.3 Receipt of the Audit Committee Report of December 6, 2016*
- 2.4 Approval of the Audit Committee Work Plan for 2016/17*
- 2.5 Receipt of the Governance Committee Report of December 13, 2016*
- 2.6 Receipt of the Resources Committee Report of December 23, 2016*
- 2.7 Receipt of the Compliance Report as at November 30, 2016*

3.0 ENSURE PROGRAM QUALITY & EFFECTIVENESS

3.1 PATIENT STORY

Karen Fleming shared a patient experience with the Board that highlighted challenges the organization faces in ensuring mental health patients are transferred to the appropriate facility as soon as possible. It was also explained that the barriers related to access are ongoing conversations with the North Simcoe Muskoka LHIN and health care partners. There were no questions arising from the floor.

3.2 REPORT OF THE CHIEF OF STAFF & MEDICAL ADVISORY COMMITTEE

Dr. Jan Goossens presented the report on behalf of the Medical Advisory Committee. The Committee met on December 19, 2016; a copy of the report was pre-circulated and appended to the agenda package for information. Dr. Goossens explained that additional detail has been added to the report and highlighted to work underway by Committees related to the *Choosing Wisely* program. It was also noted that the Medical Advisory Committee has formally endorsed that Quality definition. A question was raised with respect to targets related to the *Choosing Wisely* program and it was explained that the guidelines are being put in place to encourage best practice. Physicians are not attending conferences however are remaining up-to-date on the current literature. There were no actions arising from the questions.

3.3 ANNUAL CREDENTIALING EDUCATION

Dr. Jan Goossens provided the annual overview of the credentialing process in preparation for re-applications and emphasized the purpose of the process, the Board's duty to ensure due diligence is occurring, and the impact analysis process. In addition, the Board was provided with an overview of the process steps related to mid-term action and non immediate mid-term action. The Chair opened the floor to questions and it was explained that the Board is generally involved in any mid-term action towards to end of the process in order to ensure the Board remains as unbiased as possible should they be required to be involved.

4.0 CONTRIBUTE TO STRATEGIC DIRECTION

4.1 MUSKOKA & AREA HEALTH SYSTEM TRANSFORMATION UPDATE

Phil Matthews provided a verbal report on the progress of the Muskoka and Area Health System Transformation work explaining that they continue to explore the five centres of care as outlined at the December Board meeting. The process has been slow and resources available to the project are limited. Work has been initiated on populating the current state. Information from facilities that are not funded through the NSM LHIN is needed to ensure the current state is complete and provides a clear understanding of the total spend on healthcare. Once this information is gathered, work will begin on identifying the cost of delivering all services. In terms of the timeline, a preliminary report is due to the NSM LHIN March 31, 2017; an interim report will be submitted in February. The working group for Programs and Services has been established and is chaired by Harold Featherston. The Governance and Funding working group will be chaired by Rob Alexander. A general communication is expected to be distributed January 13, 2017. Discussion ensued with respect to milestones and the overall timeframe. It was explained that the budget allocated for the project was only to March 31, 2017. The Board was also reminded that the presentation Don Mitchell provided in the Fall outlined three sets of deliverables – a framework in place by March 31, 2017; the governance model by March 31, 2018 and achievement of the will statements by 2022.

5.0 ENDEAVOUR TO ENSURE FINANCIAL VIABILITY

5.1 FINANCIAL RESULTS

Brenda Gefucia presented the Financial Report for year-to-date November 30, 2016 on behalf of the Resources Committee. A copy of the report was pre-circulated and appended to the agenda package. Highlighted from the report were: the positive year-to-date revenue adjustments: higher than budgeted overtime, sick time and orientation expenses; and the better than budgeted supplies and other. The latter is due to one-time GBIN allocations adjustments and timing differences related to maintenance. From the Balance Sheet it was noted that the accounts receivable was impacted by an unexpected early cutoff date from OHIP; the Resources Committee was advised that this is not an uncommon practice and will be remedied by the next month end. In terms of the Quality Based Procedures, it was noted that there are not any concerns related to non-elective procedures as there is the ability to net the volumes at year end.

It was moved, seconded and carried that the Financial Statements for year-to-date November 30, 2016 be approved.

5.2 AUDIT PLANNING REPORT

Ross Maund presented the Audit Planning Report for the 2016/17 audit as reviewed by the Audit Committee. A copy of the report was pre-circulated and appended to the agenda package. It was highlighted that the current year audit will be conducted by KPMG and at the same time the Audit Committee will be undertaking a Request For Proposals process to identify the corporate auditor for the next fiscal year. A number of benefits around the relationship with KPMG were noted including their familiarity with the organization, a keen understanding of the evolution of funding and how that has had impact on operations. From the Audit Planning Report it was noted that the materiality has been set at 1% or \$745,000 and that the accumulated misstatement threshold has been set at \$40,000. The professional fee for KPMG's services remains unchanged from the past five years. Dave Wilkin, Tim Smith and Brenda Gefucia were thanked for their participation in the RFP evaluation. The Board will be kept up to date with respect to the RFP process.

6.0 ENSURE BOARD EFFECTIVENESS

6.1 LEAVE OF ABSENCE POLICY

Christine Featherstone presented the recommendation on behalf of the Governance Committee to remove the Leave of Absence policy. It was explained that the discussion at the Governance Committee concluded that there is a need to ensure a full complement of Board members is available to fully participate. Any leave of absence would put additional strain on existing Board members as well as Standing Committees for a period of time. The individual would always have the opportunity to reapply. Debate ensued and it was suggested that the policy provides the Board with flexibility should usual circumstances arise. It was also noted that from a fiduciary responsibility Board members have an obligation to be available and that all Directors remain liable for whatever action the Board may take while they are present or not. The Board also discussed recruitment timelines and options around applying a maximum timeframe for any leaves.

It was moved, seconded and carried that the Board of Directors approval the removal of the Leave of Absence Policy.

Rhonda Lawson left the meeting at this time

In addition to the pre-circulated report, Christine Featherstone announced that Georgina Black of KPMG has been confirmed for the annual board education day which will be held on April 21, 2017. Ms. Black will speak to the transformational role of the Board and key health care trends. Additional speakers will be added. The Board was also informed that Christine Elliott, Ontario Patient Ombudsman has been confirmed to speak at the Annual General Meeting on June 19, 2017.

7.0 REPORTS

7.1 REPORT OF THE CHIEF EXECUTIVE OFFICER

A copy of the January CEO Report was pre-circulated and appended to the agenda package for information. A question was raised with respect to the requirement in Long-Term Care Home for 100% staff immunization and it was explained that this is part of the Long Term Care Act. Similar legislation does not exist for hospitals.

8.0 ADJOURNMENT

It was moved that the open session be adjourned and the Board of Directors proceed into the in-camera session following a short recess.



Evelyn Brown, Chair



Natalie Bubela, Secretary