



Elected Directors:	Christine Norris, Board Chair* Emily Avery-Graves, Director* Milad Bazaz, Director* Maggie Houston-White, Director* Beverley John, Director* Brian Kelsey, Director*	David Kimmerly, Treasurer* Paul McPherson, Director* Amy Terrill, Director* Karissa Ward, Vice Chair* Mark Wilson, Director*
Ex-Officio / Appointed Directors:	Dr. Bharat Chawla, Chief of Staff Kelly Isfan, President & CEO Dr. Jamie McNabb, Professional Staff President	Janice Raine, VP Clinical & CNE Dr. Jessica Robinson, Professional Staff VP
Regrets:	Eric Smeaton, CKL Council Representative*	
Staff Resources:	Yen Daniel, VP & CFO	Tamra Fierheller, Executive Assistant, Recorder
Guests:		

*voting member

1. CALL TO ORDER

Ms. C. Norris, Chair, called the (Open) meeting to order at 5:52 p.m.

1.1 Quorum – Quorum was confirmed.

1.2 Approval of Agenda – The agenda was reviewed. It was noted that item 4.1 – 2023/24 Draft Audited Financial Statements/Report would be presented for discussion rather than approval. Thereafter, there was a
MOTION: That the agenda be approved as amended.

Mr. P. McPherson/Ms. A. Terrill, **CARRIED**

1.3 Declarations of Conflict of Interest – None declared.

1.4 Acknowledgement of the Hospital's Vision/Mission/Values – The Hospital's Vision, Mission and Values were acknowledged.

1.5 Patient Story – A Patient Story was shared.

2. CONSENT AGENDA

Items identified as part of the consent agenda were pre-circulated and the related motions were presented as follows:

1. MOTION: That the draft minutes of the (Open) Board of Directors meeting of April 4, 2024, be approved as circulated.

2. MOTION: That the Board of Directors receives the draft minutes of the Quality/Governance & Planning Committee meeting of May 21, 2024.

3. MOTION: That the Board of Directors approves the Diversity Policy as presented, as recommended by the Quality/Governance & Planning Committee.

4. **MOTION:** That the Board of Directors receives the draft minutes of the Resources & Audit Committee meeting of May 23, 2024.
5. **MOTION:** That the Board of Directors approves the Broader Public Sector Accountability Act Attestation for the reporting period of April 1, 2023 to March 31, 2024, as recommended by the Resources & Audit Committee.
6. **MOTION:** That the Board of Directors approves the Hospital Service Accountability Agreement Declaration of Compliance for the reporting period of April 1, 2023 to March 31, 2024, and the Multi-Sector Service Accountability Agreement Declaration of Compliance for the reporting period of April 1, 2023 to March 31, 2024, as recommended by the Resources & Audit Committee.

Thereafter, there was a

MOTION: *That the Board of Directors approves motions 1 through 6 on the (Open) Consent Agenda for June 6, 2024, as presented.*

Ms. K. Ward/Ms. M. Houston-White, **CARRIED**

3. BOARD BUSINESS – QUALITY/GOVERNANCE & PLANNING COMMITTEE

3.1 2024/25 Strategic Goals Draft – The draft 2024/25 Strategic Goals and related minutes from the Quality/Governance & Planning meeting of May 21, 2024, were pre-circulated. The hospital's leadership team has contemplated the 2024/25 strategic goals over several meetings, and they were reviewed with the full Management Team at a recent leadership development training day. The proposed 2024/25 strategic goals are:

- Acute Length of Stay - Decrease to ≤ 7 days.
- Patient Satisfaction – 70% of respondents rate their overall experience 9 or 10.
- Staff Retention – Decrease overall staff and new hire (within the first year) turnover to $\leq 9\%$.
- Mental Health and Addictions (MHA) – (1) Decrease the 30-day Emergency Department readmission rate for MHA conditions to 0, and (2) Decrease the number of MHA Emergency Department presentations for conditions best managed elsewhere (CTAS 3-5) by 10%.
- Equity, Diversity, Inclusion (EDI) – Improve access, experiences, and outcomes for equity-deserving and Indigenous populations. There are three milestone targets associated with this.
- Senior Friendly – (1) Decrease rate of type 2 delirium onset during hospitalization to 0, and (2) Implement patient mobility plans.
- Wound Care – Decrease stage 2 wound prevalence to 0.
- Just Culture – Provide Just Culture education to all Board Members, Management Team, and Physician Leaders.

Following discussion there was a

MOTION: *That the Board of Directors approves the 2024/25 Strategic Goals as presented.*

Ms. E. Avery-Graves/Mr. M. Bazaz, **CARRIED**

3.2 Corporate By-Law Updates/Revisions – The RMH Corporate By-Law Revisions report, the revised draft Corporate By-Law (redlined and clean versions), and related minutes from the Quality/Governance & Planning meeting of May 21, 2024, were pre-circulated. On April 3, 2023,

the Ontario Government introduced Bill 91 or the *Less Red Tape, Stronger Economy Act, 2023*. Bill 91 amends various pieces of legislation including the Ontario *Not-for-Profit Corporations Act, 2010* (ONCA). The amendments to ONCA are effective as of October 1, 2023.

The Ontario Hospital Association (OHA) with the support of Borden Ladner Gervais LLP (BLG), has updated the OHA's Prototype Corporate By-law resource to reflect these recent amendments.

The proposed changes to the Hospital's Corporate By-Law mirror the revised language in the OHA's Prototype Corporate By-Law. The changes primarily address requirements related to electronic and telephonic meetings.

There is also a proposed revision specific to Ross Memorial Hospital Board membership that recommends the removal of the President of the Auxiliary, and the City of Kawartha Lakes Council Representative as appointed members. With the dissolution of the Hospital Auxiliary there is no longer an Auxiliary President. Additionally, it was agreed last year that the appointment of a municipal council representative would be revisited in a year. The removal of the municipal council representative is recommended as governance best practice as there is an inherent conflict of interest associated with the role, and it is felt that relations between the Hospital and the City could be better managed via regular meetings between the Board Chair and President and CEO, and the Mayor and City CAO.

Following discussion there was a

MOTION: That the Board of Directors approves the revised Corporate By-Law as presented.

Ms. K. Ward/Ms. M. Houston-White, **CARRIED**

4. BOARD BUSINESS – RESOURCES & AUDIT COMMITTEE

4.1 2023/24 Draft Audited Financial Statements/Report – The draft Independent Auditor's Report and Financial Statements for the year ended March 31, 2024, and related minutes from the Resources & Audit Committee meeting of May 23, 2024, were pre-circulated. When the draft audited financial statements were presented to the Resources & Audit Committee in May, the auditors noted that they were considered substantially completed at that time. Since that meeting, an outstanding settlement letter received from the Ministry of Health related to bedding capacity funding was discovered that materially impacts the statements. As a result, BDO is in the process of revising the audited statements/report which will land the Hospital in a year-end surplus position rather than the deficit position initially presented.

4.2 2024/25 Capital Budget – The draft 2024/25 Capital Budget and related minutes from the Resources & Audit Committee meeting of May 23, 2024, were pre-circulated. The Finance team worked closely with individual programs and departments to introduce a new capital planning process and template this year that provides a better line of sight to current and future capital equipment needs. While a total of \$5.4 million in capital needs were identified, only items on the Priority A list totaling \$2,034,000 are submitted for Board approval. The remaining items on the Priority B and C-F lists will be considered for purchase only as additional funds become available. Patient and staff safety are at the forefront when prioritizing capital needs. The Foundation has noted a \$500,000 funding commitment for 2024/25 separate from their capital campaign.

Following discussion, there was a

MOTION: That the Board of Directors approves the 2024/25 Capital Budget as amended.

Mr. B. Kelsey/Mr. M. Wilson, **CARRIED**

4.3 Resources & Audit Committee Terms of Reference – A revised draft of the Resources & Audit Committee Terms of Reference and related minutes from the Resources & Audit Committee meeting of May 23, 2024, was pre-circulated.

On April 3, 2023, the Ontario Government introduced Bill 91 or the Less Red Tape, Stronger Economy Act, 2023. Bill 91 amends various pieces of legislation including the Ontario Not-for-Profit Corporations Act, 2010 (ONCA). The amendments to ONCA are effective as of October 1, 2023.

The Ontario Hospital Association (OHA) with the support of Borden Ladner Gervais LLP (BLG), has updated the OHA's Prototype Corporate By-law resource, and the Sample Finance and Audit Committee Terms of Reference to reflect the amendments.

ONCA, s. 80(1) formerly provided that a corporation may have an audit committee and, if it does, the majority of the committee must not be officers or employees of the corporation or of any of its affiliates. The amended s. 80(1) now provides: A corporation may have an audit committee comprising of one or more directors and the majority of the committee must not be officers or employees of the corporation or any of its affiliates. While there is a lack of consensus on this issue and Ministry guidance is not yet available, it appears the effect of this amendment is that only directors may serve on the audit committee of a corporation. Non-directors with finance or audit expertise can attend audit committee meetings as invited guests without a vote where necessary to ensure that the audit committee has sufficient expertise to perform its function.

ONCA, s. 80(2) provides that the corporation shall give the auditor notice of the time and place of any meeting of the audit committee. The auditor is entitled to attend the meeting at the expense of the corporation and be heard and shall attend every meeting of the committee if requested to do so by one of its members.

The majority of the recommended revisions to the Terms of Reference mirror the OHA's Sample Finance and Audit Committee Terms of Reference.

A further change under ONCA is the requirement that at least one director has a professional accounting designation. Unfortunately, with the resignation of B. Kelsey from the Board the Hospital will not be compliant with this next board cycle. Despite targeted recruitment efforts the Board's Nominating Committee was unable to recruit a CPA, however one of the new members recommended by the Nominating Committee has accounting education and expertise.

Following discussion there was a

MOTION: *That the Board of Directors approves the revised Resources & Audit Committee Terms of Reference as presented.*

Mr. P. McPherson/Ms. A. Terrill, **CARRIED**

5. REPORTS

5.1 Report of the Chief of Staff – The Report of the Chief of Staff for June 6, 2024, was pre-circulated.

Chief of Staff, Dr. B. Chawla reviewed the items referenced in the report. Of highlight:

- The Medical Advisory Committee (MAC) meetings in April and May focused on reviewing quality data, including the 2024-25 Quality Improvement Plan, RL6 data, and patient safety indicators.
- Discussions were held with the Department of Internal Medicine to address delays in general internal medicine (GIM) consultations for inpatients and emergency department (ED) patients. A pilot program to implement a second Internal Medicine line three days a week during daytime hours is planned for the summer, aiming to improve access to care and patient flow.
- The orthopedic department has hired a Physician Assistant (PA) who is currently in training. The process to hire a new orthopedic surgeon is underway, with interviews expected to begin in June.
- The Hospital has secured a new full-time Obstetrician and Gynecologist, Dr. Kingsley Mensah, who is expected to join over the summer.
- Department of Hospitalist Medicine: Recruitment efforts in the Department of Hospitalist Medicine have resulted in full coverage through the summer to the end of the year, which is expected to positively impact patient care and morale.
- Ongoing recruitment efforts continue for several departments, including Internal Medicine, Emergency Medicine, Hospitalist Medicine, Psychiatry, Orthopedics, and Obstetrics.
- Suggestions from the Department of Surgery are being incorporated into a revised MRP Assignment Guide document, which will be presented to MAC for final approval in June.

Following an opportunity for discussion, there was a

MOTION: That the Board of Directors receives the Report of the Chief of Staff for June 6, 2024.

Mr. D. Kimmerly/Ms. M. Houston-White, **CARRIED**

5.2 Report of the President & CEO – The Report of the President & CEO dated June 6, 2024, was pre-circulated.

President & CEO, Ms. K. Isfan reviewed the items referenced in the report. Of highlight:

- The Hospital's Pharmacy recently underwent a routine practice assessment by the Ontario College of Pharmacists on April 30. The assessment report highlighted that the Pharmacy met all standards with no unmet requirements. The assessors also praised the Pharmacy's achievements and planned initiatives, acknowledging the exceptional work of the Pharmacy team.
- The Hospital has successfully recruited Vlad Padure as the new Vice President Clinical/Chief Nursing Executive, effective June 24. Vlad Padure comes with extensive experience from his previous roles at Scarborough Health Network and Humber River Hospital, bringing a strong background in emergency medicine, critical care, and leadership. Outgoing VP/CNE, Jan Raine, will assist in the transition before retiring.

Following discussion, there was a

MOTION: That the Board of Directors receives the Report of the President & CEO for June 6, 2024.

Ms. E. Avery-Graves/Ms. K. Ward, **CARRIED**

6. OTHER BUSINESS

6.1 2023/24 Board Work Plan Status Update – The Board of Director’s Annual Work Plan (September 2023 – June 2024) was pre-circulated. Performance to the end of the 2023/24 board cycle was reviewed. Work is underway to update the Hospital’s risk register with Healthcare Insurance Reciprocal of Canada (HIROC). Updates to the Hospital’s Energy Plan are pending. The Peer Evaluation survey will be released in late June.

6.2 OHA Fall/Winter Legislative and Regulatory Summary – The Ontario Hospital Association’s (OHA) Fall/Winter Legislative and Regulatory Summary dated April 2024 was pre-circulated. The document was provided for information.

6.3 Next Regular Meeting Date – 2024/25 meeting schedule to be confirmed.

7. MOTION TO ADJOURN THE OPEN MEETING & MOVE INTO THE CLOSED MEETING

On a motion of Ms. A. Terrill, the Open meeting adjourned at 6:35 p.m. and the Board moved into its Closed meeting.

Chair

Secretary

Date