



The (**OPEN**) meeting of the **Board of Governors** of the Ross Memorial Hospital was held on **Thursday, May 28, 2020**, via teleconference.

Present: Ms. V. Harris (Chair), Mr. R. Ashmore, Dr. B. Chawla, Ms. P. Clarke, Mr. J. Griepsma, Mr. L. Hope, Ms. B. Kennedy, Mr. D. Kimmerly, Mr. W. Levine, Dr. J. McNabb, Mr. B. Nielson, Ms. C. Norris, Ms. A. Overhoff, Ms. W. Percival, Ms. N. Rooney, Ms. M. Saunders, Ms. K. Ward, Ms. K. Isfan

Regrets: Dr. A. Knox

By Invitation: Mr. P. Truscott, Mr. B. Winder, Ms. T. Connell/Mr. M. Haire – BDO Auditors (item 3.1)

1. CALL TO ORDER

Ms. V. Harris, Chair, called the (Open) meeting to order at 1:33 pm.

1.1 **Quorum** – A quorum was confirmed.

1.2 **Approval of Agenda** – The agenda was reviewed. Thereafter, was a **MOTION: That the agenda be approved as presented.**

Ms. M. Saunders/Ms. W. Percival, **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 and a patient story was shared.

2. UNANIMOUS CONSENT – Items identified as part of the consent agenda were provided on a motion sheet in the unanimous consent portion of the meeting package and presented as follows:

1. **MOTION: That the minutes of the (Open) Board of Governors meeting of April 30, 2020 be approved as circulated.**

Thereafter, there was a

MOTION: That the Board of Governors approves motion 1 on the (Open) Unanimous Consent for May 28, 2020 as presented.

Ms. C. Norris/Mr. L. Hope, **CARRIED**

3. BOARD BUSINESS

3.1 2019/20 Draft Audited Financial Statements/Audit Report – The Final Audit Report and the draft audited Financial Statements for the period ending March 31, 2020 were pre-circulated. Ms. T. Connell of BDO Canada LLP provided a high level overview of the Audit Report and findings, noting that it is BDO's opinion that the financial statements present fairly, in all material respects, the financial position of the Hospitals as at March 31, 2020, and that its results of operations and its cash flows for the year ended in accordance with Canadian public sector accounting standards. Further, Ms. Connell

noted that there were no significant matters encountered during the audit that require the attention of Management or the Board of Governors.

Chief Financial Officer, Mr. P. Truscott provided an overview of the financial statements noting the Hospital ended the fiscal year with a net surplus of \$80,256, due in large part to two funding notices received late in the year. Other highlights include:

- Accounts receivable saw a slight reduction from the previous fiscal year. This reflects efforts to reduce accounts receivables in preparation for CIS.
- Accounts payable saw a slight increase from the previous fiscal year. This reflects issues related to the Plexxus ransomware attack in October.
- The Hospital ended the fiscal year with a strong Working Capital position.
- The Hospital's cash position saw a slight decrease from the previous fiscal year. This is due in part to CIS expenses incurred late in the year.

Subsequent to the draft statements being circulated to the Board, an error was discovered and amended on page 14 regarding to the Hospital's relation to the Foundation.

There was a

MOTION: *That the Board of Governors approves the Financial Statements for the fiscal year ending March 31, 2020 as amended.*

Mr. L. Hope/Mr. B. Nielson, **CARRIED**

3.2 2020/21 Operating Budget – The draft 2020/21 Statement of Revenue and Expenses was pre-circulated. Chief Financial Officer, Mr. P. Truscott noted that the preliminary budget reviewed by the Board in November 2019 reflected a sizeable deficit but that significant work has been done since then to achieve a balanced position.

The budget does not represent any significant changes from the previous year, other than the assumption that some of the one-time funding received in 2019/20 will be added to base funding. Hospitals are anticipating their funding letters from the Ministry within the week.

There was a

MOTION: *That the Board of Governors approves the 2020/21 Operating Budget as presented.*

Ms. P. Clarke/Ms. M. Saunders, **CARRIED**

3.3 Annual General Meeting and Corporate Membership – The 2020 Annual General Meeting and Corporate Membership Report was pre-circulated. President & CEO, Ms. K. Isfan noted the recommendations put forward in the report are driven by the intent to hold an in-person Annual General Meeting in order to ensure both transparency and access for members as it is felt that a virtual AGM would be challenging in light of the large membership anticipated, as well as the fact that many members live in rural areas where internet connection could be an issue, and many are seniors who may not have the appropriate technology and/or might find the technology difficult to navigate.

Members suggested that a backup plan be considered to provide an option for hosting the AGM virtually should restrictions on public gatherings and access to the Hospital remain in place in late August.

Following discussion, there was a

MOTION: That the Board of Governors approves the following amendment to s. 3.2 of the RMH Corporate Bylaws:

“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 each year, or such other dates as the Minister of Health may direct.”

Ms. C. Norris/Ms. M. Saunders, **CARRIED**

MOTION: That the Board of Governors approves that the Annual General meeting will be held on Thursday, August 27, 2020 at a time to be determined.

Ms. M. Saunders/Mr. L. Hope, **CARRIED**

3.4 RMH Auxiliary Constitution and By-Laws Updates – The RMH Auxiliary Constitution and By-laws Updates Report to the Board of Governors was pre-circulated. Hospital Board approval of revisions to the Auxiliary’s Constitution and By-laws is required per Article 15 of the Hospital’s Corporate Bylaws, and per Article XI of the Auxiliary’s Constitution and By-laws.

Interim Auxiliary President, Mr. W. Levine reviewed the proposed revisions made with the assistance of Foundation Executive Director, E. Coons. The proposed revisions include a number of grammatical and formatting items throughout the document, as well as amendments to wording under Article VI, Sections 2, 5 and 7.

Through discussion it was suggested and supported that the Auxiliary consider further revising the wording under Article VI, Section 7 to specifically state that should the Auxiliary be dissolved, and should the Hospital not exist, the remaining property would be distributed or disposed of to “other charitable organizations which carry on their work solely in Ontario and serving the residents of the City of Kawartha Lakes.”

There was a

MOTION: That the Board of Governors approves the Ross Memorial Hospital Auxiliary Constitution and Bylaws as revised and with the additional amendment noted.

Ms. W. Percival/Ms. P. Clarke, **CARRIED**

4. REPORTS:

4.1 Report of the Chief of Staff – The Chief of Staff Report to the Board of Governors dated May 2020 was pre-circulated. Chief of Staff, Dr. B. Chawla provided a high level overview of items referenced in the report.

Following an opportunity for discussion and questions, there was a

MOTION: That the Board of Governors receives the Report of the Chief of Staff dated May 2020.

Ms. B. Kennedy/Mr. D. Kimmerly, **CARRIED**

4.2 Report of the President & CEO – The President & CEO Report to the Board of Governors dated May 28, 2020 was pre-circulated. President & CEO, Ms. K. Isfan provided a high level overview of items referenced in the report.

Following an opportunity for discussion and questions, there was a

MOTION: That the President & CEO Report to the Board of Governors dated May 28, 2020 be received.

Mr. D. Kimmerly/Ms. N. Rooney, **CARRIED**

5. **CLOSED MEETING**: The Closed meeting of the Board of Governors commenced at 3:28 pm and is recorded separately.

6. **OTHER BUSINESS:**

6.1 MEETING DATES TO REMEMBER

Quality/Governance & Planning Committee – June 9, 2020, 8:00 am (to be confirmed)

Resources Committee – June 11, 2020, 8:00 am (to be confirmed)

Board of Governors – June 18, 2020 (time to be confirmed)

7. **MOTION FOR ADJOURNMENT:**

There being no further business, the OPEN meeting adjourned at 3:34 pm on a motion of Ms. P. Clarke.

Chair

Secretary

Date