

NORTHUMBERLAND HILLS HOSPITAL

BOARD OF DIRECTORS

July 4, 2013

Boardroom

MINUTES

Present: D. Mann, J. Russell, B. Brook (via Teleconference), J. Hudson, J. Farrell,
B. Gerber, H. Sculthorpe, C. Stewart, B. Carman, D. Broderick, M. Essak, C.
Kwok, C. Tozer, D. Pepper, T. Sears, W. Copeland, H. Brenner

B. Selby, Gerrit DeBruyn, P. Went

Regrets: G. Metson

Staff: E Vosburgh

1. CALL TO ORDER

D. Mann called the meeting to order at 5:00 pm

The Chair introduced and welcomed new members Dr. Carson Kwok, Dr. Mark Essak and new Community Board member Pamela Went.

2. CONFLICT OF INTEREST

Dr. D. Broderick declared a conflict under Item 6.3 (Chief of Staff Contract).

3. APPROVAL OF AGENDA

It was moved by T. Sears and Seconded by J. Farrell to approve the agenda as circulated. Carried

4. APPROVAL OF PREVIOUS MINUTES

June 6, 2013 Minutes

It was Moved by J. Farrell and Seconded by H. Sculthorpe that the minutes of June 6, 2013 be approved with the following amendment:

Page 4 of 5 – Under Governance Committee Report – remove repetitive paragraph at the bottom of the report (Following the report, the Board discussed the cost of integration.....)

CARRIED

June 20, 2013 Minutes

It was Moved by C. Stewart and Seconded by J. Hudson that the minutes of June 20, 2013 be approved as circulated.

CARRIED

5. CHAIR REMARKS

This item was deferred due to the anticipated lengthy discussions and debate at this evening's meeting.

6. REPORTS

6.1 Central East LHIN INTEGRATION STRATEGY UPDATED

D. Mann provided a brief background and turned the floor over to H. Brenner and J. Russell to provide activity highlights.

H. Brenner reported that the Integration Planning Team continues to meet on a weekly basis as part of a facilitated integration process to design new models for how acute care and community-based health services could be better provided to people living in their local communities. The planning team began meeting in January (2013) and includes representatives from area hospitals, community health centres and support service agencies. H. Brenner reported that recently the team commissioned a literature review to document the evidence base on regional rural health service delivery models, particularly in rural and small urban communities. The team was looking for evidence that supported their work, specifically that integration-type activities improve client access to high-quality services, create readiness for future health system transformation, and make the best use of the public's investment. H. Brenner reported that the IPT Consultant has just been hired and will be instrumental in moving the process forward, meeting target timelines. H. Brenner reported that there is a good collaborative effort amongst the partners. Cost-savings measures are anticipated in relation to back-office and administration areas of focus. There is significant focus on a 'cross-region' 2-stage community engagement process; how community input will be sought, communicated, etc.

J. Russell reported that the next Governor's Check-In is scheduled for July 31, 2013. He encouraged all members to access the CE LHIN website where extensive information and updates are posted and available for viewing. As the Board's represented Governor, J. Russell encouraged members to forward any questions or concerns to him.

Following their reports, H. Brenner and J. Russell answered varied roundtable questions.

6.2 DIALYSIS PROGRAM UPDATE

D. Mann framed the background to this item. He indicated that he would like the issues debated in the open public forum, but did caution that depending on how the discussions and comments flow, there may be need for members to move in-camera.

H. Brenner and D. Mann provided an update regarding key issues as they relate to the NHH Satellite Dialysis program. Members had been provided with additional correspondence, including:

- July 3, 2013 Letter from Wayne Gladstone, Chair, Board of Directors, Central East LHIN;
- July 2, 2013 Ontario Renal Network Summary Report
- July 4, 2013 Dialysis Status Report, Prepared by H. Brenner

H. Brenner reviewed multiple key factors for consideration in deliberating the Board's next steps; key factors about the NHH Satellite Dialysis Program; Opportunity costs to NHH, and material considerations.

On a motion by T. Sears and seconded by J. Russell to approve the following recommendation and Board motion:

NHH is committed to advocating for and securing local access to high quality, cost efficient Chronic Kidney Disease (CKD) services for west Northumberland residents in keeping with the Ontario Renal Network (ORN) mandate.

In doing so NHH will work with the ORN and Central East LHIN to align its Satellite Dialysis Program with a regional partner who demonstrates itself as a leader in providing CKD services who can ensure NHH's success in sustaining long term local CKD services without compromising access and high quality, cost effective care.

NHH agrees to work (largely as referenced in the ORN July 2nd Briefing Note to the NHH Board) in accordance with the PRHC commitment in a facilitated reconciliation process as detailed below for a period of four months:

1. Within 15 days of the July 4, 2013 NHH Board Meeting the ORN, will work with NHH and PRHC to complete the following:

- *PRHC and NHH will sign an MOU to undertake the actions as noted below (**July 19, 2013**).*
- *ORN will engage a facilitator to assist PRHC and NHH to complete the actions as noted below (**July 19, 2013**).*
- A. *ORN will provide mentors to PRHC to focus on regional program responsibilities; this work to include providing advice to the provincial work on organizational infrastructure cited in the ORN Briefing Note dated July 2, 2013.*
- B. *PRHC and NHH will endorse a service agreement using the existing MOU or a trial provincial template provided by the ORN. Both parties agree to make every effort to complete this work by **August 16, 2013**.*
- C. *Both parties agree to use the agreement to clarify respective roles, expectations, and deliverables.*
- D. *If the trial provincial template is selected, the parties agree to provide advice to the ORN, including other regional programs on its provincial implementation.*
- E. *If the existing MOU is selected, it will include the following components:*
 - a. *Leadership structures and accountabilities*
 - b. *Immediate steps to address NHH financial concerns; identification of regular finance meetings with terms of reference, ongoing financial management processes*
 - c. *Human resource provision*

- d. *Biomedical technical service provision*
 - e. *Medical coverage*
 - f. *Information and data systems management and reporting*
- F. *Both parties participate in mediation with a purpose to repair their relationship with a focus on the renal program, and using a facilitated process over the next 60-90 days.*
- G. *PRHC and NHH establish scheduled mandatory operational meetings to review strategic direction, operational volumes, quality and risk on a monthly basis commencing in July 2013. The PRHC and NHH Program Directors will lead this forum.*
- H. *The new ORN Regional Director is expected to be in place by July 2013. Both parties will meet at the Director level each month for the purpose of reporting on progress on the above, to resolve regional issues, and to ensure provincial issues are brought forward to the ORN during the Provincial Leadership Forum for resolution.*
- I. *On or before November 8, 2013, ORN and the CE LHIN will meet with both parties to establish progress against the previous steps. If both parties agree the following is in place, the process will be considered successful and complete:*
- *Roles clarified and working as expected*
 - *MOU responsibilities are being delivered*
 - *Above reported issues are resolved*
 - *Working relationship is restored*
- J. *If the parties agree the process is not successful and complete, the ORN, the LHIN, CEOs and VPs will reconvene to determine next steps.*

Further, the Board recommended that a cover letter be included with the final Motion citing PRHCs confirmed commitment and need for immediate repatriation of patient transfers to the NHH satellite, so as to minimize program disruptions and staffing impact.

Based on the above recommended directive H. Brenner advised the Board of the need for consideration for replacing the existing aging (x16) Hemodialysis Machines. These machines were originally purchased in 2003 and are now ten years old and starting to require regular costly repairs. H. Brenner reported that NHH has the necessary capital dollars (as funded by the ORN) to replace all sixteen machines at an approximate cost of \$40,000 per machine. Roundtable discussion ensued.

On a motion Moved by C. Stewart and Seconded by T. Sear, the Board agreed to table this request for one month, to be revisited at the next meeting.
Carried.

C. Tozer recognized and expressed appreciation to the management team for their extensive efforts to date on this issue.

6.3 CHIEF OF STAFF CONTRACT

Dr. D. Broderick reiterated his declaration of conflict and was excused from the meeting. D. Mann advised the members that the Chief of Staff's 3-Year Contract had expired on March 31, 2013. He is recommending that the Governance Committee review Article 19 of the Corporate By-Laws and report back to the Board in September.

Further, the Board Chair recommended consideration by members, that the current Chief of Staff Contract be granted a one-year extension, to expire on March 31, 2014.

***It was Moved by J. Russell and Seconded by H. Sculthorpe that the Chief of Staff's current contract be extended for a one year period, to expire on March 31, 2014.
Carried***

7 FOR INFORMATION / CORRESPONDENCE – No Report

8. NEXT MEETING

The next meeting will be held on August 1, 2013 at 5:00 pm.

9. IN CAMERA

The meeting moved in-camera at 7:20 p.m. on a motion Moved by J. Farrell and Seconded by H. Sculthorpe.

The in-camera meeting addressed matters relating to Senior Management compensation.

10. TERMINATION OF MEETING

The meeting was terminated at 7:40 pm on a motion from Jack Russell.