

NORTHUMBERLAND HILLS HOSPITAL BOARD OF DIRECTORS

**June 5, 2014
Boardroom**

MINUTES

Present: D. Mann, Chair; B. Brook, T. Sears, H. Sculthorpe, J. Hudson, D. Pepper, C. Tozer, C. Stewart, J. Farrell, B. Carman, M. Essak, D. Broderick, L. Davis, H. Brenner

E. Merbis, J. Stalker, P. Went

Regrets: B. Copland, C. Kwok, B. Gerber, J. Russell

Staff: C. Turk, E. Vosburgh, J. Gillard

1. CALL TO ORDER

D. Mann called the meeting to order at 5:02 pm.

2. EDUCATION SESSION

Sara Chow, Healthcare Risk Management Specialist, presented an overview of HIROC and integrated risk management in healthcare organizations.

E. Vosburgh, V.P. Human Resources and Quality, presented on the integrated risk management being rolled out at NHH.

3. CONFLICT OF INTEREST

C. Tozer declared a conflict of interest for item 9.1.2 Appointment of the Auditors.

4. APPROVAL OF AGENDA

It was Moved by T. Sears and Seconded by C. Stewart to approve the agenda with the following addition: 9.2.5 Board Policy II-005 Community Engagement. Carried.

5. CONSENT AGENDA MATTERS

None.

6. APPROVAL OF PREVIOUS MINUTES

It was Moved by J. Farrell and Seconded by C. Stewart that the minutes of May 8, 2014 be approved as circulated. Carried.

7. CHAIR REMARKS

D. Mann reported that the Auxiliary Annual General Meeting was well attended, with volunteers receiving awards for length of service. NHH hosted the annual staff and physician Long Service and Education Awards ceremony in May.

The Board Chair and CEO participated in the June Walking Challenge kickoff event with the Physiotherapy team by walking around the exterior path at NHH. The Foundation hosted the annual Donor Appreciation event in the NHH Rotary Courtyard which the Chair, CEO and other Board Directors attended..

D. Mann noted that tonight was the last regular meeting of the Board for Directors for Beth Brook, John Farrell, Heather Sculthorpe and Dean Pepper. Also, Dr. Essak and Dr. Kwok will be replaced as President and Vice President of the Medical Staff Association for the coming year. On behalf of the full Board, D. Mann thanked the Directors and medical staff for their contributions to the Board.

D. Mann outlined two patient letters received, one noted areas for improvement and the other was very complimentary of care at NHH.

8. SENIOR STAFF REPORT

The Senior Management report was pre-circulated. L. Davis reported that NHH's Gerontological Community of Practice work has resulted in seven abstracts being accepted for presentation at the Seniors Care Network conference. Four front line staff will be presenting on the work being done at NHH regarding gerontological nursing practice.

The management team has identified a number of corporate objectives for each goal within the five strategic areas of the Board Strategic Plan. In addition to the corporate goals, departmental goals will be developed that are in keeping with the overall strategic priorities of the Board.

The CE LHIN is leading a review of the current state of clinical information systems within each hospital across the region to develop a common vision. The final report is targeted for late summer or early fall.

The Health System Transformation Council has begun work on the recommendations from the Integration Planning Team report from earlier this year. NHH is actively involved in the development of the strategic alliance with Port Hope Community Health Centre and the advancement of integrated information technology systems across Northumberland County.

D. Mann and L. Davis announced that during the Foundation Donor Appreciation event, the Foundation presented a cheque to Northumberland Hills Hospital for over two million dollars.

9. Chief of Staff Report

D. Broderick noted that meetings have begun with the CEO and the Hospitalist physicians to review the program, discuss program expansion and to formalize the agreements between the hospital and the physicians.

10. REPORTS

10.1 Finance and Audit Committee

B. Brook provided the report of the Finance and Audit Committee.

The Committee reviewed the second draft of the 2013/14 annual financial statements and a list of confirmed changes from previous draft. An overview of significant changes to the statements since previous meeting was provided.

It was Moved by B. Brook and Seconded by C. Tozer to approve the 2013-14 Audited Financial Statements. Carried.

The Committee discussed and supported the re-appointment of KPMG LLP for the provision of external audit services for the fiscal year 2014-15 for the fourth year in a five-year engagement. The confirmed fee increase was originally outlined in the fee structure included as part of the five-year agreement.

It was Moved by B. Brook and Seconded by T. Sears to recommend to the membership at the forthcoming annual general meeting that KPMG LLP be re-appointed external auditor of the Hospital for the fiscal year ending March 31, 2015, at the quoted fees included in the April 2011 proposal. Carried. (1 abstention)

The Committee reviewed information on the 2014-15 H-SAA extension to be applied by the CE LHIN to March 31, 2015. The H-SAA templates will be populated by the CE LHIN with the negotiated targets. Senior Management has requested a delegation of authority for the CEO and Board Chair to execute the proposed H-SAA extension upon receipt due to timing.

The Board discussed the risk in delegating this approval. It was noted that the CE LHIN will be asking the same delegation of approval from their Board of Directors due to the timing. D. Mann noted that due to change in Board Chair following the Annual General Meeting and the absence of same, the delegation should be amended to the CEO and the Board Vice Chair.

It was Moved by B. Brook and Seconded by B. Carman to approve the delegation of authority to the CEO and the NHH Board Vice Chair to execute the proposed H-SAA extension from April 1, 2014 to March 31, 2015 on or before July 1, 2014, subject to any significant changes form the presented draft template. Carried.

The Committee reviewed the April variance report for period ended April 30, 2014. The hospital completed the month with an operating deficit of \$45,023 against a planned surplus of \$66,680. The variance relates to incremental salaries and wages due to increased activity and capacity surges.

10.2 Governance Committee

T. Sears provided the report of the Governance Committee.

The Committee reviewed the final draft of the hospital By-laws. A discussion was held on the requirement for quorum at annual meetings of the Corporation.

Some minor amendments were suggested and completed before being sent to the Board.

WHEREAS the Governance Committee of the Board reviewed all matters that required proposed changes to the by-laws as described in its minutes;

AND WHEREAS pursuant to section 29.01 of the existing by-law, the amendments shall have full force and effect upon being approved by the Board and that the amendments be presented to the members of the Corporation at a meeting duly called for confirmation;

On a Motion by T. Sears, Seconded by C. Stewart and duly carried, the following resolution was passed.

The Board of Directors approves the following:

The by-laws of the Corporation be amended to reflect all of the additions, deletions and changes indicated in the blacklined version annexed hereto, which has been marked to show all proposed additions, deletions and changes to the by-law.

Subject to confirmation by the members of the Corporation, the revised by-laws, a copy of which was directed to be inserted in the by-law section of the minute book, be hereby made as the by-laws of the Corporation.

The proposed amendments to the by-law will be submitted to the members of the Corporation at the next annual meeting for confirmation.

Carried.

The 2013-14 Annual Membership list was received and reviewed by the Committee. The Committee recommended approval of the annual membership list to the Board of Directors.

It was Moved by T. Sears and Seconded by J. Hudson to approve acceptance of the 2013/14 annual membership list. Carried.

A list of individuals was received by the Committee for authorization to sign membership forms on behalf of the hospital. The Committee recommended approval of the list to the Board of Directors.

It was Moved by T. Sears and Seconded by J. Farrell to approve the following individuals signing authority for membership forms: Cheryl Turk, Pam Oakman, Sue Hoekstra, Laura Marshall, Erin Bergeron, Melanie Gillespie, Stacy Connell. Carried.

A new Board policy – II-004 Guidelines for all Election Campaigns was received by the Committee. The Committee discussed the impact of the policy extending past election campaigns. This may present a risk to the organization as many opportunities present to speak with political representatives, which is welcomed by the hospital. The Committee agreed that the Board policy pertains to election campaigns only and re-title the policy to reflect this.

It was Moved by T. Sears and Seconded by C. Stewart to approve Board policy II-004 Guidelines for all Election Campaigns. Carried.

A new Board policy – II-005 Community Engagement was circulated to the Board of Directors for review. The development of a policy was recommended by the Governance Committee to formalize the Board's commitment to the Community. The Board discussed the opportunities to operationalize this new policy. J. Gillard recommended that the Community Engagement Framework have a complete refresh and be made a public document. Many new best practices are in place, since the initiation of the framework, including the learning's from PATH, which need to be included within the framework.

The Board also discussed opportunities for sections of the Community Engagement Framework to be outlined in a dashboard for the Board Committees work plans. It was agreed that Community Engagement would be added to the Governance Committee work plan to be reviewed twice annually.

It was Moved by T. Sears and Seconded by B. Carman to approve Board policy II-005 Community Engagement. Carried.

10.3 Quality and Safety Committee

C. Tozer provided the report of the Quality and Safety Committee.

The Committee reviewed the 2013-14 year-end report of the Quality Improvement Plan and the Quality Indicator Report. The 2014-15 Quality Indicator was received and reviewed by the Committee along with a summary of the target changes and new indicators for this fiscal year. Senior Management has identified indicators that will be the organization focus (big dots) and have aligned the Quality Indicator Report with the Board's Strategic Plan.

It was Moved by C. Tozer and Seconded by C. Stewart to approve the 2014-15 Quality Indicator Report. Carried.

The Board queried on a privacy breach at a peer hospital. Senior Management noted that the policies and processes are in place at NHH to deter such breaches.

11. MATTERS FOR INFORMATION

Foundation Report

No report was available.

Auxiliary Report

No report was available.

It was Moved by H. Sculthorpe and Seconded by B. Brook to receive all reports. Carried.
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12. IN CAMERA

Moved by H. Sculthorpe and Seconded by J. Farrell, the meeting moved to in-camera at 6:47 pm.

13. TERMINATION OF MEETING

The meeting was terminated at 7:32 pm on a motion from B. Brook.