

NORTHUMBERLAND HILLS HOSPITAL BOARD OF DIRECTORS

**June 13, 2019
Boardroom
MINUTES**

Present: B. Selby, Chair; T. McLean, M. Hilborn, K. Liu, M. Bhargava, D. Slater, S. Olsen, A. Logan, B. Carman, P. Went, L. Davis, S. Walsh, C. Tozer
K. Simmons, D. Morrison, B. Nixon

Regrets: M. McAllister, C. Gilmer, L. Kay

Staff: E. Vosburgh, J. Gillard, A. Mukherjee

1. CALL TO ORDER

B. Selby called the meeting to order at 5:00 pm.

2. CONFLICT OF INTEREST

C. Tozer declared a conflict for item 4.4 Appointment of Auditors.

3. CONSENT AGENDA

B. Selby reviewed the process for a consent agenda at the Board meeting.

It was Moved by T. McLean and Seconded by B. Carman to approve the Consent Agenda matters as circulated. Carried.

4. ITEMS FOR DISCUSSION / INFORMATION

4.1 Report from the Board Chair

B. Selby noted that this was her last regular Board meeting as Chair and extended her gratitude to all members of the Board and Senior staff for their support and dedication over the past two years. In addition, thanks were extended to the NHH Foundation and the NHH Auxiliary for their time on the NHH Board and their ongoing commitment and support of NHH.

B. Selby reminded the Board of the Annual General Meeting on June 25th.

4.2 Report from the Senior Staff

L. Davis provided a verbal report. It has been a busy couple of months for NHH staff with year-end and preparation for the AGM.

NHH held its second National Indigenous Peoples Day Celebration on June 12th. Thank you to J. Gillard and E. Vosburgh for their hard work in bringing this event to NHH.

Surge volumes continue with a high percentage of ALC patients. The transition beds program with local retirement homes is still in place although confirmation of continued funding has not yet been received.

MPP Piccini will be at NHH at the end of June for a funding announcement, all members are invited to attend.

NHH staff participated in the Big Bike event and raised close to \$800 to support the Heart and Stroke Foundation. L. Davis' Biggest Coffee morning at NHH raised \$700 to support the NHH Foundation campaign.

4.3 Report from the Facilities and Campus Development Committee

D. Slater reviewed the report of the Governance Committee. A new 5-year Energy Conservation and Demand Management Plan was received by the Committee. The plan was developed with the assistance of WalterFedy who included the combined heat and power project in the new plan, along with a number of items identified last year. Savings have been identified year over year with a minimum of one major initiative completed each year.

On a Motion by D. Slater, Seconded by P. Went, the Board approved the 2019-2023 Energy Conservation and Demand Management Plan as circulated. Carried.

4.4 Report of the Finance and Audit Committee

T. McLean reviewed the report of the Finance and Audit Committee.

The Committee received and reviewed the draft 2018-2019 Annual Financial Statement. The organization is showing a year end surplus position of \$733,000 which is 1% of revenues. Working capital ratio is in a good position of 0.94%. The Board queried on the findings outlined the Auditors report as to whether these were satisfactorily explained by the auditor and management. T. McLean noted that the auditor had no great concerns and had noted how well the growing relationship with the Chief Financial Officer was progressing. The committee was pleased with the response from management to each of the audit findings and the related actions being implemented to address.

On a Motion by T. McLean, Seconded by S. Olsen, the Board approved the 2018-2019 Audited Financial Statements as presented. Carried.

T. McLean reminded the Board of their approval in principle at the May 2nd Board meeting to transfer an allocated amount of any surplus at the end of the 2018-2019 fiscal year to a restricted fund for the purpose of investment in the Clinical Information System. Senior staff has recommended that \$500,000 of the 2018-19 surplus be moved to this restricted account.

On a Motion by T. McLean, Seconded by B. Carman, the Board approves the transfer of \$500,000 from the 2018-2019 surplus to the approved restricted fund for the purpose of investment in the Clinical Information System. Carried.

The Broader Public Sector Accountability Act (BPSAA) Attestation and consultant usage report was received by the Committee. The attestation requires signature from the CEO and Board Chair to attest that consultant use, expense claims and other procurement directives under the Act are in compliance. There are no exceptions to the attestation for 2018-2019 fiscal year.

On a Motion by T. McLean, Seconded by D. Slater, the Board approves signing of the 2018-2019 BPSAA Attestation as presented for fiscal year ending March 31st, 2019. Carried.

The Multi-sector Accountability Agreement (MSAA) requires the Board to issue a declaration of compliance, signed by the Chair, declaring that all obligations are fulfilled under the accountability agreement in effect during the applicable period. The Committee received confirmation that all programs under the MSAA have fulfilled the obligations for the reporting period.

On a motion by T. McLean, seconded by K. Liu, the Board approves the Chair to sign the Multi-Sector Accountability Agreement Declaration of Compliance – Schedule G – for the reporting period of April 1, 2018 to March 31st, 2019. Carried.

The recommendation to re-appoint KPMG for the provision of external audit services for the fiscal year 2018-2019 was reviewed by the Committee. This is the fourth year of a five-year engagement. The fees are as outlined in the fee structure included as part of the five year agreement.

On a motion by T. McLean, Seconded by P. Went, the Board recommends 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, 2020, at the quoted fees included in their April 2016 proposal. Carried.

C. Tozer abstained from discussion and voting on this topic due to conflict.

T. McLean noted that the Committee received a new reporting requirement to the CE LHIN - Schedule D – Declaration of Compliance for the Hospital Service Accountability Agreement (H-SAA). Appendix 1 of the report outlines the exceptions to obligations under the HSAA that NHH did not meet during the fiscal year. These include length of stay in the emergency department, ALC percentages, and other indicators. Each exception on the report is accompanied by the hospital's explanation for not meeting the obligation.

On a motion by T. McLean, seconded by B. Carman, the Board approves the Chair to sign the Hospital-Sector Accountability Agreement Declaration of Compliance – Schedule D – for the reporting period of April 1, 2018 to March 31st, 2019. Carried.

4.5 Report from the NHH Auxiliary

M. Hilborn provided the report of the NHH Auxiliary.

The NHH Auxiliary held their Annual General Meeting on May 29th with attendance by NHH staff and Board members. Dr. Gardner-Nix was the key speaker at the meeting. Volunteer service awards were presented at the AGM.

Petticoat Lane has renewed their lease for a five year term. Renovations to the building are scheduled for the fall.

4.4 Report of the NHH Foundation

L. Davis read the written report that was provided by T. Hathway for the NHH Foundation.

Northumberland's Biggest Coffee Morning was held on June 5th and is expected to raise approximately \$25,000. Wine and Ale in the Park event is officially sold out and will welcome 290 guests at the end of June. The Vandermeer Father Daughter ball is also sold out.

The Colour Run for Care will be held on July 27th in Port Hope. Gatsby's Fete-en-Blanc is a new event launching for September 7th. Tickets are \$150 and will go on sale in the coming weeks. More information as it becomes available will be posted to the Foundation website.

On May 29th the Foundation hosted close to 70 donors for the spring lecture for members of the Caring for Generations Society. The Foundation AGM will be held on June 19th and all members of the NHH Board were invited.

The NHH Foundation has raised \$645,000 at the end of May 2019.

<p>It was Moved by A. Logan and Seconded by S. Olsen to receive all reports. Carried.</p>
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5. IN CAMERA

On a motion by A. Logan, seconded by D. Slater, the meeting moved to in-camera. The in-camera meeting addressed matters related to medical human resources and financial matters.

6. NEXT MEETING

Tuesday, June 25th, Annual General Meeting.

7. TERMINATION

The meeting was terminated at 6:25 pm on a motion by A. Logan.