



NORTHUMBERLAND HILLS
HOSPITAL

**ANNUAL AND SPECIAL MEETING OF THE MEMBERS
JUNE 17, 2021 at 5:00pm
VIRTUAL MEETING**

MINUTES

Board Directors and Community Members of Board Committees Present:

P. Went, Chair; B. Carman, C. Gilmer, A. Logan, M. McAllister, T. McLean, D. Morrison, B. Nixon, S. Olsen, B. Selby, D. Slater, C. Tozer, W. Ito, S. Anderson, R. Stevenson, K. Simmons, M. Bhargava, F. Cameron, L. Davis, M. Hilborn, E. Smith, S Walsh

1. Call to Order

P. Went called the meeting to order at 5:00pm

Chair's Opening Remarks

P. Went asked L. Davis to provide recognition of the traditional keepers of this land and, specifically, Alderville First Nation, with a formal territorial acknowledgement.

P. Went stated that Pursuant to the By-Laws, as Chair of the Board, she will act as the Chair of the meeting, and Linda Davis, President and Chief Executive Officer of the Corporation, will serve as Secretary. The agenda reflects the business items we are required to conduct on an annual basis according to our obligations under the Public Hospitals Act and the Corporations Act.

P. Went noted that as Chair, she is obliged to ensure that the Corporation conduct the annual business in accordance with the information set out in the Notice to Members and confirm that due notice of this annual meeting has been given in accordance with the hospital By-Laws. P. Went also confirmed that as advised by the secretary, a quorum of Members is in attendance at this meeting. She therefore declared the meeting to be duly constituted and properly convened for the transaction of business.

2. Introductions

The Chair introduced guest, Lori Huber our auditor from KPMG. The Chair introduced Northumberland Hills Hospital Board members, in alphabetical order:

Bob Carman
Cyndi Gilmer
Ann Logan
Michael McAllister
Tom McLean (First Vice Chair)
Don Morrison
Bree Nixon
Starr Olsen
Beth Selby
David Slater (Second Vice Chair)
Catharine Tozer

The *Ex Officio* Board members who served on the Board in 2020-21, again, in alphabetical order, are:
Dr. Mukesh Bhargava (Chief of Staff)
Dr. Fraser Cameron (President, Medical Staff Association)
Linda Davis (President and CEO)
Wendy Ito (Vice Chair, NHH Auxiliary)
Marg Hilborn (President, NHH Auxiliary)
Dr. Emma Smith (Vice President of the Medical Staff Association)
Susan Walsh, VP, Patient Services, Chief Nursing Executive and Chief Clinical Information Officer

Community Members of the Board Committees:

Kendra Simmons
Sharon Anderson
Ross Stevenson

P. Went noted that the agenda for the evening has been pre-circulated in advance to Directors and volunteers and shared on our website and through traditional and social media outreach. A Report to the Community for 2020-21 has also been prepared and will be posted on the NHH website following tonight's meeting along with a media release summarizing highlights from this evening's AGM for those unable to attend in person.

Spotlight on Past Year

Typically, a keynote address on a timely topic by a guest speaker is part of each AGM. P. Went invited L. Davis and representatives from across NHH to share their firsthand experiences and insights over 2021 during the pandemic.

3. Minutes of the 2018-19 Annual and Special Meeting of the Members

P. Went noted the minutes of June 2020 AGM has been pre-circulated to the Members and asked if any member in attendance at last year's Annual Meeting has any evidence that would require amendment to the minutes, she would consider them now, and if appropriate, correct the corporate record accordingly.

4. Financial Report including the Report to the Auditor

P. Went introduced T. McLean Chair of the Board's Finance and Audit Committee to deliver the report of the Finance and Audit Committee and the report of our Auditor.

T. McLean noted that his role as Chair of the Finance and Audit Committee is to present the Financial Statements for the year ended March 31, 2021, and to call on our Auditor from KPMG LLP to report on these Financial Statements.

The Financial Statements have been available on the hospital website and promoted in our public notices as well highlights can be found in the Annual Report. These Statements show the Financial Position of the Hospital as of March 31, 2021, and the details regarding revenue, expenses and cash flows for the year just ended, as well as the comparative numbers for the previous year.

Through the Chair, Mr. McLean called on Lori Huber, KPMG LLP to present the Auditor's Report.

Moved by T. McLean, seconded by M. McAllister to accept the 2020-2021 Audited Financial Statement as presented.

Motion Carried.

5. Appointment of the Auditor 2021-22

Mr. Mclean noted KPMG LLP has been the hospital's Auditor since 2006. They were selected for a third five-year engagement through a competitive process in 2020 and are now entering year five of that five-year engagement. The NHH Board Finance and Audit Committee moved to appoint KPMG LLP as Northumberland Hills Hospital's external auditors for fiscal year 2021-2022

Moved by T. McLean seconded by D. Slater, be it resolved that KPMG LLP, Chartered Accountants, be appointed auditors of Northumberland Hills Hospital for 2021-2022 fiscal year as per the fees quoted in their most recent proposal.

Motion Carried

6. Report of the Chair of the Board

P. Went noted that the detailed Report of the Chair is available in the *Annual Report to the Community*.

P. Went recognized the contribution of the NHH Foundation who received exceptional support from its community through the Foundation's tireless efforts and creativity. In addition, acknowledged the regularly shared updates by W. Ito, Vice Chair of the NHH Foundation Board. The Board appreciates her regular reports on the Foundation's efforts. The Board thanked her,

Board Chair, J. Gilmer, and the entire Foundation team for their work to support the capital needs of this hospital.

In the past year alone, the NHH Foundation raised more than \$3m to support the purchase of lifesaving medical equipment to help keep quality patient care close to home. The total dollars contributed to NHH from the NHH Foundation since this hospital opened in 2003 now exceeds more than \$60million and have now accepted the biggest challenge of your history, a new capital campaign led by an exceptional choice in campaign chair, H. Vandermeer.

P. Went recognized the outstanding work of our NHH Auxiliary. We are most fortunate to have a virtual “army” of Auxiliary volunteers who – pre-pandemic—supported NHH in almost every corner, be it in the delivery of patient and family-centred care, or-like the Foundation- through fund raising for our capital equipment priorities. The Chair extended gratitude to M. Hilborn for her exceptional volunteer efforts over the past year.

P. Went thanked fellow Board members and Community members for their participation this past year. Service on a Hospital Board, while extremely rewarding, is no small commitment. You made the transition to virtual without missing a beat, and I know NHH is grateful for that.

The Chair thanked the Patient and Family Advisory Council (PFAC) volunteers as well for continuing to offer sound advice regarding ongoing quality improvement from a safe distance. More on our PFAC will be found in our Annual Report.

Two Board Directors will be leaving us after this meeting. P. Went thanked A. Logan for her total years of service to the Board and well as B. Carman for his decade long volunteer work on the NHH Board.

P. Went extended a personal thank you to Chief of Staff, Dr. Mukesh Bhargava, and President and CEO, Linda Davis.

7. Report from the President and CEO

The report from the President and CEO was pre-circulated in the Annual Report.

L. Davis reflected on the past 15 months of the pandemic recognizing the efforts of the staff and physicians at NHH as well as members of OHT-N who supported NHH with PPE, assisted at assessment centres and provided mass immunizations for those residents 80 years and older.

L. Davis thanked the Community Paramedics and the general community of Northumberland for their show of support to NHH staff and physicians. The NHH Board of Directors was recognized for their support as well. The Leadership team and Senior team were acknowledged for their commitment and dedication throughout the pandemic in continuing to move forward completing many of the key objectives of the Board’s strategic plan.

L. Davis shared the many projects NHH has begun over the past year including readiness for implementation of the new Clinical Information System (CIS), the opening of a short stay unit, addition of four ICU beds and the addition of an Ears, Nose and Throat (ENT) specialist to our community and to the Hospital.

In closing, L. Davis shared final thoughts as she retires after a lengthy career in healthcare.

8. Report of the Nominating Committee and the Election of Directors

Beth Selby, Chair of the Nominating Committee presented the committee report.

The Nominating Committee recommends the election of the following:

- Bree Nixon, Ward 1, to be elected for a 3-year term
- Sharon Anderson, Ward 3, to be elected for a 3-year term
- Ross Stevenson, Ward 3, to be elected for a 3-year term

The Board of Directors endorsed this recommendation at its June 3rd, 2021, meeting. Since this election fills the existing vacancy, and Members are not at law entitled to cast a negative vote in a Directors' election, B. Selby cast her vote in favour and declared them elected by acclamation.

In addition, the Nominating Committee recommends the following re-appointments:

- Cyndi Gilmer, Ward 1 – 3-year term
- Starr Olsen, Ward 2 – 3-year term
- Pam Went, Ward 3 – 3-year term
- Dr. Mukesh Bhargava, Ex-Officio – 1-year term
- Susan Walsh, Ex-Officio – 1-year term

The Board of Directors endorsed these recommendations at its June 3rd, 2021, meeting. Since this slate fills all existing vacancies, and Members are not at law entitled to cast a negative vote in a Directors' Election, B. Selby cast her vote in favour of the slate and declared them elected by acclamation.

9. Termination of Meeting

B. Carman moved to declare the meeting terminated.



Pam Went, Chair of the Board