



NORTHUMBERLAND HILLS HOSPITAL

ANNUAL MEETING OF THE MEMBERS
June 28, 2022 at 5:00 p.m.

MINUTES

Board Directors and Community Members of Board Committees Present:

P. Went, Chair; S. Anderson, C. Gilmer, M. McAllister, T. McLean, D. Morrison, B. Nixon, S. Olsen, B. Selby, R. Stevenson, C. Tozer, L. Savoy, K. Simmons, M. Noel, M. Bhargava, B. Davis, S. Forsyth, W. Ito, P. Ketov, S. Walsh

1. Call to Order

P. Went call the meeting to order at 5:00 p.m.

Chair's Opening Remarks

S. Walsh recognized the traditional keeper 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 Susan Walsh, President, and Chief Executive Officer of the Corporation, will serve as Secretary. The Agenda reflects the business items required to be conducted on an annual basis according to our obligations under the Public Hospitals Act and the Ontario Not for Profit Act.

P. Went noted that as Chair, she is obliged to ensure that the Corporation conducts the annual business in accordance with the information set out in the notice to the Members and in accordance with the Hospital By-Laws. P. Went 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:

Sharon Anderson
Cyndi Gilmer
Michael McAllister

Tom McLean
Don Morrison
Bree Nixon
Starr Olsen
Beth Selby (Vice Chair)
David Slater (absent)
Ross Stevenson
Catharine Tozer

The *Ex Officio* Board members, who served on the Board 2022-21 again, in alphabetical order, are:

Dr. Mukesh Bhargava (Chief of Staff)
Dr. Fraser Cameron (President, Medical Staff Association)
Beth Davis (CNE and Director, Professional Practice)
Selena Forsyth (President, NHH Auxiliary)
Wendy Ito (Chair, NHH Foundation)
Dr. Pavel (Paul) Ketov (Vice President, Medical Staff Association)
Susan Walsh (President and Chief Executive Officer)

Community members that served the past year on various Board Committee were also introduced:

Myles Noel
Laurel Savoy
Kendra Simmons

P. Went noted that the agenda had 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 2021-22 has also been prepared and will be posted on the NHH website following this meeting along with a media release summarizing highlights from this Annual Meeting for those unable to attend in person.

3. Minutes of the 2021 Annual Meeting of the Members

P. Went noted the minutes of the June 2021 Annual Meeting have 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, Acceptance of Audited Financial Statement and Auditor's Report

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, 2022, 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, 2022, and the details regarding revenue, expenses and cash flows for the year just ended, as well as the comparative numbers for the previous year.

NHH continues to benefit from a strong bottom line as we appear to move out of a two-year pandemic. This is in no small part due to the strong leadership of our President, Susan Walsh, the Senior team, and all staff who stepped up during the most trying of times.

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

Report of the Auditor

Lori Huber stated that KPMG conducted their audit in accordance with Canadian generally accepted auditing principles and that the financial statements present fairly in all material respects the financial position of NHH as of March 31, 2022, and that the Audit Report was unqualified, meaning that it was a "clean" report, and the financial statements were free of material misstatements.

Moved by T. McLean, seconded by M. McAllister to accept the 2021-2022 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. The five-year engagement has been completed, however, there was an option (exercised) for two more years (March 2022 and 2023).

We are now entering the second year of the two-year extension option. As such, the NHH Board Finance and Audit Committee moved to appoint KPMG LLP as Northumberland Hills Hospital's external auditors for fiscal year 2022-2023.

Moved by T. McLean seconded by D. Morrison, be it resolved that KPMG LLP, Chartered Accountants, be appointed auditors of Northumberland Hills Hospital for 2022-2023 fiscal year as per the fees quoted in their most recent proposal.

Motion Carried.

6. By-Law Amendments

B. Selby shared the following resolutions are recommended related to both the Corporate and Professional Bylaws.

Resolution #1: to confirm the Corporate Bylaws as recommended by the Governance Committee of the Board.

Resolution #2: to confirm the Professional Bylaws as recommended by the Medical Advisory Committee.

Moved by B. Selby, Chair of the Governance Committee and seconded by C. Gilmer to accept the Corporate and Professional Bylaws as presented.

Motion Carried.

7. Report of the Chair of the Board

P. Went shared the challenges faced in 2021/22 included the following: in addition to effectively managing the operation of the Hospital during a pandemic, the NHH Senior Leadership Team and numerous individuals and internal teams implemented a new Clinical Information System.

P. Went spoke of the recruitment and selection of a new Chief Executive Officer when interviews cannot be held in person and recognized the Board members, led by former Board Director Bob Carman and Tom Mclean, for taking on this task last year.

NHH in addition to a new CEO, also introduced a new Executive Assistant to the Board, a new Chief Nursing Executive, a new Chief Financial Officer, a new VP of Integrated Patient Services, a new VP of People, Culture and Organizational Effectiveness and a new focus on patient experience. S. Walsh has further enhanced a high-functioning, energetic Senior Leadership team whose commitment to the hospital's shared purpose is evident in all they do.

P. Went acknowledged the work NHH has begun to plan for the needs of the community 20-30 years from now through the strategic planning process. This process involved the Senior Team and Board, with participation from the NHH foundation, Auxiliary, Patient and Family Advisory Council, NHH staff and physicians as well as collaboration with the Ontario Health Team of Northumberland.

In closing, P. Went recognized the valuable contributions of Catharine Tozer who has completed her three terms as Board Director and has agreed to serve an additional year as a Community Member, as provided by our By-Laws. Dave Slater, currently second Vice President of the Board is also retiring and was thanked by P. Went for his contributions on various Board Committees which he chaired. Most recently Dave participated in the potential Health Centre project and his insights and questions assisted the team greatly. Finally, P. Went recognized Dr. Fraser Cameron, Ex-officio Board Member through his role as President of the Medical Staff Association. Dr. Cameron has been a member of the Quality and Safety Committee bringing an especially important perspective of the physician community to the Board.

P. Went shared, this is her last official act as Board Chair and thanked the Senior Leadership team, S. Walsh CEO and S. Thivierge EA of the Board for their support. Additionally, a thank you to the Board Directors and Community members for making her job easy, noting she is pleased to still be able to continue to work as a Director for the next two years.

8. Report from the President and CEO

S. Walsh shared insights from the past year noting the pressures faced amidst the uncertainty of life in a global pandemic and thanked the community for the support given to NHH over the past years.

S. Walsh highlighted the many achievements, positive changes, and developments at NHH including the completed implementation of a new Clinical Information System (CIS), expansion of our Equity, Diversity, Inclusion and Advisory Committee (EDIAC), and the introduction of a “Caring for the Carer” campaign designed to support the mental, physical, and emotional wellbeing of our carers. Strategies to address HHR shortages were also highlighted.

The President’s report included an overview of the multi-staged process of consultation, reflection and priority setting by our Strategic Planning Collaborative Action Team (SPCAT), a 23-member multi-disciplinary team of hospital, volunteer, and patient/caregiver representatives. The SPCAT began meeting in February 2022 to prepare the engagement plan that is now in the final stages of implementation. At the same time as our internal NHH consultation process, a concurrent Northumberland-wide community consultation was coordinated in partnership with the Ontario Health Team Northumberland. The findings of that consultation will also inform NHH’s new strategic plan.

The primary focus of the strategic planning process is the growth of our organization over the next three to five years to meet the needs of our expanding (and aging) community.

S. Walsh closed by acknowledging and celebrating the tenacity of the hospital team and their commitment to patient care that is simply inspiring.

9. Report of the Nominating Committee

C. Gilmer, Chair, recommended on behalf of the Nominating Committee the following elections:

- Laurel Savoy, Ward 2, to be elected for a 3-year term
- Kendra Simmons, Ward 2, to be elected for a 3-year term
- Dr. Mukesh Bhargava, Ex-Officio, to be re-elected for a 1-year term, and
- Susan Walsh, also Ex-officio, to be re-elected for a 1-year term

The Board of Directors endorsed this recommendation at its June 2, 2022 meeting. Since this election fills the existing vacancies, and Members are not at law entitled to cast a negative vote in a Directors’ election, C. Gilmer cast her vote in favour of the slate and declared them elected by acclamation.

10. Termination

On a Motion by R. Stevenson the meeting was terminated at 5:31 p.m.



Pam Went, Chair of the Board