



NORTHUMBERLAND HILLS HOSPITAL

**ANNUAL MEETING OF THE MEMBERS
June 22, 2023 at 5:00p.m.**

MINUTES

Board Directors and Community Members of Board Committees Present:

B. Selby, Chair; T. McLean, VC; S. Anderson, C. Gilmer, M. McAllister, L. Savoy, D. Morrison, B. Nixon, K. Simmons, P. Went, L. Orpana, M. Cassaday, M. Noel, C. Tozer, K. Zimmerman, M. Bhargava, S. Walsh, S. Forsyth, W. Ito

Featured Presentation: NICE (Non-urban Innovation and Collaborative Effort) presented by Dr. Mukesh Bhargava COS and Susan Walsh, President and CEO

1. Call to Order

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

Chair's Opening Remarks

S. Walsh recognized the traditional keeper of this land and, specifically, Alderville First Nations, with a formal territorial acknowledgment and reflection.

B. Selby stated pursuant to the By-Laws, as Chair of the Board she will act at 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 obligations under the Public Hospitals Act and the Ontario Not for Profit Act.

B. Selby noted that as Chair, she is obliged to ensure that the Corporation conducts the annual business in accordance with the Hospital By-Laws. B. Selby 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, Anoop Michael, Senior Manager from KPMG. The Chair introduced Northumberland Hills Hospital Board Members in alphabetical order:

Sharon Anderson
Cyndi Gilmer
Michael McAllister
Tom McLean (Vice Chair)
Don Morrison

Bree Nixon
Starr Olsen (absent)
Laurel Savoy
Kendra Simmons
Ross Stevenson (absent)
Pam Went

The *Ex Officio* Board members, who served on the Board 2022-23 again, in alphabetical order, are:

Dr. Mukesh Bhargava (Chief of Staff)
Selena Forsyth (President, NHH Auxiliary)
Wendy Ito (*Outgoing* Chair, NHH Foundation)
Dr. Pavel (Paul) Ketov (Vice President, Medical Staff Association) (absent)
Dr. Jude Obomighie (President, Medical Staff Association)
Susan Walsh (President and Chief Executive Officer)
Kate Zimmerman (VP Integrated Care and Chief Nursing Executive)

Gavin Ivory was also in attendance representing the NHH Foundation as their incoming Chair. B. Selby expressed the Board looks forward to formally welcoming Mr. Ivory to the Board table later in the proceedings.

Community members that served this past year on various Board Committees were also introduced:

Mike Cassaday
Myles Noel
Leslie Orpana
Lynda Sellar (absent)
Catharine Tozer

B. Selby noted Community volunteers bring with them diverse skills and backgrounds that have greatly benefited the Board over this past year and in turn, our hospital. Also recognized in attendance were representatives from local partners, members of media, Patient and Family Advisory Council partners and the NHH hospital and Foundation.

B. Selby noted 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 2022-23 has also been prepared and will be posted on the NHH website and across all communication channels 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 2022 Annual Meeting of the Members

B. Selby noted the minutes of the June 22, 2022 Annual Meeting were pre-circulated to the Members and asked if any member in attendance at last year's Annual Meeting had any evidence that would require amendments 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

B. Selby introduced M. McAllister 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.

M. McAllister noted that his role as Chair of the Finance and Audit Committee is to present the Financial Statements for the year ended March 31, 2023, and to call on our Auditor representative 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, 2023, and the details regarding revenue, expenses and cash flows for the year just ended. As well, they show the comparative numbers for the previous year.

NHH ended the year in a strong financial position, poised to successfully enter a period of growth. The hospital is able to look to the future and redevelopment needs with confidence.

Through the Chair, Michael McAllister called on Anoop Michael, Senior Manager KPMG LLP to present the Auditor's Report.

Report of the Auditor

Anoop Michael 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, 2023, and that the Audit Report was unqualified, meaning that it was a "clean" report, and the financial statements were free of material misstatement.

Moved by M. McAllister, Seconded by P. Went to accept the 2022-23 Audited Financial Statement as presented.

Motion Carried.

5. Appointment of the Auditor 2023-24

M. McAllister noted KPMG has been the Hospital's Auditor since 2006 and most recently, through a competitive process, has been awarded a new 5-year contract. As such, the NHH Board Finance and Audit Committee moved to appoint KPMG LLP as Northumberland Hills Hospital's external auditors for fiscal year 2023-2024.

Moved by M. McAllister Seconded by D. Morrison, be it resolved that KPMG LLP, Chartered Accountants, be appointed auditors of Northumberland Hills Hospital for 2023-2024 fiscal year as per the fees quoted in their most recent proposal.

Motion Carried.

6. Report of the Chair of the Board

B. Selby shared we are beginning to move towards what can only be hoped is an endemic phase of the pandemic, and with that, the beginning of our new normal. Since the pandemic began in March 2020, our optimism has been sustained by the hope-and in the earliest unknowns of COVID-

a belief that we would eventually emerge and begin to shape a 'new normal' we could only dream of three years prior.

The concept of a 'new normal' is subjective in that it can be viewed in many different ways. For Northumberland Hills Hospital, it is the growth of our services, which was and has always remained a key priority throughout the pandemic.

NHH continues to find innovative ways to bring connected care close to home, create accessible care for patients and their families, maintain a responsive and healthy work environment for our hospital teams and ensure that exceptional patient care, every time for every person remains at the forefront of care. These vital components are all part of NHH's four-point Strategic Plan CARE framework and have been a touchstone for us over the past year.

On a Board-level, we have grown to welcome new Community Members, Mike Cassaday, Leslie Orpana and Lynda Sellar over the past year who bring a wealth of knowledge and skills to NHH. As the hospital continues to expand along with our growing community, our Board is experiencing growth to help support and guide the many exciting changes planned in NHH's future.

In recent months, we also had an opportunity to host a second virtual Board Volunteer Open House, inviting expressions of interest from local individuals interested in volunteering with the Board as Community Members.

In closing, B. Selby took the opportunity to say thank you to two very special people. First, Tom McLean who completed his tenure with the Board of Directors after this meeting. Tom was previously a Vice Chair of the NHH Board and held various positions on Committees including most recently Chair of the Governance Committee, Vice Chair of the Finance and Audit Committee and served as Director on Committees responsible for Facilities and Campus Development and the Executive and Performance Evaluation Committee. Tom McLean's contributions to the Board are numerous and we are grateful for his many years of dedication to NHH.

Secondly, B. Selby acknowledged Catharine Tozer, a longstanding member of the Board who completed her tenure last year as Director and will conclude a final one-year term as a Community Member at this meeting. Catharine has brought her expertise and guidance for an additional year, and we thank her for many years of exceptional service.

B. Selby also thanked Susan Thivierge, Executive Assistant, Susan Walsh, President and CEO, Chief of Staff Dr. Mukesh Bhargava, and the Senior Leadership Team for their support in the first year of her return as Board Chair. B. Selby also shared gratitude to the Board Directors and Community members for their continued dedication and commitment to service excellence.

B. Selby noted as we embark on the new year ahead, she would like to extend gratitude to the commitment shown by our volunteer partners at the NHH Auxiliary, Patient and Family Advisory Council (PFAC) and the NHH Foundation, who have recently launched the Exceptional Community, Exceptional Care Campaign, the largest fundraising campaign in the organization's history, and in the history of Northumberland County. With the fundraising goal of \$25 million, the campaign will help to fund the replacement of both the magnetic resonance imaging (MRI) and computed tomography (CT) scanners, building and equipping a fourth operating room, creating a new

Integrated Stroke Unit, and redeveloping both the pharmacy and medical device reprocessing department.

To date, \$18 million has been raised toward this unprecedented campaign, including a \$1 million contribution from the NHH Auxiliary. That is nothing short of outstanding!

B. Selby called upon T. McLean, Chair of the Governance Committee to provide several motions required to comply with the Ontario Not for Profit Corporations Act.

T. McLean discussed in order to comply with the Ontario Not for Profit Corporations Act (ONCA), changes are required to NHH's Articles of Amendment which replaces the organization's Letters Patent and Supplemental Letters Patent. These changes, in turn, will require approval by the Ministry of Health (MOH).

Once the Articles have received approval with the MOH, Restated Articles of Incorporation must be filed with the Ontario government, bringing NHH into compliance with all ONCA requirements.

To support this new requirement, T. McLean Moved that the Board of Directors approve the Articles of Amendment, as presented at the June 8 Board meeting, subject to any changes. The Motion was Seconded by L. Savoy.

Motion Carried.

T. McLean Moved that the Board of Directors approves the Restated Articles of Incorporation, as presented at the June 8 Board meeting, subject to any changes made by a regulatory or government agency. The Motion was Seconded by S. Anderson.

Motion Carried.

T. McLean explained ONCA has also made changes to Board composition allowing an increase to the number of elected Directors from the current number of 12 to 13. This would also require a change to By-Law 3.01 to reflect the increase and to change the number of Board Directors to agree with the Articles of Amendment.

T. McLean Moved that the Board of Directors approves the update to By-Law 3.01 to:

1) increase the number of elected Board Directors from 12 to 13 and,

2 change the number of Board Directors to agree with the Articles of Amendment.

M. McAllister Seconded the Motion.

Motion Carried.

7. Report from the President and CEO

S. Walsh shared she is delighted to celebrate, through this Annual Meeting and related Annual Report, yet another remarkable year of growth, innovation, and success. Accountability to the community serves as one of the primary reasons for Annual Meetings like this one. Reporting to the community on the public dollars received and spent to provide the services we exist to delivery is critical, but care, we know, is measured in much more personal moments.

S. Walsh noted the 2023-23 Annual Report, which will be distributed digitally following this evening's meeting highlights just a few of the many instances of care delivered in 2022-23 and some of the many caring and committed people who labour to provide it.

S. Walsh shared highlights of this year's achievements beginning with the successful award of Accreditation with Exemplary Standing obtained from Accreditation Canada in the fall of 2022. This is the highest possible achievement in a rigorous process that NHH opts in to on a regular basis. This Accreditation not only serves as a testament to the dedication and expertise to our community that we consistently deliver exceptional quality and service. S. Walsh expressed her thanks to every member of the team for securing this result.

The second highlight shared this past year has been the slow, steady wind down of COVID restrictions, evidenced most recently by the March 2023 closure of the Cough, Cold and COVID Assessment Centre outside the NHH Emergency Department. A prime example of strength in teamwork, the small Centre reinvented itself on multiple occasions to meet the ever-changing needs of the community, demonstrating nimbleness and commitment to customer satisfaction that earned, quite rightly, much appreciation. S. Walsh expressed thanks to every member of the Assessment Centre team, PFAC members, who helped guide the COVID response and all those in the hospital who were called on to support the Centre's activities indirectly through a very prolonged pandemic.

Finally, S. Walsh recognized the strategic planning process she had the privilege of being part of with Board Director, Pam Went and an Interdisciplinary Strategic Planning Collaborative Action Team (SPCAT). While COVID-19 and other pressures were very much on the minds of every member of the team, this small group was hard at work preparing a roadmap to meet NHH's future needs.

Done in collaboration with community partners through the Ontario Health Team of Northumberland, the SPCAT logged more than 500 touchpoints with local residents, patients, healthcare providers and partners before arriving at a new shared purpose, "People First" and four proposed strategic priorities to focus on in the coming years. These priorities were validated and refined into the four-point Strategic Plan Framework that is guiding us today.

This planning and consultation has been key to the preparations now in progress for growth in a number of core services, arguably the most material growth since NHH's doors opened in the fall 2003 at 1000 DePalma Drive.

S. Walsh shared a thank you to the generous donors, championed by the outstanding NHH Foundation who continue to step up to the hospital's priority needs. A thank you as well to the outstanding volunteers, including the Auxiliary, PFAC, Board Directors and Community Members. Exciting things are happening at NHH, as the hospital prepares for its 20th anniversary in the fall.

8. Report of the Nominating Committee

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

- Mike Cassaday, Ward 3, 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 through electronic vote on June 16, 2023. Since this election fills the existing vacancy, 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.

9. Experience Partner Award

Jennifer Gillard VP Patient Experience, Public Affairs and Strategic Partnerships made a special presentation on behalf of the Patient and Family Advisory Council (PFAC) with an inaugural award, the Experience partner Award for Exceptional Service. This award aims to recognize individual patient or caregiver partners who have demonstrated exemplary service and contribution to enhancing the delivery of person-centred care at NHH.

The first recipient of the Experience Partner Award for Exceptional Service was Patient and Family Advisory Council partner, David Harnden, of Grafton. David is an inaugural member of NHH PFAC and was recognized for being steadfast in his commitment to Post-Acute Care Services (PASS). He has also been a strong and steady voice in the growth of the PFAC and an unwavering champion for the patient voice and their caregivers.

B. Selby offered congratulations to David on this very well-earned recognition, reflecting she has had the privilege of watching the PFAC grow and expand from its very beginning in 2016 and it is wonderful to see David recognized as the inaugural recipient of this new award.

10. Termination

On a Motion by C. Gilmer the meeting was terminated at 6:10 p.m. Board Directors and Community Members moved to the first meeting of the Board for 2023-2024.



Elizabeth (Beth) Selby, Chair of the Board