



<b>Meeting:</b>	Board of Directors
<b>Date:</b>	April 4, 2024
<b>Time:</b>	5:00pm
<b>Place:</b>	Boardroom
<b>Our Shared Purpose:</b>	<b><i>People First</i></b>

<b>Committee Members in Attendance:</b>			
<input checked="" type="checkbox"/> B. Selby, Chair	<input checked="" type="checkbox"/> C. Gilmer, VC	<input checked="" type="checkbox"/> M. McAllister	<input checked="" type="checkbox"/> M. Cassaday
<input checked="" type="checkbox"/> D. Morrison	<input type="checkbox"/> B. Nixon	<input checked="" type="checkbox"/> S. Anderson	<input type="checkbox"/> S. Olsen
<input checked="" type="checkbox"/> R. Stevenson	<input checked="" type="checkbox"/> P. Went	<input type="checkbox"/> L. Savoy	<input type="checkbox"/> K. Simmons
<input checked="" type="checkbox"/> S. Walsh	<input checked="" type="checkbox"/> M. Cocchetto	<input type="checkbox"/> L. Sellar	<input checked="" type="checkbox"/> C. Bell-Smith
<input checked="" type="checkbox"/> R. Freeborn	<input checked="" type="checkbox"/> L. Andrews	<input checked="" type="checkbox"/> M. Bhargava	<input type="checkbox"/> J. Obomighie
<input checked="" type="checkbox"/> G. Ivory	<input checked="" type="checkbox"/> K. Zimmerman	<input type="checkbox"/> S. Forsyth	<input type="checkbox"/> P. Ketov
<input checked="" type="checkbox"/> L. Orpana	<input type="checkbox"/> M. Noel	<input type="checkbox"/> J. Gillard	<input checked="" type="checkbox"/> L. Obomighie
<input checked="" type="checkbox"/> J. Fleming	<input checked="" type="checkbox"/> C. Nesmith (media)	<input type="checkbox"/>	<input type="checkbox"/>

<b>1.</b>	<b>TERRITORIAL ACKNOWLEDGEMENT</b>
	B. Selby provided the territorial acknowledgement.
<b>2.</b>	<b>CALL TO ORDER</b>
	B. Selby called the meeting to order at 5:00pm.
<b>3.</b>	<b>EDUCATION SESSION: Ontario Health Team Northumberland (OHT-N)</b>

S. Walsh, Co-Chair of OHT Northumberland presented an overview of the role, projects and priorities of the OHT-N. T. Rennicks, Co-Chair, was not present for this session. S. Walsh introduced Andrea Groff as the new Executive Lead for the OHT-N.

The OHT-N is guided by an established governance structure focusing on transfer payment deliverables, priority projects and key deliverables of the strategic plan 2022-26. As an outcome of meetings held across the community with OHT-N partners and others in the fall, key themes from these listening tours include a strong desire for collaboration and teamwork, focused efforts on physicians and primary care engagement, health equity, strategic planning, and future vision. There is also recognition of the need for innovation and improvement.

Current priorities identified include supporting older adults, primary care, mental health and addictions and digital health. Next steps will involve finalizing the year two operational plan, monthly updates, finalizing 2024-25 cQIP and continuation with initial projects.

**4. CONFLICT OF INTEREST**

None declared.

**5. APPROVAL OF PREVIOUS MINUTES – April 4, 2024**

On a Motion by P. Went and Seconded by M. McAllister the minutes of Feb. 1, 2024, were accepted as presented. Carried.

**6. CONSENT AGENDA**

On a Motion by M. Cassaday and Seconded by S. Anderson the consent agenda matters were accepted. Carried.

**7. ITEMS FOR DISCUSSION/INFORMATION**

7.1 Report from the Board Chair

B. Selby shared she took the opportunity to send a written response to an individual who wrote a lovely compliment letter that was circulated recently with the Board.

A thank you was extended to Jennifer Gillard and Bonnie McKee for an excellent PFAC presentation at the last Generative Discussion. B. Selby noted she has been on board long enough to know when the PFAC journey began, sharing her late husband, Barry was an early PFAC member. NHH is a leader in this area both provincially and nationally. Congratulations!

NHH held a successful Virtual Volunteer Open House on Wed. March 20<sup>th</sup>. A number of community members interested in learning more about the Community Member role were in attendance. Many thanks to the current members of the Board of Directors and Community Members who were in attendance.

## 7.2 Report from the CEO

S. Walsh discussed the recent budget release outlined investments in healthcare particularly hospital services despite ongoing deficits still facing most hospitals. The OHA continues to advocate for further funding to reduce deficits driven by inflation and increased demands for services. Hospitals are expected to see more funding in May. Now that Bill 124 has been reconciled the narrative needs to shift to talking about real issues and pressures facing the system.

The volunteer appreciation event is planned for all NHH volunteers including Board and Community members and will be held April 18<sup>th</sup> at 2pm. More details to come.

NHH has recently achieved a clinical milestone having reached a 90 per cent rate in barcode medication administration. NHH is a leader in the region to reaching this.

Weather permitting, April 8<sup>th</sup> will be an opportunity to view the solar eclipse. A great deal of preparation is planned to ensure NHH is prepared.

The year three operational plan is almost complete. NHH is also entering into the third year of the strategic plan. NHH's People plan enters into its second year focused on talent management, service excellence, wellbeing, and culture.

S. Walsh shared she is delighted to announce Andrea Groff as the new Executive Lead for OHT Northumberland. Andrea will be working closely with both Susan and Taryn Rennicks OHT-N Co-Chairs. Recruitment for a new CFO has begun and close to finalizing a successful candidate.

### 7.3 Report from the NHH Foundation

G. Ivory provided his report on behalf of the NHH Foundation. Like the Hospital, the Foundation just closed out the year end March 31 and without waiting for the full results, we know it's been a record year having raised over \$6.8M. Credit for this success rests solely on the shoulders of our amazing community who continue to put the Hospital high on its list of organizations to support.

Behind much of this success is four years of unflagging effort from all those involved with the Exceptional Community, Exceptional Care Campaign. The Foundation intends to celebrate a successful conclusion to the Campaign later this year.

Currently, Campaign efforts are focused on inviting NHH staff to participate, and for those who follow our social media pages, you will see many staff faces who are joining with us. Thanks to Lakeland Multi-trade, all donations will be doubled.

In the Foundation's most recent e-newsletter, you will know we recently refreshed our Strategic Plan and aim to focus our efforts in 4 areas, namely:

- *Growth* – Strengthen our Impact
- *Communications* – Communicate our Value
- *Relationships* – Develop an Exceptional Donor and Volunteer Experience
- *Accountability* – Build Trust and Affinity

Most importantly, each of these focus areas is already attached to specific proposed initiatives, most of which will launch over the next year.

Of course, with FY24 now behind us, we turn our attention to the new year and with this comes the return of a favourite event – Wine and Ale. While tickets will not go on sale until May 15<sup>th</sup>, please mark the date of Thurs. June 27<sup>th</sup> in your calendars.

#### 7.4 Report from the NHH Auxiliary

B. Selby shared the NHH Auxiliary report on behalf of S. Forsyth. The update included news that on March 20<sup>th</sup> R. Holland, shared with J. Huntley, Finance Manager a bank draft for \$135,000 which together with the donation of \$72,000 represents the Auxiliary's donation to the Hospital for the 2024 fiscal year. This combined total of \$207,000 is the largest donation since 2017 and the third largest in the 100-year history of the Auxiliary.

Recent sales include \$51,000 from sales at The Little Treasure Shop, \$142,000 from sales at Petticoat Lane, \$250 from the (former) crafters and the balance of \$13,750 from the Auxiliary's general fund (primarily donations from D. Mandzuk, Petticoat Lane's landlord).

As referenced in J. Gillard's recent email to the Board Jan. 30, the Auxiliary would like these funds to be used for the Hospital's purchase of fetal warmers, which was one of the potential projects identified last year.

S. Forsyth's report goes on to explain how funds raised are allocated to different projects. Every year the Auxiliary and the Foundation are given a list of things that the hospital needs. This may be new equipment the Hospital has not had before or replacing of outdated equipment. A recommendation is made to the Auxiliary Board for approval. The Auxiliary is thrilled to be supporting the Hospital's fetal warmers needs this year and hope in the coming days to have a photo taken with the first warmer that has been recently delivered. An Auxiliary media release will come out soon and include the total number of fetal warmers that were purchased with dollars raised this year.

The Auxiliary continues to receive very positive responses to ongoing recruitment efforts. Volunteer numbers are slowly but steadily returning to pre-pandemic levels, with some teams now back to full complement. Opportunities still remain to fill volunteer gaps in several areas of service, particularly the Inquiry Desk, Emergency Department, Hydration Team, and Hospital Elder Life Program. If you know anyone who is interested in volunteering at NHH they will find information, expression of interest and contact numbers for questions under the Volunteer tab at [nhh.ca](http://nhh.ca).

NHH's Interim Manager, Volunteers, Keri Campbell attended the Cobourg YMCA Senior's Active Living Fair Feb. 29<sup>th</sup> and reported good interest. She received one Auxiliary volunteer application at the Fair and has received two since.

Keri has been running the Volunteer Orientation sessions, which have been very well attended, with between 28-30 attendees at each. These include a mix of current and new Auxiliary volunteers as well as PFAC members and Spiritual Care volunteers.

Auxiliary General meetings have been reinstated to which all volunteers are invited, and positive feedback has been received. On the agenda are reports from K. Campbell, J. Gillard, and Auxiliary Board members. Department coordinators are invited to provide an update. The volunteers seem to really appreciate the opportunity to learn about what is happening in other departments and to meet other volunteers.

S. Forsyth reflected there are no words to express how proud she is of this auxiliary. Every single member in every department, on every floor and in Petticoat Lane and The Little Treasure Shop are remarkable for their dedication, hard work and willingness to fill in and take on extra work when necessary. They are an amazing bunch. S. Forsyth shared there is no doubt in her mind that there is not another auxiliary like NHH, no in Ontario and probably Canada.

7.5 Report from the Finance and Audit Committee – Motions

M. McAllister discussed KPMG NHH auditors attended the Mar. 27 Finance and Audit meeting and provided their audit planning report. As part of this report, is the requirement to sign the annual auditor’s engagement letter. M. McAllister has reviewed the letter provided in the meeting package, noting it is a standard letter. As Finance and Audit Committee Chair, M. McAllister would sign this letter on NHH’s behalf.

**On a Motion by M. McAllister and Seconded by M. Cassaday the Board approved signing and submission of the annual Auditor’s engagement letter. Carried.**

M. McAllister discussed as part of the operational plan; an RFP was developed to secure an audit firm to complete an internal audit function at NHH. The successful vendor was Ernst and Young. Senior Leadership in preparation for this audit, have created an internal audit charter mutually developed with Ernst and Young to guide the process. The internal audit will be aligned with the development of the enterprise risk management plan. The Finance and Audit Committee have reviewed the audit charter and recommend it to the Board for approval.

**On a Motion by M. McAllister and Seconded by M. Cassaday the Board approved the NHH IA internal audit charter. Carried.**

#### 7.6 Report from the Governance Committee – Motions

C. Gilmer provided the report on behalf of the Governance Committee sharing the Committee is recommending completing the OHA Board Self-assessment survey this year as has been done in the past. All members will receive a link to complete this anonymous survey. It should take approximately 20 minutes to complete.

**On a Motion by C. Gilmer and Seconded by P. Went the Board approved the completion of the 2024 OHA Board self-assessment survey. Carried.**

P. Went discussed that in order to plan for Board succession planning, the bylaws allow for the extension of the current Vice Chair's tenure by two years in order that she may serve as Board Chair until 2026. It was noted that the approval to elect C. Gilmer current VC to the Board Chair position will happen at the Annual meeting in June, however; this resolution needs to be passed in advance.

**On a Motion by P. Went and Seconded by M. McAllister the Board approved the resolution to extend C. Gilmer's tenure by two years in order that she may serve as Board Chair, ending in 2026. Carried.**

P. Went indicated a detailed briefing note was included in the Board package. The Ontario Government introduced Bill 91 which amends various pieces of legislation including the Ontario Not for Profit Corporations Act, 2010 (ONCA). Because of Bill 91, the annual declaration and consent form will be updated to remove a section entitled "meeting participation consent related to participation by telephonic or electronic means". The amended declaration and consent form will be sent out prior to the Annual meeting for completion and return.

An additional change required due to Bill 91 is to update the Finance and Audit terms of reference to reflect the new legislation that states only Directors can be members of an audit committee. Non-directors are welcome to stay on the current Finance and Audit Committee without voting privileges. P. Went has discussed this with the two non-directors currently on the F&A Committee and both have agreed to sit on the committee with no voting privileges. The F&A Committee terms of reference will be reviewed in September and revised to reflect the new language at that time.

There will be some paragraphs in the NHH Hospital Bylaw that will require revision by the Oct 19, 2024, ONCA compliance deadline. One of which is language that members entitled to attend telephonic or electronic Board meetings, must be able to communicate with each other simultaneously and instantaneously. All persons entitled to attend Members' meetings must be able to reasonably participate. P. Went shared the June 6<sup>th</sup> Board meeting will be a hybrid approach as a trial where members of the Governance Committee will attend virtually. These recommendations related to ONCA changes were shared with the Board for awareness at this time.

7.7 Report from the Quality and Safety Committee – Motion

M. McAllister, member of the Quality and Safety Committee, provided the report for this Committee on behalf of the Chair. The Quality and Safety Committee is bringing to the Board for approval the submission of the 2024-25 QIP narrative.

**On a Motion M. McAllister and Seconded by S. Anderson the Board approved the submission of the 2024-25 QIP narrative. Carried.**

**It was Moved by M. McAllister and Seconded by C. Gilmer to accept all reports as presented. Carried.**

**8. OTHER BUSINESS/CORRESPONDENCE**

There was no other business to discuss.

**9. IN-CAMERA SESSION**

On a Motion by M. Cassaday and Seconded by M. McAllister the meeting moved to In-Camera. The in-camera meeting addressed matters related to medical human resources and financial matters.

**10. ADJOURNMENT/NEXT MEETING**

There being no other business to discuss, the meeting was adjourned on a Motion by D. Morrison at 6:59pm. The next meeting is scheduled for June 6, 2024.