



**ANNUAL MEETING OF THE MEMBERS
June 26, 2024 at 5:00pm**

MINUTES

Board of Directors and Community Member of Board Committee Present:

B. Selby, Chair, C. Gilmer, VC, S. Anderson, M. Cassaday, M. McAllister, D. Morrison, B. Nixon, S. Olsen, L. Savoy, K. Simmons, P. Went, L. Andrews, C. Bell-Smith, R. Freeborn, M. Noel, L. Orpana, L. Sellar, M. Bhargava, S. Walsh, G. Ivory, K. Zimmerman

1. Call to Order

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

Chair's Opening Remarks

S. Walsh recognized the traditional keepers of this land, and specifically Alderville First Nations, with the formal territorial acknowledgement and reflection.

B. Selby stated 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 obligations under the Public Hospitals Act and the Ontario Not for Profit Act.

B. Selby requested a minor addition to the agenda previously published, to permit the approval of a Governance motion regarding alignment of the By-Laws with recent legislative changes.

Moved by C. Gilmer and Seconded by L. Savoy to accept the agenda as amended with additon of the required Governance motion.

Motion Carried.

B. Selby 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. Due notice of the annual meeting was given 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
Mike Cassaday
Cyndi Gilmer (Vice Chair)
Michael McAllister
Don Morrison
Bree Nixon
Starr Olsen
Laurel Savoy
Kendra Simmons
Ross Stevenson (absent)
Pam Went

The *Ex Officio* Board members, who served on the Board 2023-24 again, in alphabetical order are:

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

B. Selby noted, in addition to the Board Directors and Ex Officio members, Community members served this past year on various Committees. They were introduced.

Laina Andrews
Carol Anne Bell-Smith
Mary-Ann Cocchetto (absent)
Randall Freeborn
Myles Noel
Leslie Orpana
Lynda Sellar

B. Selby shared this is the highest number of Community members that have participated on the Board and noted with diverse backgrounds spanning local business, government, human resources, education and the not-for-profit sector, the Community volunteers bring with them diverse skills and perspectives. The Community member role has proven to be a very effective means of strengthening the Board, and, in turn, the hospital, ensuring local governance sustainability for future years.

Also recognize in attendance were representatives from local partners, Patient and Family Advisor Council and other guests.

B. Selby indicated the agenda has been pre-circulated in advance to Directors and volunteers and shared publicly with media, on the hospital website and through other communication channels. A *Report to the Community for 2023-24* has also been prepared and will be posted on the NHH website along with a medial release summarizing highlights from the Annual Meeting for those unable to attend in person.

3. Minutes of the 2023 Annual Meeting of the Members

B. Selby noted the minutes of the June 22, 2023 Annual Meeting has been 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 the 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, 2024, and to call on the Auditor representative from KPMG LLP to report on these Financial Statements.

The Financial Statements have been available on the hospital website and promoted in 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, 2024, 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 finished the 2023-24 fiscal year in a deficit position. It was a year of financial pressures, and continued growth to meet rising patient volumes across many program areas. ED visits, admissions, Community Mental Health visits and most departments overall at NHH experienced notable volume increases.

On top of this, revenues increased in the year because of an increase in growth funding and premiums paid for increased surgical volumes. However, arbitration awards led to an unexpected increased expense of \$7.6 million, for which NHH received \$6.9 million in dedicated funding. In addition to this, a pay equity settlement was completed resulting in an additional expense of \$0.6 million. These events led to an annual deficit of \$4.7 million.

Even in the backdrop of an increase in the number of funded beds, bed occupancy remained high. Patients awaiting placement in other care settings remain an ongoing factor to operating costs, with Alternate Level of Care (ALC) patients, many of whom are awaiting placement in Long-Term Care, representing a larger number of inpatients at NHH than in the year prior.

NHH celebrated year two of its new shared Clinical Information System in December 2023. With more experience using the new system, NHH continues to develop ways to optimize the value of this important investment. A key part of NHH's Strategic Plan Framework, the

CIS is a vital system that allows NHH and all our Central East hospital partners to drive improvements in experience , efficiency and outcomes.

Looking forward to 2024-2025, NHH is in a strong position to lean into growth. Planned significant investments in capital and infrastructure combined with outgoing collaboration with Community partners will ensure the hospital is able to successfully balance the growing needs of the community while maintaining quality care and experience for staff and patients.

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, 2024, that the Audit Report was a "clean" report, and the financial statements were free of material misstatement. A. Michael indicated that KPMG is independent of the Entity in accordance with the ethical requirements that are relevant to the Audit of Financial Statements in Canada and KPMG have fulfilled their other ethical responsibilities in accordance with these requirements.

Moved by M. McAllister, Seconded by M. Cassaday to accept the 2023-24 Audited Financial Statement as presented.

Motion Carried.

5. Re-appointment of the Auditor 2024-25

M. McAllister noted in 2023, through a competitive process, KPMG was awarded a 5-year contract and is currently completing year one of that contract. As such, the NHH Board Finance and Audit Committee move to re-appoint KPMG LLP as Northumberland Hills Hospital's external auditors for fiscal year 2024-2025.

Moved by M. McAllister and Seconded by K. Simmons, be it resolved that KPMG LLP, Chartered Accountants, be re-appointed auditors of Northumberland Hills Hospital for 2024-2025 fiscal year as per the fees quoted in their most recent proposal.

Motion Carried

6. Report of the Chair of the Board

B. Selby reflected this is somewhat of a bittersweet year for her, as 2024 marks her final term serving as NHH's Board Chair. Reflecting on the year just past, NHH has continued to find innovative ways to uphold its four strategic pillars and ensure they remain at the forefront of the care delivered.

On a Board level, we have benefited from the addition of four new Community members over the past year who have brought a wealth of knowledge, lived experience and skill to NHH. This year two Board Directors are retiring, Starr Olsen and Pam Went, who have both served, tirelessly, three, three-year terms. Starr served the Board for nine years and was most recently the Chair of the Quality and Safety Committee.

Pam Went also served for nine years and was Chair during the COVID-19 pandemic, some of the most challenging times the hospital has witnessed. In addition to her steady leadership through that time Pam chaired a number of committees and played a critical role with our CEO in some very innovative joint strategic planning with community partners.

Beth shared her sincere thank you to both Starr and Pam for their unwavering commitment and service, not only to NHH, but to the community of West Northumberland County.

Beth indicated that as the hospital continues to expand along with a growing community, the Board is experiencing growth to help support and guide the many exciting changes planned in NHH's future. Earlier this spring, the Board had the opportunity to host the third Virtual Board Volunteer Open House. Through this and a public awareness campaign the Board continues to invite expressions of interest from local residents interested in volunteering with the Board as a Community member. As seen in the past, this open house format generated strong interest.

B. Selby also thanked, Susan Thivierge, Executive Assistant, Susan Walsh, President and CEO, Dr. Mukesh Bhargava, Chief of Staff and the Senior Leadership Team. B Selby also shared gratitude to the Board Directors and Community Members for their continued dedication and commitment to service excellence, reflecting Board volunteering is not for the faint of heart – but the hospital has an exceptional team of Board volunteers and it is extremely inspiring and rewarding work to participate in hospital governance.

B. Selby extended her gratitude to the commitment shown by the NHH Foundation, NHH Auxiliary, Patient and Family Advisory Council and other volunteer partners. She reflected the Foundation is seeing wonderful success with their *Exceptional Community, Exceptional Care* campaign, the largest fundraising campaign in the organization's history, and in the history of Northumberland County.

In closing, Beth shared it has been her honour and privilege to serve as Chair of the NHH Board for two terms (2017-19 and 2022-2024) and will watch with keen interest from the sidelines as the hospital continues to grow and evolve with the community.

7. Report of the Governance Committee

C. Gilmer, Chair of the Governance Committee indicated the NHH Corporate By-Laws are reviewed every three years and are due to be reviewed in 2025. In advance of the regularly scheduled review, the Corporation must implement changes from Bill 91 and the Articles of Amendment as these changes went into effect in October 2023 and November 2023 respectively.

The Governance Committee recommends that a red-lined version of the current Corporate By-Laws be produced and maintained by the Executive Assistant to the Board as the most up-to-date version until a complete, regular review of the By-Laws occurs in 2025. In 2025, after the regular, complete By-Law review, the red-lining will be changed to black.

C. Gilmer Moved that the Board of Directors approves the recommendation that a red-lined version of the current Corporate By-Laws be produced and maintained by the

Executive Assistant to the Board as the most up-to-date version. It will include the changes required from Bill 91 and the Articles of Amendment. The Motion was Seconded by P. Went.

Motion Carried.

8. Report from the President and CEO

S. Walsh shared the 2023-2024 fiscal year proved to be both a significant and exciting time of growth at NHH. Although in the 20th anniversary year as a hospital, NHH is continuing to grow and gain new competencies reflecting NHH is in the third year of a multi-year strategic plan. This plan is becoming more ambitious and vibrant as time goes on.

Guided by the strategic plan framework, NHH continues to strengthen the Shared Purpose, *People First*, with the completion this past spring of NHH's first Experience Framework, exploring new and innovative ways to support the community of West Northumberland County.

As noted under the Facts and Figures section of the Annual Report, the community is growing rapidly, as is the need for care. In the last year alone, NHH saw a rise in volumes in nearly all services. Emergency Department visits significantly increased by over 2,403 to exceed 40,000 annual visits for the first time. Total admissions jumped from 5,027 to 5,493 and NHH saw additional increases in chemotherapy visits and out-patient ambulatory care visits to name a few.

To meet the rising needs for care, there was also a growth within NHH teams. While shortages in health human resources can often be synonymous with hospitals, S. Walsh reflected she is pleased to share that NHH is moving towards stabilization. Currently there are 885 full and part time staff and 168 medical practitioners at NHH with continued onboarding of new members for a variety of roles across the hospital.

S. Walsh shared that in attending the orientations for new staff, she is seeing people joining NHH from outside the catchment area – Quinte, Durham and regions to the north. Staff are hearing about the culture at NHH and want to join the organization. NHH is made special by the many incredible individuals who bring their time and specialized skills to the hospital.

From frontline care teams and support staff to administration, everyone plays an important role in a patient's care journey. Behind each number and statistic is a person who is committed to NHH's shared purpose, *People First*.

S. Walsh indicated NHH is indebted to the huge number of volunteers who contribute time and talent to NHH through other means, including the Board and Community members, the NHH Foundation, the NHH Auxiliary, the Patient and Family Advisory Council, Spiritual Care and other volunteer partners.

As a community hospital, S. Walsh shared the importance of maintaining strong partnerships noting she continues to witness the power of collaboration across the hospital and its direct contributions to patient care and experience. In her role as Co-Chair along with

Taryn Rennicks, and Executive Lead Andrea Groff of the Ontario Health Team Northumberland it is an opportunity to further strengthen critical community partnerships and initiatives through collaboration. By working together with other health and social care providers in the County, and local patients and caregivers, NHH can better enhance how care is delivered, and address priority needs more swiftly, with greater efficiency.

NHH can also ensure that it remains focused on the things that will mean the most to patient and their families, noting the hospital remains committed to growing along side the community and ensuring that *People First* remains at the heart of care.

In closing, S.Walsh shared it is indeed her privilege and honour to serve this community, and the Board as NHH's President and CEO.

9. Report of the Nominating Committee

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

Myles Noel, Ward 2 to be elected for a 3-year term

Leslie Orpana Ward 2 to be elected for a 3-year term

Carol Anne Bell-Smith Ward 2 to be elected for a 3-year term

Randall Freeborn 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 at the June 6th Board meeting. C. Gilmer cast her vote in favour and declared all elected by acclamation.

C. Gilmer welcomed Dr. Paul Ketov as incoming President of the General Medical Staff Association (GMSA) and recognized Dr. Jude Obomighie, outgoing President who completed his two year term. Finally, the Board welcomed Dr. Kate Everdell who will move into the Vice President GMSA role and in this capacity, an Ex-officio role at the NHH Board table.

10. Experience Partner Award

J. Gillard, Vice President, Patient Experience, Public Affairs and Strategic Partnerships, presented the Experience Partner Award for Exceptional Service. The award was first introduced by NHH in 2023 to recognize an individual Patient and Family Council (PFAC) partner who has demonstrated exemplary volunteer service and contribution to enhancing the care experience at NHH. The recipient of the 2024 Experience Partner Award for Exceptional Service was Ann Dobby, of Cobourg.

Ann has been a member of PFAC since September 2021 and brings the patient and caregiver voice to a number of clinical and corporate tables at NHH. She also served on the Integrated Stroke Advisory Committee that supported the opening of that unit last year and is an active supporter of NHH's Human Resource team's recruitment efforts, as well as representing the Medicine Quality and Practice Committee and NHH's Skin Health Best Practice Working Group.

B. Selby congratulated Ann on the very well-earned recognition from her peers and the community noting it has been exceptional to watch NHH's journey to an integrated experience program take shape.

11. Termination

On a Motion by L. Savoy the meeting was terminated at 5:45p.m. The Board of Directors and Community members moved to the first meeting of the Board for 2024-2025.



Elizabeth (Beth) Selby, Chair of the Board