

**NHH**Northumberland
Hills Hospital

MINUTES

Meeting:	Board of Directors
Date:	April 3, 2025
Time:	5:00pm
Place:	Boardroom
Our Shared Purpose:	<i>People First</i>

Committee Members in Attendance:

<input type="checkbox"/> C. Gilmer, Chair	<input checked="" type="checkbox"/> M. McAllister, VC	<input checked="" type="checkbox"/> M. Noel	<input checked="" type="checkbox"/> L. Orpana
<input checked="" type="checkbox"/> R. Freeborn	<input checked="" type="checkbox"/> C. Bell-Smith	<input checked="" type="checkbox"/> D. Morrison	<input checked="" type="checkbox"/> B. Nixon
<input type="checkbox"/> R. Stevenson (R)	<input checked="" type="checkbox"/> S. Anderson	<input checked="" type="checkbox"/> L. Savoy	<input checked="" type="checkbox"/> K. Simmons
<input checked="" type="checkbox"/> M. Cassaday	<input checked="" type="checkbox"/> G. Ivory	<input checked="" type="checkbox"/> P. Ketov	<input checked="" type="checkbox"/> K. Zimmerman
<input checked="" type="checkbox"/> M. Bhargava	<input checked="" type="checkbox"/> S. Forsyth	<input checked="" type="checkbox"/> K. Everdell	<input checked="" type="checkbox"/> S. Walsh
<input checked="" type="checkbox"/> J. Gillard	<input checked="" type="checkbox"/> J. Fleming	<input checked="" type="checkbox"/> D. Perera	<input checked="" type="checkbox"/> L. Obomighie
<input checked="" type="checkbox"/> C. Gervais	<input type="checkbox"/> L. Sellar (R)	<input checked="" type="checkbox"/> L. Andrews	<input checked="" type="checkbox"/> M. Cocchetto
<input checked="" type="checkbox"/> C. Nasmith (media)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1.	TERRITORIAL ACKNOWLEDGEMENT
	S. Anderson provided the territorial acknowledgement.
2.	CALL TO ORDER
	C. Gilmer called the meeting to order at 5:02pm.
3.	EDUCATION SESSION: CREDENTIALLING PROCESS
	Dr. Mukesh Bhargava, Chief of Staff provided a presentation on the steps involved in the credentialing of new Physicians and the role of the Board in this regard. The presentation outlined the what, the why and the how of the credentialing and privileging process.
4.	CONFLICT OF INTEREST
	No conflict of interest was declared.
5.	APPROVAL OF PREVIOUS MINUTES – February 6, 2025
	The previous minutes of Feb. 6, 2025, were pre-circulated with the agenda package. The minutes were approved on a Motion by C. Bell-Smith and Seconded by B. Nixon. Carried.
6.	CONSENT AGENDA

The consent agenda matters were reviewed. The Board agenda was amended to move the NHH Foundation report to In Camera only. The agenda was approved as amended on a Motion by D. Morrison and Seconded by M. Noel. Carried.

7. NEW BUSINESS

7.1 Report from the Board Chair

Cyndi Gilmer focused her Board report on one of the key aspects of leadership which is to understand the context in which we work and provided context from a provincial, local and internal perspective.

Provincially NHH continues to receive positive support from Ontario Health and the Ministry of Health and is very grateful for the ongoing support. On a local level congratulations were shared with MPP David Piccini on his recent re-election and continuation of his cabinet post as Minister of Labour, Immigration, Training & Skills Development. G. Gilmer, shared MPP Piccini has been very supportive of NHH and expects this will not change.

The Hospital continues to work in partnership with the OHA who have just released a new report with U of T's Dalla Lana School of Public Health providing understanding on how population health and illness may change over the next two decades. Ontario's population is growing, again, and will have an increasing number of individuals over the age of 30 living with complex illness. Our catchment area will be no different.

Work is continuing at a provincial level and OHA level to develop an evidence-based long term health service capacity plan to meet the projected needs of the system. This aligns with NHH's internal work on master planning.

The OHA has developed a survey which NHH Senior Leadership and the Board are participating in. The survey provides an opportunity to gather important information at a provincial level to understand the current diversity within senior leadership and governance structures of the hospitals.

Locally, C. Gilmer congratulated the NHH team of walkers for the Coldest Night of the Year. Once again, physician, staff and volunteers showed their community connectivity and support.

NHH received news on March 20 from a key donor, Northumberland County, regarding an unexpected change in their five-year financial commitment to capital equipment priorities at NHH. C. Gilmer shared she remains hopeful that a mutually agreeable solution will be reached.

Internally, the Board Chair commented when she reads the Hills Hub, she is impressed by the organization that truly lives up to the shared purpose of "People First" and core values. Cyndi also thanked the Board members for doing their part as well.

C. Gilmer shared that May 1st, a Volunteer appreciation event will be held at the Best Western, the speaker will discuss the social power of volunteerism. Cyndi hopes everyone can join in the celebration.

A long-standing initiative of the Hospital's volunteer Board of Directors is to provide financial assistance to students from West Northumberland who are pursuing a career in the health care sector through the Health Professions Scholarship program. The program was introduced in 2003. Applicants are evaluated based on academic achievements, extra-circular activities, a personal testimonial explaining their interest in a healthcare field and written references. The deadline to submit is April 18th.

7.2 Report for the CEO

Susan Walsh shared updates on key activities since the last meeting of the Board. Senior Leadership has developed the fourth year of the operational plan and 2025-26 corporate balanced scorecard.

The MRI trailer has been put in place in preparation for the new MRI. The master planning process has resumed, and we will be engaging some members of the Board, physicians and frontline staff to support this process. We are reviewing all current priorities to determine what might be impacted. S. Walsh noted master planning is an exciting process that will set the stage for the next 10-20 years.

Accreditation will occur again in March 2026. The Board will be involved in the survey as it relates to governance standards.

The recent experience survey was completed with terrific participation by staff, physicians, midwives and volunteers. Volunteers made up 69% of the responses. The next steps are working on action plans. A new survey will be launched using Qualtrics within the ED to gather patient experience data. Surveys will be expanded to other programs over the coming months.

Enhance Ontario (formerly Central East Clinical Information System Lead Hospital model) was launched April 1st. Judy Fleming will participate on the Enhance Ontario board representing NHH and serve as the Inaugural Chair.

NHH, OHTN and The Metropolitan University (TMU) hosted sessions previously focused on physician recruitment. TMU is coming back in the end of April to facilitate a session to review the governance structure for a county wide approach to physician Recruitment. S. Walsh shared she taken on the role of Co-Chair of the OHA Medium Sized Hospital Network of the OHA. This will be an important role to influence advocacy within the OHA for Medium Sized Hospitals.

Susan Walsh and Kate Zimmerman will be providing a presentation April 14th to the Inner Wheel Club at the Best Western. This is an opportunity to update participants on the hospital's growth and clinical initiatives.

7.3 Report from the NHH Auxiliary

Selena Forsyth, Auxiliary President provided an update on current and past activities. On a financial note, the annual audit is pending; however, from a financial perspective The Little Treasure Shop had its best March in nine years. Both shops are doing remarkably well. In March the Little Treasure shop grossed \$14,114 and Petticoat Lane \$16,019. As a result of this and the continued success of both shops, the Auxiliary is on track to exceed the planned donation to the Hospital. This will be confirmed and announced at the Auxiliary Annual Meeting which will be held on July 24th.

As a follow-up from the February Auxiliary report to the Board, a commitment was made to the Hospital to donate \$225,000 for the privacy curtains required in all patient rooms for which the Auxiliary had given \$110k in November. After the last board meeting Selena shared, she had the opportunity to see the new curtains in action during a tour coordinated by Jennifer Gillard and indicated they are quite splendid! Shortly after that tour, the remaining \$115,000 the Auxiliary committed to the curtain replacement project was passed along to NHH to fulfill that commitment.

Saturday hours in the Little Treasure Shop have been running successfully from 12:00 to 3:00 each weekend. Assuming there is sufficient volunteer interest this will continue. Selena shared the Auxiliary is more than grateful to the volunteers who stepped up to support this Saturday re-opening and has received very positive feedback from staff, patients and shoppers alike.

As for the rest of the volunteer needs, with the help of G. Bakker Manager, Volunteers, Selena noted they are filling the few remaining vacancies for the Emergency Department and the Inquiry Desk and making steady progress on the goal to complete weekend and evening coverage.

Selena shared; Rick Riley Vice President of the Auxiliary will be assuming the position of Auxiliary President at the Annual meeting this summer. Selena will continue in the position of Past President.

Selena shared words from the Finance Director, noting that the Auxiliary budget approved at last year's annual meeting projected the Auxiliary would be able to give the Hospital \$185,000. With a total donation of \$225,000, they are already 21% ahead of budget. The target for fiscal 2026, which has to be approved by the Auxiliary Board and membership, is \$240,000 and the Auxiliary is already starting the new fiscal year with almost \$30,000 in the bank.

The Board thanked Selena for her engaging and positive report and acknowledged the ongoing commitment of the Auxiliary.

7.4 Finance and Audit Committee – Motions

M. McAllister, Chair Finance and Audit Committee, brought forward several Motions on behalf of the Committee for Board approval. Specific details of the Motions were provided in the May 28th Finance and Audit Committee minutes in the full Board package.

Auditors KPMG provided their financial audit planning report to the Finance and Audit Committee March 26th. A component of the audit is the Auditor's annual audit engagement letter. This has been reviewed by the Committee. It is a standard letter as in previous years, outlining both management and the client's responsibilities and fee schedule. The Committee recommends this for Board approval.

On a Motion by M. McAllister and Seconded by M. Noel the Board of Directors approves the signing of the Auditor's annual engagement letter. Carried.

Temporary signing authority is requested for D. Perera, interim VP Finance, to support the ability to sign contracts. The current VP Finance role is a contract position rather than an employee of NHH. The Finance and Audit Committee recommends granting D. Perera signing authority for a temporary period of twelve months' duration. This is a deviation from the current Board Finance Policy III-003 Signing Authority. This will be reviewed again in March 2026.

On a Motion by M. McAllister and Seconded by B. Nixon the Board of Directors approves granting temporary signing authority for a twelve month period to D. Perera Interim VP Finance with a plan to review this in March 2026. Carried.

The Finance and Audit Committee has reviewed the 2024-25 financial statements as of Feb. 28, 2025, and recommends Board approval of the same.

On a Motion by M. McAllister and Seconded by M. Noel the Board of Directors approves the 2024-25 financial statements as of Feb. 28, 2025. Carried.

The 2025-26 capital budget plan was reviewed by the Finance and Audit Committee at the Mar. 26th committee meeting. The Committee recommends approval of the 2025-26 capital budget to the Board.

On a Motion by M. McAllister and Seconded by L. Savoy the Board of Directors approves the 2025-26 capital budget plan. Carried.

The 2025-26 Operational Budget was reviewed by the Finance and Audit Committee on Mar. 26th. The Committee approved the operating budget as submitted and recommends for Board approval.

On a Motion by M. McAllister and Seconded by C. Bell-Smith, the Board of Directors approves the 2025-26 Operational Budget. Carried.

7.5 Governance Committee – Motions

S. Anderson brought forward three Motions on behalf of the Governance Committee. Every three years the corporate by-laws are to be reviewed. A small committee is typically established to review these. The by-laws were last reviewed in 2022. Since that review additional requirements related to Bill 91 and the Articles of Amendment required updating of the by-laws to implement the changes from Bill 91 and comply with ONCA that went into effect in October 2023.

A detailed briefing note as background and a red-lined version of the corporate by-laws was produced and presented to the Governance Committee May 23, 2024. The Governance Committee recommended at that time that the red-lined version of the current corporate by-laws be produced and maintained by the EA to the Board until the next formal full review of the by-laws is completed in 2025. This recommendation was approved by the Board at the June 6, 2024, board meeting.

The corporate by-laws were reviewed March 6, 2025, by legal counsel, who confirmed the by-laws are compliant with ONCA amendments to date and no other legal review is required. Therefore, the red-lined changes will be accepted as final and changed to black. The next formal review of the by-laws will occur in 2028.

The Governance Committee is recommending for approval by the Board the final black lined corporate by-laws as reviewed by legal counsel.

On a Motion by S. Anderson and Seconded by C. Bell-Smith the Board of Directors approves the final black lined corporate by-laws as reviewed by legal counsel. Carried.

S. Anderson discussed an annual requirement of the board is the review of all board policies. A small committee was established to complete this task. There were only minor changes suggested to policies I-005, I-006, I-010, I-013, II-004 and II-007. The finance department reviewed all finance policies, and no changes were made.

On a Motion by S. Anderson and Seconded by C. Bell-Smith the Board of Directors approves the recommended amendments made to the Governance policies as noted above. Carried.

The NHH Pay for Performance Guidance Framework was developed, presented and approved at the CEO-COS Evaluation and Performance Committee meeting Oct. 2024. The document outlines the performance pay system applicable to all members of the Senior Leadership team based on specific performance expectations and rating scales. The final framework document was approved at the March 27, 2025, Governance Committee meeting, with recommendation by the Committee to present to the Board for final approval. A suggestion was made to add the date the framework was created to the final document

On a Motion by S. Anderson and Seconded by C. Bell-Smith the Board of Directors approves the final version of the NHH Management Pay for Performance Guidance Framework. Carried.

7.6 Quality and Safety Committee – Motion

The Quality Improvement Plan (QIP) 2025-26 was presented to the Quality and Safety Committee Mar. 19th to review the outline of the submission and detailed narrative required to be submitted to Ontario Health. The Quality and Safety Committee is recommending for approval by the Board the submission of the QIP and accompanying narrative 2025-26.

On a Motion by B. Nixon and Seconded by L. Savoy the Board of Directors approves the 2025-26 Quality Improvement Plan (QIP) and narrative submission to Ontario Health. Carried.

8. OTHER BUSINESS/CORRESPONDENCE

There was no other business/correspondence.

9. IN-CAMERA SESSION

On a Motion by D. Morrison and Seconded by C. Gilmer the meeting moved to In-camera. The In-camera meeting addressed matters related to medical human resources and financial matters.

10. ADJOURNMENT/NEXT MEETING

On a Motion by M. McAllister and Seconded by M. Noel the Board rose from In Camera. There being no other business to discuss, the meeting was adjourned at 7:25pm on a Motion by L. Orpana. The next meeting of the Board of Directors is scheduled for June 5, 2025.