



## **ANNUAL MEETING OF THE MEMBERS JUNE 25, 2025 at 5:00m**

### **MINUTES**

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#### **Board of Directors, Ex-Officio and Community Members Present:**

C. Gilmer, Chair, M. McAllister, VC, S. Anderson, L. Andrews, C. Bell-Smith, M. Cassaday, R. Freeborn (regrets), M. McAllister, D. Morrison, B. Nixon (regrets), M. Noel, L. Orpana, L. Savoy, K. Simmons, M. Bhargava, K. Everdell, S. Forsyth, G. Ivory (regrets), S. Walsh, K. Zimmerman

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#### **1. Call to Order**

C. Gilmer 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 acknowledgment.

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

C. Gilmer 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. C. Gilmer 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  
Laina Andrews  
Carol Anne Bell-Smith  
Mike Cassaday

Randall Freeborn (absent)  
Michael McAllister, Vice Chair  
Don Morrison  
Bree Nixon (absent)  
Myles Noel  
Leslie Orpana  
Laurel Savoy  
Kendra Simmons

The *Ex Officio* Board members, who service on the Board 2024-25 again, in alphabetical order are:

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

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

Mary-Ann Cocchetto  
Cindy Gervais  
Lynda Sellar absent  
Ross Stevenson absent

C. Gilmer 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 that have greatly benefited the Board this past year and, in turn, the hospital.

Also recognized in attendance were representatives from the community, local partners, Patient and Family Advisory Council and other guests.

C. Gilmer indicated the agenda has been pre-circulated in advance to Directors, Community members and volunteers and shared publicly with media, on the hospital website and through other communications channels. *A Report to the Community for 2024-25* has also been prepared and will be posted on the NHH website along with a media release summarizing highlights from the Annual Meeting for those unable to attend in-person.

### **3. Minutes of the 2024 Annual Meeting of the Members**

C. Gilmer noted the minutes of the June 26, 2024, Annual Meeting have 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**

C. Gilmer 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, 2025, 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, 2025, and the details regarding revenue, expenses and cashflows for the year just ended. As well, they show the comparative numbers for the previous year.

NHH concluded the 2024-25 fiscal year with a modest surplus of \$0.8 million, compared to a forecasted deficit. Local need for acute care continued to rise, with year-over-year increases in patient volumes and acuity. Provincial funding and other revenues increased by \$17 million year-over-year.

One-time operational pressure funding received during the year, and Bill-124 cost reimbursements, contributed to this increase but the full revenue needs, on a long-term, sustainable basis, continue to be a work in progress.

Salaries, benefits and medical remuneration have increased by \$7.4 million from our previous fiscal year to \$86 million. This represents over 65% of the total cost of operations.

Like all hospitals in this province, NHH faced significant financial pressures to support operations, including volume and acuity pressures, increased labour costs, funding rates below inflationary increases and ancillary costs, such as necessary clinical information system/technology upgrades.

Internal efficiencies achieved through meticulous performance improvement; disciplined cost management and operational optimization led to a positive financial position at the end of our 2024-25 fiscal year.

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, 2025, and that the Audit Report was a "clean" report. A. Michael indicated the audited financial statement was presented at the May 28, 2025, Finance and Audit Committee meeting and were satisfied with the findings.

***Moved by M. McAllister, Seconded by M. Cassaday to accept the 2024-25 Audited Financial Statement as presented.***

***Motion Carried.***

#### **5. Re-appointment of the Auditor 2025-26**

M. McAllister noted in 2023, through a competitive process, KPMG was awarded a 5-year contract and is currently completing year two 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 2025-2026.

***Moved by M. McAllister, Seconded by M. Noel be it resolved that KPMG LLP, Chartered Accountants, be re-appointed auditors of Northumberland Hills Hospital for 2025-2026 fiscal year as per the fees quoted in their most recent proposal.***

***Motion Carried.***

#### **6. Report of the Chair of the Board**

C. Gilmer reflected finishing her first year as Board Chair, she is struck by the increasing volume of excellent work that NHH continues to do, guided by the core pillars of the strategic plan. Despite capacity pressures, care, compassion and dedication to the shared purpose of *people first* is evident throughout the organization.

As demonstrated in the annual report, NHH is growing, and the community needs the services the hospital provides more with each passing year. Expansion is already underway including construction of a fourth operating room, replacement of critical diagnostic imaging equipment and infrastructure enhancements in pharmacy and medical device reprocessing. In order to meet the needs of the community, NHH has embarked upon a master planning process. Combined, these near-term and longer-term projects will ensure we have a hospital in future that will continue to meet the needs of residents we exist to serve.

On a Board level, C. Gilmer noted the board continues to be well serviced by a skills-based board. In addition to Mary Ann Cocchetto, Cindy Gervais and Ross Stevenson, the board welcomes two new Community members, Alexandra Wright and Bill Oliver,

who were drawn to the Board governance through the virtual board volunteer open house held in March.

NHH's Community member opportunity continues to serve as an introduction for volunteers to the role of the Board in hospital governance. In addition to raising awareness of Board service, it sustains and enriches our skills mix while also helping to bring enhanced diversity.

C. Gilmer noted this year, the Board is saying goodbye to a number of Board members and welcoming some new faces. Randall Freeborn has served on the Board since 2023 as both a Community member and Director. The Board has appreciated his knowledge and contributions, most particularly his organized way of thinking that has helped clarify processes. Randall was not able to attend the Annual meeting, however; the Board wished him well in the future.

The Board is also saying goodbye to NHH's long serving Chief of Staff, Dr. Mukesh Bhargava after an impressive 8-year tenure. Dr. Bhargava will conclude his final term following the Annual Meeting but will be leaving the hospital with a solid medical team. Dr. Bhargava has brought his calm demeanour, professional approach and visionary thinking to many Board discussions and will be greatly missed. Dr. Bhargava was thanked for his service and will continue to serve through his work as a referring specialist in the community.

The Board presented Dr. Bhargava, through Rhonda Cunningham CEO Foundation with a "gift of gratitude" donation to the Foundation on behalf of the Board.

C. Gilmer indicated a key responsibility of the board is the recruitment of the Chief of Staff, one of two direct reports to the Board, alongside the President and CEO. After a careful search supported by an interprofessional committee, C. Gilmer shared she is delighted to welcome Dr. Paul Ketov as the incoming Chief of Staff.

Dr. Ketov brings his expertise and experience as the Department Chief of the NHH Emergency Department. Through this and his work as General Medical Staff Association President (GMSA), he has strong relationships with NHH medical colleagues. Dr. Ketov was welcomed to the Board who look forward to working with him as COS when he assumes the role July 1, 2025.

C. Gilmer took the opportunity to also recognize Selena Forsyth who will be concluding her three-year term as President of the NHH Auxiliary next month. Collectively, Selena has served a remarkable 23 years with the NHH Auxiliary.

In her capacity as President of the Auxiliary, Selena has served as an Ex-officio member on the Board of Directors. Selena has participated on a variety of committee and working groups, including the Joint Communications and Community Engagement working group and NHH's Accessibility Advisory Committee. The commitment, passion, wisdom and humour that Selena brings to NHH is unparalleled.

and we are grateful to have her return as Past President of the Auxiliary Board for the 2025-26 fiscal year. The Board looks forward to welcoming Rick Riley as incoming President of the Auxiliary.

C. Gilmer also acknowledged Gavin Ivory, Chair of the NHH Foundation. Gavin joined the NHH Foundation Board in 2016, first on the finance committee and then in the role of Treasurer, before becoming Chair. Gavin served as Chair during the largest capital equipment campaign in County history. His expertise in finance and asset management and strong leadership from a governance perspective have left a very positive mark on this hospital and the community. NHH relies heavily on Foundation support to advance growth and the capital equipment investments our community needs.

Carrie Low is the incoming Foundation Chair and will attend Board meetings in an Ex-officio capacity. The Board welcomes Carrie and wishes Gavin well.

Additionally, the Board looks forward to welcoming Dr. Marcus Cunningham to the board table for the first time in an Ex-officio capacity. Dr. Cunningham was appointed as incoming Vice President of the GMSA as Dr. Kate Everdell moves into the role of GMSA President. C. Gilmer shared thanks to both for their service and commitment to NHH, in their capacity as credentialed staff and members of the Medical Advisory Committee (MAC) and their critical work as General Practitioners in the community.

C. Gilmer also thanked Susan Walsh, President and CEO, Susan Thivierge, Executive Assistant, and the Senior Leadership team for their support and commitment to NHH. A thank you as well to the dedicated staff, physicians and midwives who live the shared purpose “people first” every day.

Thank you was also shared to the Board Directors and Community members for their continued dedication and commitment to local hospital governance, and a final recognition for the work of the amazing partners across the hospital and the community. Without a doubt, volunteers put in countless hours in support of NHH patients, visitors, staff, physicians and midwives.

## **7. Report from the President and CEO**

Susan Walsh shared the 2024-2025 fiscal year was marked with opportunities for NHH to grow and evolve as an organization amidst an ever-changing-and often challenging-health care landscape. Despite many uncertainties, the hospital teams remained steadfast in upholding NHH's shared purpose, “*people first*” in the care that was delivered. A defining part of NHH's identity has and will always be the people.

S. Walsh reflected the hospital has grown into an organization where individuals choose to begin their health care journey – and in many instances – remain here for their entire careers. Every member of the hospital team – including volunteer partners – has shaped NHH into a place where clinical excellence, compassion and care exist cohesively.

A key element to the care that is delivered is experience. The new Experience Framework has enhanced NHH's commitment to provide the best human experience for patients, hospital teams and volunteers. Designed to complement NHH's existing strategic plan, these two elements serve as our guiding 'north star', shaping our direction and informing our path forward anchored by an infinite goal that inspires continuous growth and long-term impact.

While growth remains at the forefront of our current needs, we have also been planning and envisioning a vibrant future of health care, not only at NHH, but also for our community. We continue to see our service volumes trending upwards in the areas of the Emergency department visits, total admissions, including Acute and Post-Acute, total number of surgical cases and beyond.

The construction of our fourth operating room is a major capital project that underscores our efforts to create capacity within NHH to accommodate care for our growing community.

Recent data also reinforced the increasing need for primary care in our community, Last fiscal year, we saw 2,475 (11%) unique patients that presented at the emergency department with no family physician for a 21.9% increase year over year.

While the absence of primary care has been an ongoing challenge that is not unique to west Northumberland County, S. Walsh shared she is grateful for the collaborative work and recruitment efforts being driven by NHH and area partners. It is important to remember that expansion and enhancement are not only about scale, but also the quality of care being delivered.

In closing, S. Walsh shared looking to the future, she is invigorated by what has been accomplished together and for the potential of tomorrow.

## **8. Report of the Nominating Committee and Election of Directors**

K. Simmons, recommended on behalf of the Nominating Committee the following elections:

Cindy Gervais, Ward 2 to be elected for a 3-year term  
Dr. Paul Ketov, Ex-officio, to be elected for a 1-year term  
Susan Walsh, Ex-officio, to be re-elected for a 1-year term  
Kate Zimmerman, Ex-officio, to be re-elected for a 1-year term

The Board of Directors endorsed this recommendation at the June 5<sup>th</sup>, 2025, Board meeting. K. Simmons cast her vote in favour and declared all elected by acclamation.

#### **9. Experience Partner Award for Exceptional Service**

J. Gillard, Vice President, Experience, Public Affairs and Strategic Partnerships, presented the Experience Partner Award for Exceptional Services. The award was first introduced by NHH in 2023 to recognize an individual Patient and Family Council (PFAC) partner who demonstrated exemplary volunteer service and contribution to enhancing the care experience at NHH. The recipient of the 2025 Experience Partner Award for Exceptional Service is Liane Covert. Honourable mention went to Bonnie McKee and Irene Kavanagh.

C. Gilmer congratulated Liane on the very well-earned recognition and for her commitment to bringing lived experience to decision making at NHH.

#### **10. Termination**

On a Motion by D. Morrison the meeting was terminated at 5:55p.m. The Board of Directors and Community members moved to the first meeting of the Board for 2025-2026.



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Cyndi Gilmer, Chair of the Board