

**SOUTH HURON HOSPITAL ASSOCIATION
MINUTES OF BOARD OF DIRECTORS MEETING
Thursday, February 10, 2022, 4:00 pm
Open Session**

Present: Bruce Shaw, Chair Brian Heagle, Vice Chair Brad Sheeler
 Aileen Knip Christie MacGregor Dan Best
 Heather Hern Laura Stire Rob Morley
 Tara Oke

 Darlene Borland Heather Klopp Jimmy Trieu
 Michelle Wick Pat O'Rourke

Guests: Mike Fagan

Recorder: Stevie Cowdrey

1. Call to Order, Welcome & Land Acknowledgement – *Bruce Shaw*
 - Bruce Shaw (Chair) called the meeting to order at 16:04 hours.
 - Land acknowledgement was shared.

2. Declaration of Conflict – *Bruce Shaw*
 - Members were asked to voice any declarations of conflict.
 - There being no further declaration, the meeting continued. Should an unanticipated conflict arise during the course of this meeting, members were asked to notify the Chair, immediately.

3. Chief of Staff Update – *Dr. Mark Nelham*
 - 3.1 COS Report
 - Mark shared a report centred around our current COVID-19 outbreak and how to mitigate risks in the future, some of which is already in place.
 - WIC staffing is becoming troublesome and we are trying to come up with a plan for the summer schedule.
 - Mark is also proposing a paid (stipend) Lead Hospitalist position to assist with the management of CPOE and reappointments, as an example.

4. SHHF Update – *Pat O'Rourke*
 - 4.1 Update and Long Term Planning
 - Currently making plans for the upcoming gala. This year's gala will not be held at the Exeter Rec Centre as it will be closed after May for renovations.

- Pat would like to see the foundation become more involved in the planning of the hospital's capital needs. The public seems to want to make the hospital as viable as possible and the foundation will play a vital role in this.
- Does hospital administration need a better understanding of what staff need? Krista is fielding input from staff due to location of her office. Are their needs and wants not getting to where they should be?
- We need to improve the communication and interaction between hospital administration, the hospital board and the foundation board.
- SHHA is aware of the need for a longer term capital plan. However, some items need to be completed first, which includes the strategic plan and the master plan (for both SHHA and AMGH).
- Of note, the baby warmer and fetal doppler that were funded by the foundation have been on site for ~4 weeks and have already been used. Expectant parents were put at ease knowing that appropriate equipment was present.

5. Leadership Team Overview

5.1 Mike Fagan, Director, Support Services

- Mikes portfolio covers Facilities, Maintenance, Food Services, Housekeeping, and Security.
- Housekeeping staffing has been a recent prolonged challenge, as has building security.
- SHHA's electrical system is currently at the point where failure would close our hospital. Due to the nature of the necessary upgrades, it is a difficult project to complete when funding isn't secured. HIRF amounts vary each year and it has become difficult to advance the project. SHHA has submitted a small capital proposal to the capital branch of the MOH requesting additional funding without time constraints, but have yet to hear back.
- **ACTION: Jimmy will regroup internally to come up with a plan to address this issue and how to move forward.**

Mike Fagan left the meeting at 16:36 hours.

6. Operational Update

6.1 Financial – CFO (December) – *Darlene Borland*

- December statements show a similar trajectory as previous. SHHA will end the year in a surplus as a result of additional funding for the 3 new beds that were implemented, as well as confirmed funding of incremental COVID-19 expenses.

6.2 President & CEO Report – *Jimmy Trieu*

- Jimmy participated in an OHA pre-budget, pre-election meeting. Priorities are integration, access to care, and health human resources. OHA is asking for 1%

increase to base funding for inflation costs, as well as a 2.5% increase to funding for growth.

- OHA will also be asking for continued coverage of loss of revenue and incremental COVID-19 expenses, and to make the 3100 beds that were added to the system during this pandemic permanent. (3 beds at SHHA, and 4 and AMGH).

6.3 CNE Report – *Michelle Wick*

- Directive 2 (which paused non-urgent, non-emergent surgeries) has been revoked. As a result, SHHA should start to see an increase requests for rehab beds post-surgery.

6.4 Patient Experience Story – *Heather Klopp*

- Heather shared a story about a registration clerk who changed her care delivery approach to assist patients during this difficult time. Unfortunately, difficult patients have become common during the pandemic.

7. Agenda Items

Agenda - *Bruce Shaw*

7.1 February 10, 2022 Agenda

Motion: ***To approve the agenda as presented for the February 10, 2022 Board of Directors meeting.***

Moved by: ***Dan Best***

Seconded by: ***Christie MacGregor***
Carried.

Consent Items – *Bruce Shaw*

7.2 Board of Directors Meeting Minutes – January 13, 2022

Motion: ***To accept the consent items into the minutes as presented for the February 10, 2022 Board of Directors Meeting.***

Moved by: ***Brian Heagle***

Seconded by: ***Heather Hern***
Carried.

8. Quality & Risk – none at this time.

9. New Business

9.1 Audit Committee Update – *Christie MacGregor*

- This committee met in January and revisited the investment discussion. At this time, we have elected not to make any changes and have Julie present some different options at a future date.
- Some discussion also around the portfolio and mandate of the committee. Should it become Finance and Audit? This would allow the committee to complete a more in depth discussion on financial issues as they arise, and to provide proposed solutions to the Board.
- **ACTION: The Audit Committee Terms of Reference will be revised at the committee's next meeting.**

9.2 Governance Update – *Dan Best*

- A recent meeting took place to develop the Board action plan as required by Accreditation Canada.
- During the meeting, it became evident there was a gap from a governance perspective and that we really need to explore a Governance Committee (as opposed to an ad-hoc committee) to ensure that our requirements as a Board are met.
- This would require an approval of the Board and the development of Terms of Reference for the Board's consideration.
- Governance would be involved in bylaws, recruitment, etc.
- **ACTION: Christie, Bruce, Dan & Brian will work together to create a ToR for Board approval.**
- **ACTION: Jimmy will share the ToR from AMGH's Governance & Nominating Committee for reference.**

9.3 Letter to Staff & Physicians

- Over the past several months the Board has consistently heard different reports about how burnt out the SHHA staff and physicians are. A letter to show the Boards appreciation is appropriate at the time. over the past several months

Motion: ***Bruce & Jimmy to draft a letter to the staff and physicians at SHHA to express thanks for all of their hard work and dedication shown to date.***

Moved by: ***Heather Hern***
Seconded by: ***Tara Oke***
 Carried.

Darlene Borland, Heather Klopp, Pat O'Rourke and Michelle Wick left the meeting at 17:12 hours.

10. In-Camera Session – *Bruce Shaw*

Motion: *That this Board meeting proceed to the in-camera session at 17:12 hours.*
Moved: *Christie MacGregor*
Seconded: *Laura Stire*
Carried.

Returned to open session at 18:04 hours.

In-Camera Session 3.1 Executive Compensation – *Jimmy Trieu*

Motion: *To support the proposed Executive Compensation Framework as presented at the February 10, 2022 Board of Directors meeting.*

Supported by all directors with an e-vote of 10-0.
Carried.

In-Camera Session 4.1 Dr. Michaela Ondrejicka (Credentialing) – *Jimmy Trieu*

Motion: *To transition Dr. Michaela Ondrejicka from courtesy to active privileges, effective February 11, 2022.*

Moved by: *Rob Morley*
Seconded by: *Christie MacGregor*
Carried.

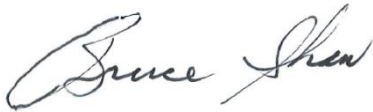
11. Next Meeting – *Bruce Shaw*

- Thursday, March 10, 2022 at 4:00 p.m.

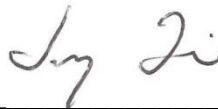
12. Adjournment – *Bruce Shaw*

Motion: *To adjourn the February 10, 2022 Board of Directors meeting at 18:05 hours.*

Moved by: *Heather Hern*
Seconded by: *Aileen Knip*
Carried.



Bruce Shaw
Board Chair



Jimmy Trieu
President & Chief Executive Officer