

	MINUTES OPEN SESSION BOARD MEETING Wednesday, September 28, 2022 Zoom Videoconference		
	Directors:	Margaret Dragan, Chair v Anthony lafrate- R Bill Gillam, Treasurer v Louis Guimond, Vice-Chair v	Brian Knott v Katherine Mantha v Bob McKinley v Barry Riedy v
Ex-Officio Directors:	Mike Lapaine v Dr. Michel Haddad v	Shannon Landry v Dr. Dhiraj Dhanjani v	Dr. Lincoln Lam - R
Invited Participants:	Marlene Kerwin v Keith Marnoch v	Laurie Zimmer v Kathy Alexander v	Paula Reaume-Zimmer v Dr. Ajayi-Obe - R
Recorder:	Melissa Rondinelli		

1.0 CALL TO ORDER

Margaret Dragan called the meeting to order at 5:02 pm, and welcomed Board members and guests. She then read the traditional territory acknowledgement.

2.0 AGENDA APPROVAL

2.1 Approval of Agenda*

Motion duly made, seconded and carried: to approve the agenda as presented.

2.2 Declaration of Conflict of Interest – No conflicts declared.

3.0 CONSENT AGENDA

3.1 INFORMATION ITEMS TO BE RECEIVED

- 3.1.1 Board Chair Report*
- 3.1.2 Professional Staff Association Report*
- 3.1.3 Facilities Quarterly Report*
- 3.1.4 Auditor’s Annual Post Audit Management Letter*
- 3.1.5 Analysis of Loans and Investments*
- 3.1.6 Board Individual/Peer Evaluation Surveys and Exit Interview Results*

3.2 ITEMS FOR APPROVAL

- 3.2.1 Open Session Board Minutes
 - a. June 22, 2022 Pre-AGM*
 - b. June 22, 2022 Post- AGM*

3.2.2 Chief Financial Officer Certificate*

3.2.3 Revised Removal of a Director/Non-Director Committee Member Policy*

Motion duly made, seconded and carried: to receive the reports presented and to approve the following items in the Consent Agenda: Open Session Board, Minutes - June 22, 2022 Pre-AGM and June 22, 2022 Post- AGM, the Chief Financial Officer Certificate and the Revised Removal of a Director/NDCM Policy as presented.

4.0 BOARD DECISIONS/OVERSIGHT/POLICY FORMATION

4.1.1 Annual By-law Review*

Lydia Wakulowsky of law firm, Borden Ladner Gervais (BLG), presented a brief overview of the By-law review process undertaken to comply with the newly proclaimed *Not-for-Profit Corporations Act, Ontario (ONCA)*. She explained that while organizations have three years to transition under ONCA, BLG recommended doing so sooner to ensure there were no gaps and legislation was well understood. Lydia then summarized changes to the Corporate By-law by three themes: ONCA required, implementation points, and Board decision points. Next, she reviewed each Board decision point outlined in her memo, and offered opportunity for the Board to raise questions. Questions followed about nominations outside of the Board process, tie votes at Members meetings, and the recommendation to remove the Leave of Absence (s. 4.09).

Lydia clarified ONCA enables Member proposals for nominations by 5% + of the *voting* Members. She noted it would be rare to have a tie vote at a Members meeting, since resolutions are approved at the Board level first. If there were a tie, the motion would be lost. Discussion about Chairs casting tie votes at Committee meetings followed. Lydia noted it is not risky to give a Chair a casting vote at a Committee meeting, since the recommendation moves forward to the Board for decision. The Board directed Lydia to add a general rule in the By-law regarding Committee Chair votes for clarity. Next, Lydia explained she recommended s. 4.09 be removed since ONCA prescribes that Directors can no longer abstain from a vote, and they would therefore be personally liable, even if they took a leave of absence. Brian Knott shared his experience with a previous leave of absence from the Board, and indicated he was in favour of removing the section.

Louis Guimond asked about Director liability and whether he had additional liability as a Certified Professional Accountant. Lydia advised fiduciary duty and standard of care are the same for all elected and ex-officio Directors. Examples where liability could be imposed on Directors include legislated filing obligations related to wages, occupational health and safety, environment, etc. She noted there are numerous protections available to Directors. In general, Directors are protected if they ask questions and exercise due diligence. Mike Lapaine added he has no knowledge of a Hospital Director

being sued, and noted a supervisor would likely be brought in before such action would occur.

Lydia then presented changes to the Professional Staff By-laws as summarized in her memo. There were no questions regarding the revisions to the revised Professional Staff By-law, or the Articles of Amendment presented.

Action: BLG to add a general rule to the By-law regarding Committee Chair voting.

A. Corporate By-law

Motion duly made, seconded and carried:

- 1. the corporate by-law of Bluewater Health ("Corporation") relating generally to the conduct of the activities and affairs of the Corporation ("By-law"), in the form presented to the Board of Directors of the Corporation ("Board"), is approved and adopted as the by-law of the Corporation, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-law;***
- 2. the By-law be submitted to the members of the Corporation ("Members") for confirmation; and***
- 3. following confirmation by the Members, the Chair and the Secretary of the Corporation are authorized and directed to certify a copy of the By-law as confirmed by the Members and to place such certified copy in the minute book of the Corporation.***

B. Special Resolutions approving the Articles of Amendment to be passed by the Board/Members

Motion duly made, seconded and carried:

WHEREAS the Not-for-Profit Corporations Act, 2010 (Ontario) ("ONCA") came into force on October 19, 2021.

AND WHEREAS Bluewater Health ("Corporation") wishes to file Articles of Amendment to update its purposes and special provisions, and to make other changes to comply with ONCA ("Articles of Amendment").

AND WHEREAS this special resolution is to be passed by a majority of the board of directors of the Corporation ("Board") and then confirmed by at least two-thirds of the members of the Corporation ("Members") in attendance and voting at a special Members' meeting.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. the Form 5271E – Articles of Amendment, a copy of which has been circulated in advance of the meeting, is approved; and**
 - 2. any two directors and/or officers are together authorized and directed, for and on behalf of the Corporation, to sign and file the Articles of Amendment, with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority (including the Ministry of Health, Ontario Public Guardian and Trustee, and Service Ontario, without the need for further approval of the Board or the Members.**
- C. Professional Staff By-laws – approve that the revised Professional Staff By-Laws of Bluewater Health be posted for Professional Staff feedback.**

4.2 President & CEO Report*

Mike Lapaine presented his report and brought attention to Bill 7. He explained that when patients are designated Alternate Level of Care (ALC), regardless of their first choice of long-term care (LTC) home, the legislation obligates BWH to charge them \$400 per day, if they refuse an available LTC bed within 70 km of their residence. Mike noted there has been outcry in the media about Bill 7; however, the other side of the issue is acutely ill patients being unable to access acute care beds. He reported BWH currently has 24 patients designated as ALC and is running at over 100% capacity. In response to why ALC numbers have increased, Mike explained assessment delays, fewer beds in the system, and an unprecedented demand for acute services is driving the increase. The Board questioned if there was any flexibility with the distance requirement, and which homes would be considered within 70 km for Sarnia-Lambton residents. Mike reported he anticipates care coordinators will do their best to mitigate moves, and noted most homes would be within Lambton County. Lastly, Mike invited the Board to a helipad demonstration event scheduled for October 14, 2022, details of which will follow.

4.3 Chief of Staff Report*

Dr. Haddad presented his report and highlighted the work of the Medical Advisory Committee this month, including focus on fall meetings, review/approval of policies, appointment of new Committee Chairs, and recruitment efforts. There were no questions, concerns or comments.

4.4 Draft Diversity & Inclusion Policy*

Paula Reaume-Zimmer presented the draft policy developed, and explained it is consistent with public and private sector policies examples reviewed. She was

questioned how BWH will ask people to declare diversity characteristics. Paula explained the hospital will begin to ask people to self-identify voluntarily, and noted some may choose not to self-disclose.

Motion duly made, seconded and carried: to approve the draft Diversity & Inclusion Policy as presented.

4.5 Revised Nominations Process Policy*

Paula presented the briefing note and revised policy. She noted the policy aligns with peer comparators, and outlined areas of change. There were no questions regarding the policy revisions.

Motion duly made, seconded and carried: to approve the revised Nominations Process Policy and the revised Board Matrix as presented.

4.6 Governance & Nominating Committee Highlights*

Paula presented the highlights and brought attention to the lower response rate this year for the Director Peer Evaluation Survey. The Committee encourages more engagement moving forward. It was felt the results may be due to COVID fatigue. Paula also mentioned BWH is planning a Board Retreat for October 29, 2022. The hospital is closing in on a location that will offer hybrid attendance. More information will follow.

4.7 Resource Utilization & Audit Committee (RUAC) Highlights*

Bill Gillam presented the highlights and noted the Committee revised its Terms of Reference to align with ONCA. The Committee also reviewed the post-audit management letter from BDO, which included one deficiency that has been addressed.

4.8 Monthly Financial Statement*

Bill invited Marlene to present the financial statements. Marlene highlighted the following:

- current surplus of \$504K
- salaries and wages over budget \$1.6M
- sick time 50% higher than pre-COVID
- overtime 180% higher than pre-COVID
- staffing pressures expected to continue with the hospital experiencing all time high occupancy rates, and the Ministry no longer funding COVID incremental expenses beyond June 30, 2022
- forecasted year-end deficit of \$3.4M

It was noted BWH is in better shape than other hospitals using agency nurses. Mike mentioned the hospital brings on 30-40 new staff every month, and is still not meeting demands. BWH will continue to monitor the situation closely. There were no questions raised.

Motion duly made, seconded and carried: to approve the Financial Statement for the period ended July 31, 2022 as presented.

4.9 Resource Utilization and Audit Committee Performance Scorecard*

Bill invited Marlene to present the scorecard. She noted the performance trends align with the questions/comments already raised during the meeting. There were no questions, comments or concerns.

4.10 Quality Committee Highlights*

Kirk Wilson presented the highlights, and mentioned the Committee received an update from the Pharmacy Program about expansion of their discharge facilitator program and new dispensing cabinets. There was also an update on the Accreditation process, and the Committee reviewed policies, which will move forward to the Governance & Nominating Committee for further review. There were no questions, comments or concerns.

4.11 Quality Committee Performance Scorecard*

Kirk reported there will be work over the coming year to streamline key performance indicators at the governance level. Shannon Landry clarified the briefing note shared with the Board in June 2022 was incorrect, as it included operational indicators, which are not included on the Quality Committee scorecard. Shannon also mentioned BWH has developed action trackers tied to the indicators, which will be shared at committee meetings moving forward. There were no questions or comments.

Motion duly made, seconded and carried: to approve the proposed indicators and targets on the Quality Committee Scorecard as presented.

4.12 Foundation Report*

Kathy Alexander presented the Foundation report and highlighted the success of back-to-back, sold-out golf tournaments for both Foundations. She noted the BWH Foundation recently held its annual Physician Appreciation Event, with formal recognition of award recipients to follow in the coming weeks. Kathy also noted Dream Homes sales are at an all-time high, exceeding numbers from last year.

5.0 OPEN FORUM

Rachael Simon identified a potential cultural appropriation issue with the recently shared patient video, Ron's Story. Paul Wiersma mentioned the Sarnia Police Service is conducting a series of consultations for development of its business plan, and is hearing great feedback related to the MHEART Program, as well as a need for mental health services.

6.0 ADJOURNMENT

Motion duly made, seconded and carried: to adjourn the meeting at 6:08 pm.



Margaret Dragan, Chair



Mike Lapaine, Secretary



Melissa Rondinelli, Recorder