

	<b>MINUTES</b> <b>OPEN SESSION BOARD MEETING</b> <b>Wednesday, May 25, 2022</b> <b>Zoom Videoconference</b> <b>5:00 pm</b>		
	Directors:	Marg Dragan, Vice-Chair -R Anthony lafrate v Bill Gillam v Jenny Greensmith - R	Louis Guimond, Treasuer v Brian Knott, Chair v Katherine Mantha v Bob McKinley v
Ex-Officio Directors:	Mike Lapaine v Dr. Michel Haddad v	Shannon Landry - R Dr. Dhiraj Dhanjani v	Dr. Lincoln Lam - R
Invited Participants:	Kathy Alexander v Keith Marnoch v	Laurie Zimmer v Marlene Kerwin v Paula Reaume-Zimmer v	Dr. Ajayi-Obe - R
Recorder:	Melissa Rondinelli		

## 1.0 CALL TO ORDER

Brian Knott called the meeting to order at 5:00 pm and welcomed the Board and guests. He brought up the pandemic and recent tragic events and reminded the group to continue to take care of themselves and be kind to one another.

### 1.1 Traditional Territory Acknowledgement

Brian read the Traditional Territorial Acknowledgement.

## 2.0 AGENDA APPROVAL

### 2.1 Approval of Agenda\*

Brian invited members to remove items from the consent agenda. There were no changes to the agenda.

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

### 2.2 Report on March In-Camera Board Meeting

Brian reported the Board made decisions on the credential report, and reviewed the quarterly Integrated Risk Management Report, physician loans, and the attestation for 2021 salaries and benefits. The Board also made decisions regarding executive pay for performance related to the Quality Improvement Plan and the annual CEO and Chief of Staff performance evaluation process.

### 2.3 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 Analysis of Loans and Investments\*
- 3.1.4 Facilities Quarterly Report\*
- 3.1.5 Audit Planning Letter\*
- 3.1.6 Annual FIPPA/PHIPPA Delegation of Authority\*

#### **3.2 ITEMS FOR APPROVAL**

- 3.2.1 Open Session Board Minutes – March 30, 2022\*
- 3.2.2 Chief Financial Officer Certificate\*
- 3.2.3 M-SAA Declaration of Compliance\*

***Motion duly made, seconded and carried: to receive the reports presented and to approve the Open Session Board Minutes of March 30, 2022, the CFO Certificate as presented, and authorize the Board Chair to sign the MSAA Declaration of Compliance.***

### **4.0 PRESIDENT & CEO REPORT\***

Mike Lapaine presented his report and highlighted the new funding received for ACCESS Open Minds (AOM). He also pointed out the significant funding Sarnia-Lambton has received for Mental Health and Addictions including Ryan's House operations funding, Eating Disorder funding and the Addictions Hub capital approval.

### **5.0 BOARD DECISIONS/OVERSIGHT**

#### **5.1 Strategic Plan Annual Report\***

Mike presented the annual report for information. He highlighted much of the year was dominated by the pandemic, yet the hospital made notable achievements. An example being same day joint replacement surgeries, which Bluewater Health (BWH) was forced to consider to be able to complete more surgeries, and has resulted in positive patient outcomes. Other examples include Ryan's House, funding for the Addictions Hub, and construction on the Helipad. The Board shared appreciation for the hospital's accomplishments notwithstanding the pandemic, and congratulated the team on an exceptional year. Mike acknowledged staff are burned out yet engagement remains relatively positive. Bev Hand mentioned hearing that other hospitals are still struggling, and the report highlights how well BWH has been functioning throughout the pandemic. Mike reported Chatham and Windsor are currently experiencing access and anesthesia shortages. He credited the work of the No One Waits (NOW) initiative pre-COVID, for allowing BWH to maintain patient flow throughout the pandemic. He was also pleased to report BWH received approval today to move to 100% surgical volumes at the

beginning of June, which will assist the hospital in catching up on the backlog. Mike noted BWH's backlog is not as bad as what other hospitals are experiencing. Bev suggested BWH share the story with the public to dispel backlog myths in the community.

Mike then introduced Keith Marnoch as the new Chief of Communications and Public Affairs, and provided an overview of his credentials and experience. Brian welcomed Keith to BWH on behalf of the Board.

*Dr. Haddad joined the meeting at 5:16 pm.*

5.2 COVID Update - Pandemic Response, Recovery & Hospital Operations Scorecard\*

Mike presented the scorecard noting indicators are moving in the right direction. Time to Inpatient Bed (TTIB) is above the two-hour mark, bearing in mind this target was set pre-pandemic. The hospital is still technically in yellow, with continued COVID pressures, but is mostly back to normal operations. Mike noted there may be debate next month as to whether to continue presenting this report. There were no questions for Mike.

5.3 Governance & Nominating (G&N) Committee Highlights\*

Anthony lafrate reported the G&N Committee was quite busy and presented the highlights for information. He brought attention to the Equity, Diversity and Inclusion (EDI) education available to Board members and encouraged participation. Anthony also noted the Committee reviewed a number of Board evaluation tools and received updates from the CEO on Ontario Health Team (OHT) development, staff and physician engagement, Foundation work, and more. Lastly, Anthony noted the Board Chair would be following up with members about their performance and contributions over the summer. There were no questions, comments or concerns.

5.4 Board Meeting Format\*

Anthony reported G&N had lengthy discussions about whether to continue to meet virtually and have recommended virtual meetings continue to June. The Committee considered Board feedback, the number of meetings remaining, Infection Prevention and Control (IPAC) Committee advice, and practice at other hospitals. Louis Guimond was supportive of the recommendation based on the increased risk to occupational health. He suggested virtual meetings could impact Board recruitment. Paul Wiersma acknowledged the Committee's consideration of the recommendation and inquired if there were any in-person meetings currently taking place at BWH. Mike reported small groups are meeting, with distancing and masks in place. He explained that when Sarnia-Lambton moves to a "low incident" community as determined by IPAC, masking will not be required. Paul indicated he was agreeable to meet in person with a mask on, and asked if BWH has considered hybrid meetings. Mike acknowledged protocols at the hospital are different than other workplaces. He reported being hopeful to move to a hybrid approach in the fall. Anthony added the Committee also considered offsite and

hybrid meetings and these options are not off the table for future consideration. Brian noted the Board's desire to meet in-person again. Kirk Wilson was supportive of meetings remaining virtual for BWH as a health care organization. He suggested the Board has not suffered in terms of decision making/governance. There have been benefits to virtual meetings, and there are challenges with hybrid meetings as well. Bev was also supportive of continuing with virtual meetings. Paul then questioned the need for the motion and suggested it be withdrawn. Anthony explained the recommendation was brought forward at the request of the Board. The Chair decided to move forward with the motion. Paul Wiersma voted against the motion.

*Dr. Dhanjani joined the meeting at 5:23 pm.*

***Motion duly made, seconded and carried: whereas Bluewater Health is a healthcare organization, the Board approves that meetings remain virtual to June, to be reconsidered by the Executive Committee over the summer before the September meetings.***

5.5 By-Laws Review Update\*

Anthony presented the briefing note. He reported the Board annually reviews the By-laws. This year, the Board engaged law firm Borden, Ladner Gervais (BLG) to update the By-laws to comply with the *Not-for-Profit Corporations Act* (ONCA). BLG presented the revised By-laws to a Working Group. BLG has also met with the By-laws Sub-Committee of the Medical Advisory Committee (MAC) to review changes to the Professional Staff By-law. The revisions to both By-laws will be brought forward to the Board in September, with BLG present, so the changes come forward simultaneously. In addition to changes to the By-laws, a number of practice changes are required due to ONCA, including a requirement for Board approval of the audited financial statements five days before the Annual Meeting. As such, a Committee of the Whole (COW) meeting has been recommended to meet the timeline. Louis questioned the need to change the approach since the Board has three years to implement ONCA. It was clarified there is a three-year window to update the By-laws, however, ONCA is effective now. Mike explained the Board could either hold the COW meeting in June with the Resource Utilization and Audit Committee (RUAC), or schedule a separate Board meeting five days before the Annual Meeting to meet the requirement. He noted the COW meeting would take approximately thirty minutes and include all Board Directors.

***Motion duly made, seconded and carried: to approve the Corporate and Professional Staff By-Law review approval process proceed in September, with BLG to prepare a briefing note and attend the Board meeting to answer any questions; and to approve a Committee of the Whole Meeting to coincide with the June RUAC meeting, to consider the audited financial statements for Board approval in compliance with ONCA.***

5.6 Policy Review\*

Anthony presented the briefing note which included a summary of recommended policy changes, and one new policy – Conflict of Interest. He noted there were a number of title changes and changes made to comply with ONCA. There were no questions, comments or concerns.

***Motion duly made, seconded and carried: to approve the revisions to the policies as presented and adopt the new Conflict of Interest Policy.***

5.7 Equity, Diversity, Inclusion (EDI) Update

a) Education and Operational EDI Progress\*

Paula Reaume-Zimmer referenced the article and presented the slides included in the agenda package. She discussed the goals of BWH's Equity, Diversity, Inclusion and Indigeneity (EDII) Committee, the group's successes and next steps, including a workshop to develop a work plan. Kirk noted the change from EDI to EDII and questioned if BWH should rename the work. Paula suggested evaluating the name as the work evolves.

b) Board EDI Strategy\*

Anthony noted G&N discussed how to develop a Board EDI strategy, reviewed Board demographics, and has recommended moving ahead with a survey of Board diversity to understand the Board's make-up, learning opportunities and develop a Board policy. In the meantime, the Board is encouraged to participate in the EDI educational offerings available. Louis suggested there was opportunity to expand the demographics analyzed. Anthony reported the information included was a starting point for discussions and reiterated the need for a survey to obtain more information. Paul shared appreciated for the work underway and recommended caution with analyzing results in comparison to the community.

5.8 Resource Utilization and Audit Committee (RUAC) Highlights\*

Louis presented the highlights for information. He reported there were three motions at the meeting, all approved unanimously. The Committee learned the Helipad Project cost increased \$200K from the original estimate, and the shortfall will be covered by the BWH Foundation. There were also updates on Whistleblower and the eVOLVE project, with more information to be shared with the Board on the Hospital Information System in the future. There were no questions, comments, or concerns.

5.9 Monthly Financial Statement\*

Louis presented the Financial Statement for the period ending March 31, 2022 and reported the hospital will end the year in a positive position with a surplus. Marlene Kerwin explained this is largely due to the additional COVID funding the hospital

received. The audited financial statements will be presented at the next RUAC meeting. There were no questions, comments, or concerns.

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

5.10 RUAC Performance Scorecard\*

Louis presented the scorecard for information. He noted the indicators were trending well, with absenteeism rising due to the pandemic and isolation requirements. The Committee questioned Quality Based Procedure (QBP) financial exposure and there was discussion about the potential for Ministry funding claw back. There were no questions, comments, or concerns from the Board.

5.11 Quality Committee Highlights\*

Mike presented the Committee highlights for information and brought attention to Professional Practice Report the Committee received. He noted there are a number of young staff at BWH, and Professional Practice staff have been added to provide additional guidance to them. The Committee also received an update on the No One Waits (NOW) initiative, which has been instrumental to support staff well-being over past couple of years. There were no questions, comments or concerns.

5.12 Quality Committee Performance Scorecard\*

Mike presented the scorecard and highlighted the 90<sup>th</sup> Percentile Time to Inpatient Bed indicator was in the 20s several years ago. BWH has achieved significant progress with this indicator over the years, which is important since patient flow is the core competency of an acute care hospital. Mike referenced a number of indicators tracking positively, and noted there was not enough data for the patient experience indicators.

5.13 Foundation Report\*

Kathy Alexander presented the Foundation report and highlighted the recent Gala was an overwhelming success. She credited the Foundation team, their committee, and sponsors for the success. Kathy also reported the upcoming golf tournaments are nearly sold out and the Dream Home was listed for sale today. She acknowledged the shortfall for the Helipad Project and indicated the Foundation is committed to working to generate donations for the project. Brian congratulated the Foundation on the success of the Gala. It was noted 400 people attended the event, which was planned closely with BWH's IPAC Committee. Lastly, Kathy encouraged the Board to share ideas for next year's Gala.

**6.0 CHIEF OF PROFESSIONAL STAFF REPORTS\***

Dr. Haddad presented his reports and highlighted most MAC discussions the past two months were centred on clinical protocols and COVID recovery. He was pleased to report BWH welcomed back medical students for Discovery Week for the first time in

two years, and he was hopeful some will choose BWH in the future. Paul congratulated Dr. Haddad on his Canadian Certified Physician Executive (CCPE) credential, and for being selected as the featured speaker at the Lambton College Convocation this year.

**7.0 OPEN FORUM**

There was no further discussion.

**8.0 ADJOURNMENT**

***Motion duly made, seconded and carried: to adjourn the meeting at 6:27 pm.***



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Brian Knott  
Chair



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Mike Lapaine  
Secretary



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Melissa Rondinelli  
Senior Executive Assistant - Recorder