



**Campbellford Memorial Hospital**  
**Board of Directors Meeting**  
 Tuesday, May 31<sup>st</sup>, 2022 @ 4:00 PM

**PRESENT:** Kevin Huestis (Chair), Karen MacGinnis, Nancy French, , Jennifer Glover, Eric Hanna, Sandra Conley, Michael Bunn, Alysia English, Carrie Hayward, Trish Wood, Paul Nichols, Liz Mathewson, Dr. Bruce Bain, Robbie Beatty, Patricia McCallister, Bruce Thompson, Douglas Hunt

**REGRETS:** Sandra Chapman

**GUESTS:** Peter Mitchell (Recorder), Karen Guy (HR Manager), Rachele Williams (Finance Manager), Bruce Pye (CIO)

AGENDA ITEMS & DISCUSSION	DECISION POINTS
<b>1. CALL TO ORDER</b>	Kevin Huestis called the meeting to order at 4:07 PM.
1.1 Confirmation of Quorum	A Quorum was confirmed.
1.2 Approval of Agenda	Karen MacGinnis Moved that the Agenda be Approved as Circulated.  Seconded by Trish Wood.  Carried.
1.3 Declaration of Conflicts of Interest	No conflicts were declared.
<b>2. EDUCATION SESSION</b>	
2.1 Trent Hills Family Health Team  Delayne Donald, Executive Director of the Trent Hills Family Health Team, provided an update to the board on recent changes at the FHT.	

She noted three doctors have recently retired affecting about 4500 patients. They are trying to create a more robust Nurse Practitioner model to roster more of these impacted patients to help alleviate some of the pressure as they continue to recruit doctors to replace those that have retired.

She also highlighted some of the initiatives that the FHT is starting to work on with the hospital.

Karen MacGinnis commented that the hospital is always happy to collaborate more with the family health team.

## 2.2 Trane – HVAC Work Update

Trane presented their HVAC update presentation that was circulated prior to the meeting and noted that the work required for upgrading and repairing the HVAC system will be close to \$6 million.

Trane informed the board about some of the problems they found during their inspections and they noted that some of the air handling units were in such poor condition they had stopped operating and there was no way to repair them, they need to be replaced. They noted that 3 of the units were 28 years past their 25-year life expectancy. They further explained that some areas, like the kitchen, did not have airflow going in or out of the area, which presents potential safety concerns. The goal of the plan that was developed is to ensure the HVAC systems will support the hospital for the next decade, until, hopefully, a new hospital is constructed.

Trane also provided the board updates on the mold remediation and other cleaning work they had completed so far and stressed that at no point was there a safety concern regarding air quality in patient areas.

Trane highlighted 3 potential options for the hospital to consider going forward and they will work with independent consultants to ensure CMH has all the information necessary to make an informed decision regarding which option to choose.

<p>Trane also highlighted that 1 of the 2 heating boilers that were installed in 2019 was never commissioned, so there is no backup heating, and no option if the first one fails. Trane informed the board they would get the second boiler operational.</p> <p>The board expressed some concern about how a boiler installed in 2019 was never commissioned and how the HVAC system got as bad as it did.</p> <p>Trane further presented to the board their plan to ensure the contract is in place by the end of June so the costs can be covered by COVID capital dollars.</p> <ol style="list-style-type: none"> <li>1) Trane will present options by June 10<sup>th</sup></li> <li>2) CMH will choose by June 17<sup>th</sup></li> <li>3) Trane will provide a final proposal by June 22<sup>nd</sup> for board to review, and the contract will be executed by June 24<sup>th</sup>.</li> </ol> <p>Carrie Heyward asked what would be done to ensure this does not happen again. Trane informed the board they would train the CMH staff and managers in how to maintain the new equipment.</p> <p>The board-expressed concerns related to cost guarantees and asked how Trane will ensure projected costs stay stable given outside economic factors. Trane replied saying they would do the best they can and the final contract price will be the final price. If costs rise after the contract is signed, the risk is with Trane, not CMH.</p> <p>Paul Nichols noted the board's role going forward needs to be to monitor this work and have real accountability to ensure maintenance of this nature is not needed again.</p>	
<p><b>3. CONSENT AGENDA</b></p> <p><i>(The following items/recommendations have been identified as part of the consent agenda for the regular meeting. Directors are encouraged to contact the Board Chair, CEO or EA to the CEO/Board in advance of the meeting if there are questions about a listed consent agenda item. Any Director may request that any of the Materials be moved to the Board or Committee meeting agenda.)</i></p>	<p>Motion to Approve the Consent Agenda with the Governance Committee Minutes to be amended as noted.</p> <p>Moved by Robbie Beatty.</p> <p>Seconded by Nancy French.</p>

	Carried.
3.1 Board of Directors Meeting Minutes of April 26 <sup>th</sup> /2022	
3.2 Governance Committee Meeting Minutes of May 10 <sup>th</sup> /2022  Michael Bunn noted that in the minutes a motion is noted as being made by someone who expressed regrets. Peter Mitchell will correct the minutes to reflect who was present at the meeting and noted that it was likely a typing mistake.	
3.2.1 Communications & Engagement Plan	
3.2.2 Chief of Staff Job Description (2-060)	
3.3 Quality Committee Meeting Minutes May 17 <sup>th</sup> , 2022	
3.3.1 Patient Declaration of Values (4-040)	
3.4 Finance Committee Meeting Minutes May 24 <sup>th</sup> , 2022	
3.4.1 2021/2022 Operating Statements	
3.4.2 Quarterly Compliance Certificate Q4	
3.4.3 Appointment of Auditors	
3.5 CMH Foundation Executive Director Report	
3.6 Auxiliary to CMH Report	
<b>4. BUSINESS ARISING/COMMITTEE MATTERS</b>	
4.1 Audited Financial Statements  Rachelle Williams presented the audited financial statements and noted they were approved by the Finance Committee.	<b>Motion:</b> The board of directors accepts the audited financial statements as approved by the Finance Committee.  Moved by Michael Bunn.  Seconded by Bruce Thompson  Carried.
4.2 Governance of Central East Cluster Shared IT	

Bruce Pye presented the board an update regarding the potential of creating a NewCo as it relates to the Central East Cluster Shared IT.

Kevin Huestis also provided an update on a recent meeting between the CEO's and Chair's of the Board of the C7 hospitals. He noted that the Lakeridge Chair had some objections to the current NewCo proposal. He also noted that the motion that occurred at that meeting was in line with the motion that was passed at the finance committee, which asks for greater exploration and due-diligence rather than accepting moving forward right away.

Eric Hanna noted that right now the four smaller hospitals currently get one combined vote on the governance council, and has been trying to advocate for one hospital, one vote. He was told that was not up for discussion but that the voting structure of the NewCo had not been determined.

Paul Nichols spoke to the notion that in health care we often think of creating something new with the notion that it will do good things, but it is not always the case and can create excessive bureaucracy and incremental costs with very little added value. He felt CMH is right to be skeptical and is glad we are doing our due diligence prior to accepting the proposal.

Doug Hunt also expressed some concerns regarding the need for creating a new corporation, and emphasizing that he feels caution is warranted before jumping into a NewCo.

The board questioned why a new model was even needed and Bruce Pye explained that the catalyst for this is that Scarborough does not want to be the lead hospital anymore, so some alternative arrangement is needed.

Dr. Bruce Bain also expressed some concerns about the creation of a NewCo, and noted that Chiefs of Staffs have expressed concerns that a NewCo will remove the level of

**Motion:** The Board of Directors accepts the Finance and Audit committee recommendation that the Board endorse the exploration of a NewCo model, with the vote of approval of Newco not undertaken until due diligence is completed and the Board has had a chance to review, with a target of October 2022.

The Board of Directors further accepts the Finance and Audit committee recommendation that the board undertake a debriefing with a lawyer involved in the process in order to gain a fuller understanding of the potential voting structure and implication of ownership assets of the new company. This meeting will be held separately from a regular scheduled board meeting and will be open for any member of the board to attend.

Moved by Karen MacGinnis.

Seconded by Bruce Thompson.

Carried.

<p>responsibility from hospitals even more. That this NewCo will be accountable to its board of directors, and not directly to the hospitals it serves.</p>	
<p>4.2.1 Governance of Central East Cluster Shared IT Briefing Note</p>	
<p>4.2.2 Regional Board NewCo Update Briefing Note</p>	
<p>4.3 Risk Management</p> <p>Eric Hanna briefly spoke to the allocation of the risk management questions that were approved by all the committees.</p>	<p><b>Motion:</b> The Board of Directors accepts the Risk Management review process and timeline as approved by the Finance/Audit, Governance and Quality Committees.</p> <p>Moved by Michael Bunn</p> <p>Seconded by Robbie Beatty.</p> <p>Carried.</p>
<p>4.4 Nomination Committee Report</p> <p>Karen MacGinnis provided a brief update on the work of the nomination committee so far. She highlighted some of the feedback that existing board members have given and provided the board an update on the new board and committee members who will be recommended to the board at the AGM in June.</p> <p>She also noted that the nomination committee is still looking at the feedback provided based on desired committee assignments and chairpersonships. Also noted that they are looking at ways to have board members sit on fewer committees, which would make them smaller, with the hope that board members have more time to focus on that particular committee.</p> <p>Karen also informed the board they are looking into succession planning, as next year is Kevin’s last year as chair.</p>	
<p><b>5. NEW BUSINESS</b></p>	
<p>5.1 BPSA Compliance Reports – Expense Claims</p>	

Rachelle Williams presented the report to the board and noted that posting this information publically is a legislative requirement.	
<b>6. CORRESPONDENCE</b>	
6.1 Letter from Chief of Staff  Kevin Huestis presented Dr. Bruce Bain’s letter of resignation and noted that the board has accepted his letter.	
6.2 Mold Remediation Report  Eric Hanna noted this was included for information and informed the board that the remediation work has been completed.	
<b>7. REPORTS</b>	
7.1 Chief of Staff  Dr. Bruce Bain presented his report as circulated prior to the meeting. He highlighted that ED volumes have been as high as they have ever been. He noted on May 25 <sup>th</sup> 79 patients were seen in the ED, which is the most he has ever seen in one day.  Dr. Bain also highlighted that the on boarding of new doctors and a new chief of staff is in the works, and will hopefully have good news on those fronts by next month.	
7.2 Interim President and Chief Executive Officer  Eric Hanna presented his report as circulated prior to the meeting and highlighted that he will be reporting on the progress towards the corporate goals going forward.	
<b>8. FUTURE AGENDA ITEMS</b>	
<b>9. Next Meeting Date – AGM, June 22<sup>nd</sup>, 2022 at 4 pm</b>	
<b>10. MOTION TO ADJOURN THE OPEN MEETING &amp; MOVE INTO THE IN-CAMERA MEETING</b>	<b>Motion:</b> To adjourn the open meeting and move into an in-camera session.  Moved by Bruce Thompson.

	<p>Seconded by Trish Wood.</p>
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Carried.