



Campbellford Memorial Hospital
Board of Directors Meeting - Minutes
Tuesday, October 3rd, 2023 @ 4:00 PM

PRESENT: Carrie Hayward (Chair), Kevin Huestis, Jeff Hohenkerk, Liz Mathewson, Michael Bunn, Jennifer Glover, Sandra Conley, Glen Wood, Marg Carter, Bruce Thompson, Dr. Dimitri Louvish, Doug Hunt, Nancy French, Dr. Ellen Buck-McFadyen, Robbie Beatty, Trish Wood, Heather Campbell, Dr. Kelly Parks

REGRETS:

GUESTS: Peter Mitchell (Recorder), Jessica Drover (HR Manager), Adam Kolisnyk (VP Corporate Services/CFO)

1. CALL TO ORDER

Carrie Hayward called the meeting to order at 4:00PM.

1.1 Confirmation of Quorum

A Quorum was confirmed.

1.2 Approval of Agenda

Marg Carter asked to add agenda item 3.3, *Lodge Board*, in order to provide the board an update of proposed changes to the Multicare Lodge's Board of Directors that will impact the hospital Board.

Motion: Be it resolved that the Board of Directors approves the open session agenda of October 3, 2023 as amended.

Moved by: Glen Wood

Seconded by: Liz Mathewson

Carried

1.3 Declaration of Conflicts of Interest

No conflicts of interest were declared.

2. CONSENT AGENDA

(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.)

2.1 Summary of Motions in Consent Agenda

2.2 Board of Director Meeting Minutes of May 30th Meeting

2.3 Board of Director Meeting Minutes of June 14th Meeting

2.4 Draft Governance Committee Meeting Minutes of September 5th Meeting

2.5 Governance Committee Terms of Reference (Policy 5-210)

2.6 Board Committees & Committee Chairs (Policy 5-070)

2.7 Board Education (Policy 5-080)

2.8 Board of Directors Skills Matrix Inventory and Form (Policies 5-110 A and B)

2.9 Redevelopment Planning Committee Terms of Reference

2.10 Redevelopment Communications and Community Engagement Committee Terms of Reference

2.11 Draft Resource/Audit Committee Meeting Minutes of September 12th Meeting

2.12 Resource/Audit Committee Terms of Reference (Policy 3-040)

2.13 Operating Statements – Q1 2023-2024

2.14 Quarterly Compliance Certificate – Q1 2023-2024

2.15 Banking Resolution

2.16 Foundation Report

2.17 Auxiliary Report

Motion: Be it resolved that the Consent Agenda be approved as circulated, including all motions listed in section 2.1 - *Summary of Motions in Consent Agenda*.

Moved by: Doug Hunt

Seconded by: Robbie Beatty

Carried

3. BUSINESS ARISING/COMMITTEE MATTERS

3.1 Governance Committee Report

Michael Bunn provided a brief update on the matters summarized in the report. Including the rationale for standardizing the Terms of Reference, as well as the issue with the current cadence of director term renewals.

3.2 Resource/Audit Committee Report

Glen Wood explained the rationale for the format of the report and noted he would not summarize, but would highlight things the committee felt the board would need to know. He highlighted the current and projected deficit and noted that the Ministry of Health has delayed the timeframe to come up with a balanced budget. Adam Kolisnyk and Jeff Hohenkerk spoke to this in more detail. The board was informed that this does not mean a balanced budget is not needed, however, it does mean the submission to the Ministry of Health of a fiscal plan designed to achieve one is not currently needed.

3.3 Lodge Board – Added

Marg Carter noted that the Multicare Lodge is planning on amending their by laws so that only one member nominated by the hospital board will sit on the lodge board. It will also be a requirement that the nominee is a hospital board member.

4. NEW BUSINESS

4.1 Board of Directors Declaration

Carrie Hayward noted that directors are required to sign the declaration that is at their seat and return to EA Peter Mitchell.

4.2 NewCo Update

Jeff Hohenkerk provided a brief update on work that has been done to date to establish the Clinical Information System (CIS) NewCo and noted that there would be a presentation later in the meeting to answer questions. CEO Hohenkerk noted the increased cost when the NewCo is established and noted CMH's share is only 1%, approximately \$4000.

The board asked whether management anticipated additional costs going forward. Jeff Hohenkerk noted that it's difficult to know, however, reminded the board that CMH could not afford an advanced CIS of this nature on its own. The board also expressed concerns that the CIS would be run by a company completely outside of CMH. The Board was informed that the CFO would sit on the Board of Directors and that the CEO would be a member and have a voting say in matters of the corporation. The board was also informed that currently management of the CIS is already offsite as it is managed by Scarborough Health Network.

Motion:

WHEREAS:

- A. Campbellford Memorial Hospital (the "Hospital") is party to a Master Services and Governance Agreement amongst Campbellford Memorial Hospital, Haliburton Highlands Health Services, Lakeridge Health, Northumberland Hills Hospital, Peterborough Regional Health Centre, Ross Memorial Hospital, and Scarborough Health Network (collectively the "CE Hospitals"), pursuant to which the CE Hospitals have procured and implemented a shared Clinical Information System ("CIS") for use by all CE Hospitals
- B. Pursuant to a resolution dated November 29th, 2022 the board of directors of the Hospital (the "Board") endorsed proceeding with the formation of a new not-for-profit corporation through which the CIS will be operated (the "Newco"); and
- C. The chief executive officer of the Hospital (the "CEO") and the chief executive officers of the other CE Hospitals have unanimously recommended entering into the term sheet to govern the organization and implementation of the Newco model, a copy of which term sheet has been presented to the Board (the "Term Sheet").

NOW THEREFORE be it resolved that:

- 1. The chairperson of the Board and the CEO together (collectively, the "Authorized Signatories"), are authorized to execute and deliver the Term Sheet in the form submitted to the Board, and the performance of the Hospital's obligations thereunder is hereby authorized and approved.

2. The CEO is authorized and directed to work collaboratively with the chief executive officers of the other CE Hospitals to settle the legal and governance documents required to form Newco and implement a Newco governance model, which documents are expected to include articles of incorporation, by-laws, a members agreement, a services agreement pursuant to which the Hospital will receive services from Newco, and various conveyancing documents between CE Hospitals and Newco, to transfer CIS assets and liabilities to Newco (collectively, the “Documents”), provided, however, that further Board approval is required prior to the execution and delivery of the Documents.
3. The CEO is authorized and directed to share a copy of this resolution with the chief executive officers of the other CE Hospitals.
4. The Authorized Signatories are authorized and directed to execute and deliver such documents and instruments, and to take all actions necessary or desirable to give effect to these resolutions.

Moved by: Doug Hunt

Seconded by: Sandra Conley

Carried

5. REPORTS

5.1 Chair Report

Carrie Hayward welcomed everyone back to the first meeting of the new board year. She highlighted that there is work ongoing with the Strategic Plan, Redevelopment, and precautions being taken towards the upcoming respiratory virus season. She also thanked those involved in planning the 70th Anniversary, and the Governance Committee for all the work they have done on updating policies.

She also noted there are ongoing concerns with health human resources shortages and resolved to what she can to keep board meetings on schedule and on time.

5.2 President and Chief Executive Officer Report

Jeff Hohenkerk spoke to his report that was circulated prior to the meeting and highlighted the work CMH is doing to prepare for the upcoming respiratory virus season, RSV, COVID-19 and Flu. He noted the hospital is examining whether to reinstate a universal masking policy and will be encouraging staff to get their Flu and COVID-19 shots.

CEO Hohenkerk also explained that the hospital is working with local Long Term Care Homes to take advantage of Transitional Care Funding from the Ministry to move ALC patients to LTC homes while they await placement in their preferred LTC home. Dr. Parks acknowledged she liked the idea, but expressed concerns

that the local organizations may not have staff to care for these patients which the hospital remains ultimately responsible for. Jeff noted that part of the contract would guarantee that they have staff, and if not, they would likely be sent back to the hospital.

The board was further provided a brief update on the strategic planning process, and that we are likely to have our preferred partner selected by the end of the week with a kick off by early December. The board was further provided an update on the process that is ongoing to select the proponent.

Liz Mathewson asked whether the province was planning on reopening COVID testing centres. Jeff noted that he has not been made aware of any intention to do so.

Jeff also highlighted the environmental assessment that was recently done on the proposed Campus of Care site and noted it showed that the site was suitable for development.

There was further discussion regarding the strategic planning partner recruitment process and the board ultimately decided to pass a motion authorizing the Strategic Planning Working Group to secure a strategic planning partner.

Motion: The Board authorizes the Strategic Planning Committee Working Group to procure a firm to support the hospitals strategic planning process and spend up to \$60,000.

Moved by: Glen Wood

Seconded by: Trish Wood

Carried

5.3 Chief of Staff Report

Dr. Dimitri Louvish spoke to his report that was circulated prior to the meeting and highlighted that despite ongoing challenges staffing the ED, we did not have to close the ED over the summer. He also spoke to the continued challenges with recruiting an NP to support physicians in the IPU and that the hospital continues to engage in recruiting efforts.

Dr. Louvish also provided the board an update on the psychiatry on call program with PRHC and noted that the current system continues to work well and will be continuing for the time being.

6. EDUCATION SESSION – NewCo

Andrew Kelly and Nick Pasquino joined the meeting and provided the board an update on the proposed governance structure of the NewCo.

7. CORRESPONDENCE

7.1 Medical Affairs Memo August

The Board acknowledged receipt of the August Medical Affairs Memo.

7.2 Medical Affairs Memo September

The Board acknowledged receipt of the September Medical Affairs Memo.

8. NEXT MEETING DATE – October 31st, 2023

9. MOTION TO ADJOURN THE OPEN MEETING & MOVE INTO THE IN-CAMERA MEETING

Moved by: Robbie Beatty

Seconded by: Doug Hunt

Carried