

**NORTHUMBERLAND HILLS HOSPITAL
BOARD OF DIRECTORS**

**June 8, 2017
Boardroom
MINUTES**

Present: J. Russell, Chair; P. Went, P. Page Hoisak, B. Carman, S. Olsen, D. Broderick, L. Stevenson, L. Kay, D. Mann, A. Stratford, B. Gerber, T. McLean, C. Tozer, L. Davis, B. Selby (phone), H. Brenner

A. Logan; D. Slater, S. Aldis Routh, M. McAllister

Regrets: K. Hook, C. Gilmer

Staff: J. Gillard, E. Vosburgh, L. Boyle

1. CALL TO ORDER

J. Russell called the meeting to order at 5:00 pm.

2. CONFLICT OF INTEREST

C. Tozer declared a conflict under agenda item 4.3, Appointment of the Auditor.

3. CONSENT AGENDA

L. Stevenson noted she was absent from the May 4th meeting.

It was Moved by B. Carman and Seconded by B. Gerber to approve the Consent Agenda matters as amended. Carried.

4. ITEMS REQUIRING DECISION/APPROVAL

4.1 Report of the Quality and Safety Committee

L. Kay reviewed the written report of the Quality and Safety Committee in respect of the 2017-2018 Quality Indicator Report (QIR) that was included in the meeting package.

The Board queried on the surge target, currently indicated as 48%. L. Davis reported that NHH has been at 100% surge volumes for a number of months and several initiatives are being implemented to attempt to bring those volumes down to this set target.

E. Vosburgh noted, in response to a query, that the current budgeted regular hours for nursing are not being met due to the challenges of meeting staffing levels. Overtime hours are being used in place of budgeted regular hours – quality target is intended to help organization meet the budgeted hours.

On a motion by L. Kay, seconded by P. Went, the Board approved the 2017-2018 Quality Indicator Report as presented. Carried.

The Patient and Family Advisory Council have completed the development of their Terms of Reference and role description. These were reviewed by the Committee and accepted as presented.

On a motion by L. Kay, seconded by S. Olsen, the Board approved the Patient and Family Advisory Council Terms of Reference and Role Description as circulated. Carried.

4.2 Report of the Facilities and Campus Development Committee

D. Mann reviewed the written report of the Facilities and Campus Development Committee in respect of the Siemens Energy Management study presentation that was included in the meeting package. The Committee has recommended that NHH proceed with the energy management study that will assist building services in utilizing current systems and find better efficiencies.

The Board queried on the cost of the study as indicated as a capital expense. L. Boyle responded that the cost of the study can be amortized over the length of the plan and therefore able to be considered a capital project. L. Davis added, in follow up to a question, that the current building system equipment is Siemens and therefore the study is able to be sole-sourced.

D. Mann noted, in response to a query, that a presentation from Lakefront Utilities Services is pending; these will be two separate reviews, however any energy initiatives from Lakefront will be outlined to Siemens for inclusion in the study.

On a motion by D. Mann, seconded by L. Kay, the Board approved the Senior Management to proceed with further discussion with Siemens on a complete Strategic Energy Management Study, with report back to the Board on cost of study. Carried.

4.3 Report of the Finance and Audit Committee

B. Gerber reviewed the written report of the Finance and Audit Committee that was included in the meeting package.

The draft audited financial statements were received by the Committee indicating a fiscal year ended in a surplus position of over \$1.2 million, against a budgeted deficit of \$1.2 million. B. Gerber noted this is attributed to additional in-year base funding, hospital improvement plan initiatives and one time funding. B. Gerber added that the surplus is due to the hard work by physicians, staff and management.

The Board queried on management confidence in the audited financial statement. L. Boyle reported that he is very comfortable with the completed audit by KPMG and reinforced that there were no concerns or corrected entries indicated throughout the audit.

In response to a question about the high limit of the operating line of credit, L. Boyle outlined that at this time, there has been no discussions on the need to decrease the available credit; currently a balanced budget is forecasted and if achieved, there may be opportunity to decrease at that time although other

major expenses such as the Clinical Information System may require a strong line of credit.

The Board recommended a report back to the Finance and Audit Committee on the actions implemented to address the two internal control recommendations in the auditors report.

On a motion by B. Gerber, seconded by T. McLean, the Board approves that 2016-2017 draft #3 Audited Financial Statements as presented. Carried.

B. Gerber reported that the Committee received a recommendation to re-appoint KPMG for external audit services for 2017-2018. This will be the second year of a five-year engagement.

On a motion by B. Gerber, seconded by P. Went, the Board recommends to the membership at the forthcoming Annual General Meeting that KPMG LLP be re-appointed external auditor of the Hospital for the fiscal year ending March 31, 2018, at the quoted fees included in the April 2016 proposal. Carried.

4.3 Report of the Governance Committee

P. Went reviewed the written report of the Governance Committee that was pre-circulated with the agenda package.

The final draft of the Hospital By-laws was received by the Committee following the 60 day posting for the Professional Staff. Recommendations from the medical staff were included in the By-law revisions. The Committee had no further recommendations and thanks were extended to the By-law working group for their hard work.

Whereas, the by-laws of the Corporation be amended to reflect all of the additions, deletions and changes indicated in the black lined version annexed hereto, which has been marked to show all proposed additions, deletions and changes to the by-law;

And whereas, subject to confirmation by the members of the Corporation, the revised by-laws, a copy of which was directed to be inserted in the by-law section of the minute book, be hereby made as the by-laws of the Corporation;

On a Motion by P. Went, Seconded by S. Olsen, the Board of Directors recommends that the proposed amendments to the by-law be submitted to the members of the Corporation at the next annual meeting for confirmation.

Carried.

P. Went reviewed the results of the May 2017 Board self-assessment survey that were included in the meeting package. The survey had a high response rate from members of the NHH Board and included responses from Community

and ex-Officio members. Results were higher than previous year and 60% of questions had a higher positive response than the provincial average. Comments reflect a hardworking and focused Board, despite the difficult year. J. Russell extended kudos to P. Went as Chair of Governance for her dedication and work that is attributed to the positive survey results for 2016-2017.

4.3 Declarations of Compliance

L. Davis and L. Boyle reviewed two attestations that were circulated to the Board. Typically, these reports would be reviewed in advance by the Finance and Audit Committee but due to timing were brought direct to the Board of Directors for review.

The Broader Public Sector Accountability Act attestation is required of every Ontario Hospital in regards to use of consultants, compliance with prohibition on lobbyist services, expense claims, and procurement and perquisite directives. The Act requires the hospital CEO to sign the attestation upon approval by the Board of Directors. L. Boyle reviewed the pre-circulated briefing note that indicated compliance in all areas.

On a motion by B. Carman, seconded by S. Olsen, the Board approved the CEO to sign the Broader Public Sector Accountability Act attestation for fiscal year ending March 31st, 2017. Carried.

The Multi-sector Accountability Agreement (MSAA) requires the Board to issue a declaration of compliance, signed by the Chair, declaring that all obligations are fulfilled under the accountability agreement in effect during the applicable period. L. Boyle reviewed the pre-circulated briefing note outlining confirmation that all programs under the MSAA have fulfilled the obligations for the reporting period.

On a motion by C. Tozer, seconded by B. Selby, the Board approved the Chair to sign the Multi-Sector Accountability Agreement Declaration of Compliance – Schedule G – for the reporting period of April 1, 2016 to March 31st, 2017. Carried.

5. ITEMS FOR DISCUSSION / INFORMATION

5.1 Report from the Board Chair

J. Russell reported on Long Service event held in May for NHH staff and professional staff. Dr. Broderick was recognized for 20 years of dedicated service to NHH.

The NHH Auxiliary AGM was well attended and J. Russell noted the report of the extremely high number of human interactions achieved by members of the auxiliary that help makes all visits by patients, families and visitors to NHH easier.

J. Russell reported that a collaborative governance meeting, hosted by Peterborough Regional Health Centre, was attended by himself, B. Selby and L. Davis. The meeting was an opportunity for peer organizations to meet and brainstorm opportunities to enhance the health care system for the Central East LHIN patients, and try to find ways to reduce the health system silo effect.

5.2 Report from the Senior Staff

L. Davis noted that the Senior Staff report had been circulated. NHH has been working with the Cobourg police and software firm to improve mental health crisis response through a new tool available to police officers when responding to crisis calls.

The 2017 employee experience survey, conducted by NRC Health, was issued on May 23rd.

NHH has released the 2017/18-2020/21 Strategic Plan to staff, partners, and the community. The plan is available for download on the hospital website.

5.3 Report from the NHH Auxiliary

P. Page Hoisak provided a verbal report of the activities of the NHH Auxiliary.

The Auxiliary Annual General Meeting was held on May 30th in the NHH Education Centre. The Auxiliary Board is pleased to have a full slate of Directors for 2017-2018, with two directors joining the Board. P. Page Hoisak will be staying on as President of the Auxiliary for this fiscal year.

7.7 Report of the NHH Foundation

L. Stevenson provided the report of the NHH Foundation.

The Foundation has completed the 2016-2017 year with \$4.6 million raised for NHH. This is significantly higher than planned, mainly due to three large donations that were not known at the time of budget development. Due to the large amount of fund-raising, the Foundation has answered 100% of the calls for funding from NHH in 2016-2017.

Northumberland's Biggest Coffee morning parties were held this week; CEO Linda Davis hosted a party at NHH for staff and professional staff on June 8th.

The Foundation's Annual General Meeting is on Wednesday, June 21st at 7:00 pm. L. Stevenson extended an invitation to all members of the NHH Board of Directors to attend.

It was Moved by L. Kay and Seconded by B. Gerber to receive all reports. Carried.
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6. CORRESPONDENCE OR OTHER INFORMATION

None

7. IN CAMERA

On a motion from D. Mann and Seconded by B. Gerber, the meeting moved to In-camera. The in-camera meeting addressed matters related to the Nominating Committee and medical human resources.

10. NEXT MEETING

Thursday, June 22nd, 2017.

11. TERMINATION

The meeting was terminated at 8:12 PM on a motion by B. Carman.