

# Board of Directors Meeting MINUTES

Date: September 24, 2024

Time: 5:30 PM

Location: Board Room & Zoom

Chair: Mr. Trevor Zhukrovsky

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**Present:** Mr. Trevor Zhukrovsky, Ms. Dianne Pertoci (Zoom), Mr. Dennis Gushulak, Ms. Holly Stamarski, Ms. Marion Whitton, Ms. Jennifer Sedlacek, Mr. Ray Hall, Mr. Scott Macumber.

**Staff:** Ms. Angela Bishop, Ms. Amanda Kaczmarek, Ms. Tovalyn Smith, Dr. Diane Zielke (Zoom – joined at 6:20 pm), Ms. Iris Pham.

**Guest:** Ms. Brooke MacDonald, Mr. Bob Wong (Zoom – left at 6:12 pm), Ms. Vickie Kaminski (Zoom).

**Regrets:** Ms. Arlene Swanwick.

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## 1. CALL TO ORDER

The meeting was called to order by Mr. Trevor Zhukrovsky at 5:30 PM.

### 1.1. Quorum

Quorum was established.

### 1.2. Acceptance of Agenda

A motion was made to change the agenda order.

**The following motion was brought forward:**

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**MOTION NO: 24-67 Moved: M. Whitton Seconded: R. Hall**

*That the agenda for the September 24, 2024, meeting of the RLMCMH Board of Directors be accepted as amended. Item 5.1 Briefing note on the Honeywell Loan will be presented immediately after the Consent Agenda and before Item 3.1. Investment Presentation.*

**Vote for motion: Carried.**

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### 1.3. Declaration of Conflict of Interest

## 2. CONSENT AGENDA

*For the purpose of convenience and for expediting meetings, matters of business of repetitive or routine nature are included in the Consent Agenda and all such matters of business contained in the Consent Agenda are voted on collectively. A particular matter of business may be singled out from the Consent Agenda for debate or for a separate vote upon the request of any Member. In the case of a separate vote, the excluded matter of business is served from the Consent Agenda, and only the remaining matters of business contained in the Consent Agenda are voted on collectively.*

2.1. Minutes, Health and Safety Committee, Aug 16, 2024

2.2. Minutes, MAC Committee, Aug 15, 2024

- 2.3. Minutes, Board of Directors, July 29, 2024
- 2.4. Minutes, Board of Directors, July 18, 2024
- 2.5. Minutes, MAC Committee, July 18, 2024
- 2.6. Minutes, Audit Committee, July 16, 2024
- 2.7. Minutes, Board of Directors, June 25, 2024
- 2.8. Minutes, MAC Committee, June 20, 2024
- 2.9. Minutes, PFAC Committee, May 15, 2024
- 2.10. Minutes, Indigenous Working Group, June 4, 2024

**The following motion was brought forward:**

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**MOTION NO: 24-68**

**Moved: D. Gushulak**

**Seconded: M. Whitton**

*That the Consent Agenda of the September 24, 2024, meeting of the RLMCMH Board of Directors be accepted as presented.*

**Vote for motion: Carried.**

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### **3. PRESENTATION**

#### **3.1. CIBC Investment**

- Mr. Bob Wong reviewed the portfolio summary, noting that since 2012, the net contribution was approximately \$1.6 million, leading to a current portfolio value of over \$3 million, reflecting a gain of over \$1.4 million. The asset allocation is balanced, with about 40% in bonds and 60% in stocks, primarily biased towards Canadian and US markets.
- Despite a challenging year in 2022, where the portfolio declined by 8.2%, it rebounded with a 10.5% gain in 2023, bringing the annualized return since inception to approximately 7.3%.
- Since the investment portfolio is valued over \$3 million, and it is recommended to withdraw \$1 million to pay down debt, the total portfolio is still valued to over \$2 million after the withdrawal.

### **4. BUSINESS ARISING**

#### **4.1. Ontario College of Pharmacy Visit**

- The Ontario College of Pharmacy (OCP) outlines areas that were not met during past inspections, including issues with expired medication, narcotics handling, and unauthorized access to the Pharmacy. Ms. Rey Baudry's part-time return as the Pharmacy Manager has positively influenced compliance efforts.
- The discussion highlighted the need for clarity regarding the timeline of issues raised in the OCP report moving forward.

#### **4.2. Ministry of Labor Visit**

- The Ministry of Labor conducted a recent visit, focusing on Health and Safety aspects regarding slip, trip, and fall incidents. Three departments Kitchen, Stores, and Laundry were assessed. It was found that the ladders complied with regulations, although one ladder in the Stores required a weight distribution label. The Kitchen was praised for its cleanliness, and no further recommendations were made following the inspection.

#### **4.3. Briefing Note - Contract for Accreditation Consultant**

- Briefing Note - Contract for Accreditation Consultant was included in the package.
- Ms. Angela Bishop proposed to cancel the contract due to the belief that the organization could handle the Accreditation process internally, given the existing experience among staff.
- Mr. Dennis Gushulak raised concerns regarding the cancellation of contracts and its potential impact on the Hospital's reputation and its future contractual relationships.

**The following motion was brought forward:**

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**MOTION NO: 24-69**

**Moved: M. Whitton**

**Seconded: S. Macumber**

*That the RLMCMH Board of Directors approve the cancelation of the contract with David Murray and Medcura Health related to our Accreditation process.*

**Opposed: D. Gushulak.**

**Vote for motion: Carried.**

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#### **4.4. Briefing Note - CAT Scan Proposal**

- Briefing Note - CAT Scan Proposal was included in the package. The Hospital is pursuing funding for a CAT scan installation, emphasizing the need for operating funds of \$400,000 annually.
- The feasibility of staffing the CAT scan operation was discussed, with the possibility of training existing X-ray staff; however, there is currently a shortage of X-ray personnel. The need for additional funding opportunities was also noted along with the critical role a CAT scan would play in recruiting and retaining doctors at the Hospital.

### **5. NEW BUSINESS**

#### **5.1. Briefing Note - Honeywell Loan**

- Briefing Note - Honeywell Loan was included in the package. This item was presented immediately after the Consent Agenda and before 3.1. CIBC Investment Presentation.
- It was noted that there were delays in executing prior Board motions to transfer funds for loan payment, resulting in 14 months of interest-only payments without progress on the principal.
- Concerns were raised about ensuring motions are followed up effectively, and it was suggested that the Ministry of Health be notified about the mix-up regarding the loan payment process.
- Mr. Bob Wong was invited to discuss the investment portfolio before proceeding with the motion related to the loan.
- To proceed with the withdrawal of funds, the necessary letter of direction and authorizing resolution forms need to be submitted, along with updated information from the Directors.

**The following motion was brought forward:**

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**MOTION NO: 24-70**

**Moved: M. Whitton**

**Seconded: S. Macumber**

*That the RLMCMH Board of Directors approves the transfer of \$1,000,000 from the CIBC investment account to pay down the outstanding debt and convert the resulting \$750,000 construction loan two loans, each 5-year term, 10-year amortization, 50% at a fixed rate and 50% at a variable rate.*

**Vote for motion: Carried.**

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**5.2. Briefing note - Appoint Privacy Officer – Ms. Amanda Kaczmarek**

- Briefing note - Appoint Privacy Officer – Ms. Amanda Kaczmarek was included in the package.
- Under the Freedom of Information and Protection of Privacy Act (FIPPA), the Board Chair serves as the Privacy Officer, with the option to delegate these responsibilities to someone within the organization. It was proposed that Ms. Amanda Kaczmarek, with her extensive experience and understanding of privacy legislation, be appointed as the Privacy Officer.

**The following motion was brought forward:**

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**MOTION NO: 24-71**

**Moved: S. Macumber**

**Seconded: H. Starnski**

*That the RLMCMH Board of Directors approves the appointment of Ms. Amanda Kaczmarek as the Freedom of Information and Privacy Coordinator (Privacy Officer).*

**Vote for motion: Carried.**

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**5.3. Review Financial Reports and Investment Statements**

- The August 2024 Financial Report was included in the package.

**The following motion was brought forward:**

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**MOTION NO: 24-72**

**Moved: D. Gushulak**

**Seconded: M. Whitton**

*That the RLMCMH Board of Directors approves the Financial Report for August 2024, as presented.*

**Vote for motion: Carried.**

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**5.4. Accreditation - Governance Tool**

- The Accreditation - Governance Tool was included in the package.
- The preparation for Accreditation is broken down into four phases. Phase one has been completed, which involved contacting the Accreditation specialist, updating the Hospital's profile, and assembling Accreditation teams. Currently, the Hospital is entering phase two, focusing on required organizational practices and high-priority standards.
- The Hospital is in a solid position, having maintained exemplary status in the previous Accreditation cycle, and an action plan is in place to address any standards that need improvement before the next Accreditation assessment.

**5.5. Voting by Email**

- Voting by Email document was included in the package. For email voting to be valid, all nine voting Directors must respond in writing to indicate their approval. If any Director dissents or fails to respond, the matter will be brought to the Board for discussion.
- The Board agreed that voting by email would be used sparingly and only for urgent administrative items.

**5.6. Annual Declaration and Consent**

- All Board members had completed and returned their Annual Declaration and Consent forms, which are required for compliance.

**5.7. Board Annual Workplan**

- The Board Annual Workplan was included in the package.

**5.8. Organizational Structure**

- The Organizational Structure was included in the package.

**5.9. Approved Motion - Approval of Resolution for CIBC Signing Authority**

- This motion was approved by email on August 19, 2024.

**The following motion was brought forward:**

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**MOTION NO: 24-66**

**Moved: S.Macumber**

**Seconded: A. Swanwick**

*That the RLMCMH Board of Directors authorizes Mr. Trevor Zhukrovsky, Chair of the Board, and Ms. Angela Bishop, Interim CEO and Secretary of the Board, as signing officers and as such have the authority to act for and on behalf of the Corporation to establish and operate bank accounts held by CIBC.*

**Vote for motion: Carried.**

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**5.10. Board Skill Matrix – Vacancy for Board of Directors**

- All Board Directors are encouraged to evaluate their knowledge and skills in specified categories on the Board Skill Matrix, as the Nominating Committee will use the results to recruit a new Board Director.
- Concerns were raised regarding the need for a balanced approach to Board membership, as having an even number of directors could complicate decision-making.

**5.11. Healthcare Collaborative Benefits – Update**

- The Board received an update on the potential transition to a new employee benefits program. Dryden Hospital has not yet adopted the new benefits plan, which complicates matters since they manage payroll and benefits. Hiring additional staff would be necessary to manage the transition effectively, which would negate any potential savings. Therefore, the Board decided to pause the motion to adopt the new Healthcare Collaborative Benefits Plan until further alignment with Dryden Hospital could be achieved.

**5.12. Overall Retention Achievement Awards – \$50,000**

- The Hospital received \$50,000 for Overall Retention Achievement Awards through Healthcare Excellence Canada. This funding is designated for employee wellness projects, and suggestions from staff will be solicited to determine the best use of the funds to enhance their work environment.

**5.13. CEO Recruitment – DEFER**

- Deferred.

**5.14. Governance Session - September 26 [6:30 am to 8 am]**

- There is an upcoming Governance Session scheduled for September 26 from 6:30 am to 8 am. This session will focus on Hospital Governance and Legal Responsibilities for new Directors.

**5.15. Review Board Policies**

- 5.15.1. Board and Committee Attendance BG-DIR-02**
- 5.15.2. Travel Support for Ear Falls and Wabauskang BG-FIN-03**
- 5.15.3. Broader Public Sector Perquisite Directive BG-ACC-02**

- 5.15.4. Chief of Staff BG-JD-02
- 5.15.5. Director Role Description BG-JD-01

- The Board Policies were included in the package.
- Most policies had no major changes, except for two updates. First, the required attendance for committee members was raised from 75% to 80%, aligning with the guidelines from the Ontario Hospital Association (OHA). Second, the travel reimbursement threshold for Board Directors was changed from 30 kilometers to 20 kilometers in each direction, i.e. 40 km round trip.

**The following motion was brought forward:**

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**MOTION NO: 24-73**

**Moved: M. Whitton**

**Seconded: R. Hall**

*That the RLMCMH Board of Directors approves the Board and Committee Attendance BG-DIR-02, Travel Support for Ear Falls and Wabauskang BG-FIN-03, as amended; Broader Public Sector Perquisite Directive BG-ACC-02, Chief of Staff BG-JD-02, Director Role Description BG-JD-01, as presented.*

**Vote for motion: Carried.**

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## **6. CORRESPONDENCE/INFORMATION**

## **7. EMERGING ISSUES FOR DISCUSSION**

### **7.1. ED Closures: Probability/Risk Management/Thresholds**

- There are two open shifts in October due to difficulties in securing locum coverage for single shifts. To address this, the Hospital plans to hire two Nurse Practitioners for those specific days, with a Physician from the community available to provide backup.

## **8. REPORTS**

### **8.1. RLMCMH Foundation**

- The Foundation is awaiting the completion of its annual audit, which have not been finalized as expected. There is frustration regarding the lack of communication and progress from the accountant, particularly since the Annual Meeting was supposed to occur in June but has now been pushed into October without any updates.
- The Foundation may consider switching to a different accounting firm, BDO, if this situation does not improve.

### **8.2. RLMCMH Auxiliary**

- Auxiliary's 50<sup>th</sup> Anniversary will happen at the Heritage Center on Saturday, September 28, 2024, from 1 to 4 PM. The “Chase the Ace” fundraiser was a highlight, with a winner taking home over \$29,000.

### **8.3. Chief Nursing Executive**

- Telemetry equipment, purchased collaboratively by the Auxiliary and the Foundation, totals approximately \$160,000, will allow continuous monitoring of patients during transport to diagnostics, ensuring their safety.

### **8.4. Chief Executive Officer**

- The CEO report was included in the package.

### **8.5. Chief of Staff**

- Dr. Diane Zielke has no major update. There is ongoing challenge in filling ED shifts, but October and November are looking better for staffing.

## **9. MEETING EFFECTIVENESS SURVEY**

### **9.1. Results**

### **9.2. Survey for Today's Meeting**

## **10. CELEBRATIONS**

- A recent Lunch and Learn event that took place to kick off Truth and Reconciliation Week, where 23 staff members participated in a presentation focused on the historical impact of Hospitals on Indigenous Culture in Canada.
- On September 30, staff are invited to a gathering at the fire pit outside in recognition of Truth and Reconciliation Day. Lunch (hot dog) will be provided and a drummer from the Friendship Center is expected to perform.
- The date for the Christmas party this year was confirmed for Friday, December 6.
- The leadership team was celebrated for nearly being complete, which is a positive development for the Hospital's operational stability and morale.
- A special acknowledgment was given to Ms. Jennifer Sanna-White, who has been published in a magazine for the Ontario Lab Association and has been interviewed for additional publications.

## **11. ADJOURNMENT**

The meeting was adjourned by Mr. Trevor Zhukrovsky at 7:44 pm.


## **12. DATE OF NEXT MEETING: October 22, 2024.**

## **13. IN CAMERA**



A handwritten signature in blue ink that reads "Angela Bishop". The script is fluid and cursive.

Ms. Angela Bishop  
**Interim CEO**

A handwritten signature in blue ink that reads "Trevor Zhukrovsky". The script is fluid and cursive.

Mr. Trevor Zhukrovsky  
**Board Chair**