

**Stevenson Memorial Hospital  
Meeting of Board of Directors**

February 5, 2015

Physical Therapy Department

5:00 p.m.

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**In attendance:**

**Elected Directors:** Alan Dresser, Board Chair; Darlene Blendick; Robert Jurmalietis; Michael Martin (via teleconference); Catherine Morden; John Swinden; Jan Tweedy

**Ex Officio Directors:** Jody Levac, President & CEO; Shannon Landry, Vice President/Chief Nursing Officer; Diane Munro, Past President SMH Auxiliary; Glenn Rae, President, SMH Foundation

**Staff:** Terry Kuula, Chief Financial Officer

**Regrets:** Colleen Butler; Harry Cassie; Paul Edmonds; Paul Heck; David Purvis; Dr. Oswaldo Ramirez, Chief of Staff; Dr. Stephen Tomini, President of Medical Staff; Dr. Ihab Khalil, Vice-President, of Medical Staff

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**1. Call to Order**

A. Dresser called the meeting to order.

**2. Conflict of Interest**

A. Dresser reminded those in attendance of their responsibilities as Board members with respect to the Conflict of Interest as outlined in the Corporation Bylaws and asked if anyone present wished to declare a conflict of interest. No declarations were made.

**3. Approval of the Minutes**

Circulated with the agenda were the minutes of December 4, 2014 and January 15, 2015.

***Motion: Moved by D. Blendick, seconded by J. Tweedy, CARRIED.***

***“That the Board of Directors approves the minutes of December 4, 2014 as presented.”***

***Motion: Moved by D. Blendick, seconded by C. Morden, CARRIED.***

***“That the Board of Directors approves the minutes of January 15, 2015 as presented.”***

**4. Goal 4 – Finance**

**4.1 Report of Finance Committee**

Circulated with the agenda were the minutes of the January 22, 2015 Finance Committee meeting.

T. Kuula provided a finance presentation which highlighted a surplus for the month of December of \$25,486. Management continues to forecast a small surplus for the year ending March 31, 2015. Due to increased cases of flu, December continues to see an increase in sick time and other related expenses.

**4.2 Report of Audit Committee**

Circulated with the agenda were the minutes of the January 12, 2015 Audit Committee meeting.

The Audit Committee typically meets twice a year. One is a planning meeting for the upcoming audit and then the second meeting is to review the draft audited financial statements. The January 12<sup>th</sup> Audit Committee planning meeting went very well and it is expected that it will be a smooth and straightforward audit. It was noted that the Finance Department does considerable work in advance of the Auditors being on site in order to keep the audit time and costs down. At the meeting, both the Auditors and Management had an opportunity to meet with the Audit Committee, without each other in attendance, and there were no areas of concern expressed by either party.

The audited financial statements will be presented at the June Board meeting and then subsequently at the Annual General Meeting scheduled for June 16, 2015.

**5. Report of the Executive Committee**

Circulated with the agenda were the minutes of the January 10, 2015 Executive Committee meeting.

The Executive Committee endorsed the recommendation of the Governance & Nominating Committee to send the draft Professional Staff Bylaws for legal review as several points were identified that would benefit a review.

The Executive Committee undertook a thorough review and discussion regarding PRISM's Proposal to develop a Stage 1 Proposal based on a refresh of the 2008 Master Plan submission made jointly with Southlake Regional Health Centre as well as the recent Pre-Capital submission made by the Hospital to the Central Local Health Integration Network (CLHIN) and the Ministry of Health & Long Term Care (MOHLTC).

**6. Goal 5 – Building the Best**

**6.1 Report of Stevenson Redevelopment Committee**

Circulated with the agenda were the minutes of January 13, 2015 which the Board accepted.

**7. Goal 1 – Safe, Quality Care**

**7.1 Patient Experience**

S. Landry shared a video of a patient story about their positive experience in the Emergency Department at Stevenson Memorial Hospital.

**7.2 Critical Incident Report**

There were no new critical incidents to report.

**7.3 Report of Quality Committee**

Circulated with the agenda were the minutes of January 27, 2015.

B. Mitchell, Manager of the Perioperative program, provided a presentation to the Quality Committee on items identified and initiatives put in place to address a significant deficit the department was running. It was highlighted that due to the changes implemented, this program is now running in the black.

The Quality Committee reviewed the draft 2015/16 Quality Improvement Plan (QIP) which included mandatory priority indicators along with other proposed indicators. A final version will be reviewed at the next Quality Committee and then it will be presented to the Board for approval.

**7.4 Report of President of Medical Staff**

There was no report as both Doctors Tomini and Khalil were absent from the meeting.

**7.5 Report of Chief of Staff**

The Board reviewed Dr. Ramirez written report circulated with the agenda in his absence.

**8. Report of Governance & Nominating Committee**

Circulated with the agenda were the minutes of January 9, 2015.

- **Communications Committee – Terms of Reference**

The Board reviewed a further revised Terms of Reference for the Communications Committee.

***MOTION: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.***

***“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee to approve the Terms of Reference for the Communications Committee.”***

- **Professional Staff Bylaws**

The Governance & Nominating Committee has undertaken a review of the draft Professional Staff Bylaws and due to the complexity of the Bylaws, is recommending to the Board that the Bylaws be sent for legal review to ensure compliance with the Public Hospitals Act and other applicable legislation.

- **Appointment of Advisory Council Member to the Governance & Nominating Committee**

Mike MacEachern's term as Mayor of New Tecumseth is now complete and he has expressed an interest in remaining on the Governance & Nominating Committee as an Advisory Council Member. The Governance & Nominating Committee fully endorses his appointment.

***Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.***

***"That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the appointment of Mike MacEachern, Advisory Council Member, to the Governance & Nominating Committee until the June 15, 2015 Annual General Meeting, at which time, he may be appointed for another one year term."***

- **Policy Review**

The Governance & Nominating Committee recommended the four below noted policies to the Board of Directors for approval.

- V-A-1 – Principles of Governance & Board Accountability
- V-A-3 – Roles & Responsibility of Individual Directors
- V-A-4A – Board Director Ex-Officio Member Declaration
- V-A-4B – Advisory Members Declaration

***MOTION: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.***

***That the Board of Directors accepts the recommendation of the Governance & Nominating Committee and approves the above noted four Board policies as presented."***

J. Tweedy reviewed the below items which were deferred from the December 2014 Board meeting (from the November 14, 2014 Governance & Nominating Committee minutes):

- **Bylaw Amendments**

- **Section 8.4**

Currently in the Corporate Bylaws, each Board Committee is able to determine its quorum. The Governance & Nominating Committee agreed that it would be better to define a consistent quorum for all Board Committees and that it be included in the Terms of Reference.

The Governance & Nominating Committee agreed to revise Section 8.4 – Procedures and Quorum of the Corporate Bylaws to reflect the above.

***Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.***

***“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee to approve the following changes to Section 8.4 of the Corporate Bylaws:***

***Section 8.4 - Quorum and Procedures at Committee Meetings***

***More than 50% of the voting members, including ex-officio members and advisory council members, as outlined in the Terms of Reference for each Board Committee, shall constitute a quorum.***

***Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.”***

○ **Section 5.5**

The Committee discussed this section of the Bylaws and agreed that one of the Board Chair and/or Vice-Chair and/or Board Treasurer should be at the meeting as part of the quorum.

***Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.***

***“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee to approve the following changes to Section 5.5 of the Corporate Bylaws:***

***Section 5.5 – Board Quorum***

***“More than 50% of the voting Directors shall constitute a quorum, which shall include one of the Chair and/or Vice-Chair and/or Treasurer.”***

● **Board Policies**

The Governance & Nominating Committee recommended the nine below noted policies to the Board of Directors for approval.

- I-3 – Community Engagement
- VI-2 – Communications
- IV-1 – Financial Objectives
- IV-2 – Finance Planning and Performance
- IV-3 – Asset Protection
- IV-5 – Approval and Signing Authority
- IV-6 – Borrowing
- IV-7 – Investment
- IV-8 – Receipt of Gifts by Individual Directors

***Motion: Moved by J. Tweedy, seconded by D. Blendick, CARRIED.***

***“That the Board of Directors accepts the recommendation of the Governance & Nominating Committee to approve the above nine noted policies as presented.”***

**9. Goal 2 – Champions of Care**

**9.1 Report of Human Resources Committee**

Circulated with the agenda were the minutes of February 4 2014/5

In addition to the minutes, D. Blendick highlighted the following:

- The Committee reviewed the occupational health and safety trends report for the period 2014/15 Q3. The number of incidents continues to remain statistically low. The majority of the violent incidents involve dementia patients. Management continues to pursue strategies to mitigate incidents (e.g., Gentle Persuasion courses for staff to deal with dementia patients and CPI).
- A new Management Performance Plan process is being rolled out to the Hospital Managers for the upcoming fiscal year.

**10. Goal 3 – Power in Partnerships**

**10.1 Report of the Communication Committee**

- **Report of Communication Specialist**
- **Media Report**

Circulated with the agenda were the minutes of January 14, 2015 along with the Communication Specialist and Media reports.

In addition to the minutes, C. Morden highlighted the following:

- The Committee reviewed proposed key messages that will change as key issues in the Hospital evolve.
- Planning for the Hospital's Annual General Meeting are underway; a guest speaker still to be determine.

***Motion: Moved by M. Martin, seconded by J. Swinden, CARRIED.***

***"That the Board of Directors accepts all reports of the Board Committees as presented."***

**11. Reports**

**11.1 Report of CEO:**

The report of the CEO was moved to the in-camera portion of the meeting.

**11.2 Report of the Auxiliary President**

D. Munro, Past Auxiliary President provided the following update:

- Ann Hamby has assumed the role of President of the Auxiliary, however, is away at this point in time.
- The Auxiliary Spring Tea will be postponed to 2016 as it is very close to the Foundation Gala and the Auxiliary would like to provide their full support to the Foundation.
- As part of their training, new volunteers will be required to attend an orientation session before they can commence their duties in the Hospital.

**11.3 Report of Foundation President**

G. Rae provided the following update:

- Foundation's holiday direct mail was a great success; financial goal of \$95K was surpassed. The focus of the mailing was on the new cardiac monitoring system.
- A total of 150 early bird tickets have been sold for the May Gala.

**11.4 Report of Board Chair**

A. Dresser provided an update on the redevelopment project including comments about the possible consideration, by the consultants, of a greenfield option to be considered along with a redevelopment of our existing site.

**12. In-Camera Session**

***Motion: Moved J. Swinden, seconded by C. Morden, CARRIED.  
"That the Board moves to the in-camera session."***

***Motion: Moved by J. Tweedy, seconded by D. Blendick CARRIED.  
"That the Board move back into the open session."***

**13. Next Meeting Date**

The next Board meeting will be held on Thursday, April 2, 2015.

There being no further business, the meeting adjourned.



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Alan Dresser, Board Chair

Recording Secretary: Sharon Knisley