

Joseph Brant Hospital
Annual General Meeting of Members
Minutes



Minutes of the Annual General Meeting held on **Tuesday, June 15, 2021 at 4:00 p.m. Via ZOOM.**

Present:	Dom Mercuri (C)	Lisa Kearns	Frank Whelan
	Randy Smallbone (VC)	Paul Clarke	Eric Vandewall
	Dr. Ian Preyra	Corrine Kennedy	Leslie Motz
	Debra Carey	Dr. David Charland	Barbara Elliot
	Young Park	David Wagstaff	Dr. Salina Juma
	Omer Aziz	Anjlee Patel	Ted McMeekin
	Lisa Garland		
Staff:	Marco Terlevic	May Chang	Donna Philip (recorder)
	Leah Martuscelli		
Regrets:	Atul Chandra		
Guests:	Janet Kasperski	Dr. Steve Selchen	Deanna Williams
	Deborah Brown		

1. Call to Order & Welcome

Dominic Mercuri, Chair of the Board of Directors, called the meeting to order at 4:05p.m. and welcomed everyone to the meeting. He advised that a copy of the Notice for the Annual General Meeting was included in the material. The Secretary confirmed that there is quorum for the meeting and in accordance with Joseph Brant Hospital's By-laws he declared the meeting duly constituted.

The Chair also advised of the points of procedure for the Annual General Meeting, noting that in accordance with the By-laws, the Notice of the Meeting stated the purpose for which the meeting was called and that no other matter will be dealt with other than those listed on the Agenda. Also, in accordance with policy, those in attendance who are not members of the Corporation may not address the meeting or ask questions without advance permission of the Chair. Ex-officio Directors are voting members of the Corporation and each voting member is entitled to one vote and votes will be by show of hands.

2. Approval of Agenda

The agenda was approved by way of the following motion:

THAT the Agenda for the Annual General Meeting be approved as presented. CARRIED

Moved by: Randy Smallbone

Seconded by: Anjlee Patel

3. Approval of Minutes

The Minutes of the Annual General Meeting held on May 27, 2020 and the Special Members Meeting held on March 31, 2021 were approved by way of the following motion:

THAT the minutes of the Annual General Meeting of May 27, 2020 and the Special Members Meeting held on March 31, 2021 be approved as presented. CARRIED

Moved by: Anjlee Patel

Seconded by: Debra Carey

4. Report of the Chair

The Chair gave a brief address and acknowledged the achievements over the past year and also reflected on his time on the Board and his tenure as Chair. Key highlights of his report as follows:

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- The 2020/21 board year brought a lot of unique challenges as the year started with a pandemic and the immediate need to develop a plan to be able to take care of patients in a pandemic world and all the administrative challenges that come with that, including the need for a decision around approving the Pandemic Response Unit (PRU).
- The Board had to learn to manage its activities in light of a pandemic including switching to a virtual format for meetings and adjusting the board agenda to ensure the Board provided the appropriate governance while enabling management the time to focus on running the hospital.
- There were concerns throughout the year around the budget, staff and physician well being, strategic initiatives and the impact on the community as a result of reduced services based on Ministry directives.

D. Mercuri stated that *“we should be very proud of the way JBH managed through the year and ending the year with a surplus that will assist the hospital as we move forward”*. He recognized the leadership of Eric Vandewall and Dr. Preyra and the entire SLT who had worked so tirelessly over the past year and noted that *“the Board and the community are very grateful and we hope that operations will be able to get back to a more normal pace of activity”*.

D. Mercuri thanked the entire Board for the focus and time they have taken to help ensure there was good governance. This being his last meeting, he noted that *“it has been a very rewarding 10 years on the Board and the organization has grown so much in so many ways since his first Annual General Meeting. Each year the hospital made gains and the board improved its governance capabilities”*. D. Mercuri reflected fondly on *“the amazing transformation”* and indicated how much he enjoyed the opportunity to meet so many great health care professionals and to work with great board members over the years and noted that he is confident that *“the incoming Chair, Randy Smallbone and the incoming Vice Chair, Barbara Elliot will continue to evolve and grow”*.

D. Mercuri advised that Debra Carey, Frank Whelan and Atul Chandra are also rotating off the Board.

5. Report of the President & CEO

Eric Vandewall, President & CEO gave a brief address to the meeting, highlighting the outstanding efforts and hard work of JBH physicians, staff, and volunteers in responding to the COVID 19 Pandemic and that he is very proud of the entire JBH team. E. Vandewall also acknowledged and thanked the Board of Directors and Senior Leadership Team for their leadership and support over the past year and how important this support was to effect successful implementation of JBH’s Pandemic Response Plan.

E. Vandewall also noted JBH’s financial position in completing the year in a surplus position, and that the organization will continue to implement the Balanced Budget plan developed prior to the Pandemic, and continue to advocate with the provincial government to provide based funding of \$5M towards the organizations structural deficit.

6. Report of the Chief of Staff

Dr. Ian Preyra, Chief of Staff reported that he is proud of the work, dedication and resilience of the physicians over the past year. The medical staff are being encouraged to take some time and relax before the hospital begins its ramp up of services and shift its focus to post-COVID-19. He also thanked the Board for its support during the pandemic and for its foresight in supporting the Hospital’s pandemic response.

Dr. Preyra added that one of the priorities for the coming year is to highlight more of the great innovation and research work of the medical staff.

7. Audited Financial Statements for the year ending March 31, 2021

Frank Whelan, Chair of the Finance and Audit Committee, provided a few brief comments with respect to the year-end financial results, highlighting the following:

- The hospital operations continued to be significantly impacted financially by COVID-19 during the year;
- Incremental COVID-19 costs, which included the Pandemic Response Unit, were incurred during the fiscal year followed by reimbursement from the MoH;
- The Hospital reported a surplus of \$24.9M at year end due to aggregate funding from the MoH, including, to support the continued COVID-19 response of JBH during the pandemic and to provide other one-time Non-COVID and base funding; the LHIN directed that all this funding be taken into income;
- Management continues to work on financial stability for the organization as the Hospital works with the Government to reintroduce services following the various pandemic shut-downs during the year;
- During the past year, the Hospital entered into a long term loan facility to replace its previous temporary debt and to facilitate future capital projects.

Mr. Whelan presented the Audited Financial Statements for the year ending March 31, 2021 and noted the following:

- The financial statements have been audited by Deloitte LLP and their Independent Auditor's Report is attached to the Statements.
- The Auditors have issued a clean Audit Opinion and the Finance and Audit Committee has reviewed the Audit Findings Report with them.
- The Audited Financial Statements, as presented, were approved by the Hospital's Board of Directors at its June 2, 2021 meeting, for recommendation to the JBH Membership.

The Audited Financial Statements were accepted as presented:

THAT the Audited Financial Statements of the Joseph Brant Hospital for the year ended March 31, 2021 be accepted. CARRIED

Moved by: Frank Whelan

Seconded by: Randy Smallbone

8. Appointment of Auditors 2021-22

Members appointed the external auditors for the fiscal year that will end on March 31, 2022 as follows:

THAT Deloitte LLP, Chartered Professional Accountants, be appointed external Auditor for Joseph Brant Hospital for the fiscal year ending March 31, 2022 at a fee to be set and recommended by the Finance and Audit Committee for Board approval. CARRIED

Moved by: Frank Whelan

Seconded by: Barbara Elliot

9. Election of Directors 2021-22

The Chair advised that the Governance and Nominating Committee has recommended the appointment of **five (5) new** Directors which were approved by the Board at its June 2, 2021 meeting for recommendation to the JBH Membership. The Board also approved the 2021-2022 Nominating Report for recommendation to the JBH Membership, which includes a **full slate of 12 Directors**, as recommended by the Governance & Nominating Committee.

THAT the following appointments to the JBH Board of Directors be approved as recommended by the Governance & Nominating Committee:

Paul Clarke for a term of 3 years (2021-2024)
Lisa Garland for a term of 3 years (2021-2024)
Omer Aziz for a term of 3 years (2021-2024)
Deborah Brown for a term of 3 years (2021-2024)
Deanna Williams for a term of 2 years (2021-2023) CARRIED

Moved by: Anjlee Patel

Seconded by: Young Park

THAT the 2021-2022 Slate of Directors be approved as recommended by the Board and as outlined in the Nominating Report as recommended by the Governance & Nominating Committee, and listed below:

VOTING DIRECTORS

Randy Smallbone	Deborah Brown
Omer Aziz	David Wagstaff
Paul Clarke	Lisa Garland
Anjlee Patel	Barbara Elliot
Corrine Kennedy	Young Park
Deanna Williams	
Ted McMeekin	

VOTING, EX-OFFICIO

Municipal Council Representative, City of Burlington – Lisa Kearns

NON-VOTING, EX-OFFICIO MEMBERS

President & Chief Executive Officer – Eric Vandewall
Chief Nursing Executive – Leslie Motz
Chief of Staff – Dr. Ian Preyra
President, Medical Staff Association – Dr. David Charland
Vice-President, Medical Staff Association – Dr. Salina Juma

Moved by: Barbara Elliot

Seconded by: Dave Wagstaff

10. Adjournment

The Chair declared that the business of the meeting concluded at 4:29p.m. and invited the guests and departing Directors to stay on the call for the Virtual AGM Reception which follows the First Board Meeting of the 2021/22 year. The next Annual General Meeting is scheduled for June 8, 2022.

Dominic Mercuri, Board Chair

Donna Philip, Governance & Board Liaison