

Board of Directors Open Meeting Minutes



Minutes of the Open Board of Directors meeting held on **Wednesday, December 6, 2017 from 3:02 p.m. until 7:10 p.m.**

Present: Kathryn Osborne, Chair Don Cowan Young Park
Dominic Mercuri, Vice-Chair Dr. Amie Davis Michael Pautler
Bob Bosshard Rob Hamilton Paul Sharman
Debra Carey Dr. James Rogers Frank Whelan
David Dean Mae Radford Eric Vandewall
Atul Chandra Dr. Richard Sowery Dr. Cheryl Williams

Staff: Nancy Casselman Mario Joannette Dee Perera
Gina DeVeaux, Recording Secretary

Regrets: None

Guests: David Scholz [Leger, The Research Intelligence Group]

1. Call to Order & Welcome

The Chair Called the meeting to order at 3:02 p.m.

2. Declarations of Conflict

There were no declarations of conflict.

3. Approval of Agenda

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors approve the agenda as presented.

It was,

Moved by: Michael Pautler **Seconded by:** Don Cowan

...CARRIED

4. Approval of Minutes

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors adopt the Minutes of the October 4, 2017 meeting as presented.

It was,

Moved by: Mae Radford **Seconded by:** Debra Carey

...CARRIED

5. Chair's Report

The Chair reported on her activities since the last Board meeting which among other meetings and initiatives included:

- Along with the Board Vice Chair continue to hold a regular quarterly meeting with the CEO to review status updates on his goals and objectives;
- Along with the Board Vice Chair met collectively with the CEO and COS, to discuss updates on any key matters arising;
- Attended the Foundation "Chair to Chair" meeting;
- Attended all Medical Advisory Committee meetings; and
- Attended the JBH Foundation Retreat along with D. Mercuri and D. Cowan.

The Chair further reported the following:

- That new, form written Board Committee reports were included in the Board meeting material to accompany the verbal updates provided by Committee chairs and any feedback would be helpful;
- Professional Practice Educational Sessions will be included as a standing item in future Board meetings; and
- Learnings from personal research on "what makes a good board, great".

6. Action Items Review

Item	Due Date	Status
1. Organizational Priorities arising from Healthy Workplace Study.	December 6, 2017	Complete
2. Management to present the Community Survey results to the Board at the fall Board meeting upon completion.	December 6, 2017	Complete
3. Management to provide reporting on the new communications metrics	December 6, 2017	February 7, 2018
4. Management to report on the Marketing Plan branding with input from Marshall Fenn	December 6, 2017	February 7, 2018

7. Committee Reports

7.1. Quality Committee

Mae Radford, Quality Committee Chair, delivered the report.

7.2. Finance and Audit Committee

David Dean, Finance and Audit Committee Chair, delivered the report.

7.3. Governance and Nominating Committee

Michael Pautler, Governance and Nominating Committee Chair, delivered the report.

7.4. Building and Facilities Committee

Kathryn Osborne, Building and Facilities Committee Chair, delivered the report.

8. Consent Agenda

The Chair requested a motion to approving the following resolution:

THAT THE Board of Directors approve the motions contained in the Consent Agenda of the December 6, 2017 Board of Directors Open meeting.

It was,

Moved by: David Dean

Seconded by: Frank Whelan

...CARRIED

9. President and Chief Executive Officer Report

Eric Vandewall presented the report of the President and Chief Executive Officer with highlights including:

- Ongoing meetings with local area MPPs, LHIN CEO and staff of the Office of the Minister of Health in an effort to secure provincial government financial assistance to address the anticipated \$8.4M 2018/2019 budget deficit and funding issues;
- Submission of the Executive Compensation Plan to the Ministry of Health and Long Term Care (the "MOHLTC") in accordance with BPSECA regulation 304/16. Awaiting feedback and approval prior to posting the plan for public consultation;
- JBH selected as one of Hamilton-Niagara's top employers for a third consecutive year;
- A wellness survey implemented to gather input on developing a wellness space and program;
- The PHAST proposal funded by the LHIN with over \$600K in new annualized base funding for mental health services in the Burlington community;
- Managing daily volume increases with Emergency Department volumes with increases remaining steady from July through September, 2017 at occupancy rates of 110% to +120%; and
- 20 beds made available to patients decanted from St. Peters Hospital after a Code Red in early Fall are available as of December 1.

10. Professional Practice Reports

Dr. Cheryl Williams and Dr. James Rogers reported on Professional Practice with highlights including:

- Audit results showed lower compliance but better infection transmission rates and working diligently to achieve continued improvements;
- Continued focus on infection control and aggressive preventative measures resulting in decreased HA-CDI rated and low VRE and MRSA;
- Focusing on falls prevention and opportunities for preventable interventions, and reduction of occurrence of falls with harm;
- No degradation in service or cancellations occurred during the care of 20 additional patients decanted during the Code Orange at St. Peters Hospital;
- \$600K in continuous funding from the LHIN for the PHAST program; and
- Undergoing Kaizen to surpass efficiencies prior to the move in the Emergency Department.

11. Medical Staff Association Report

Dr. Richard Sowery reported on the Medical Staff Association with highlights including:

- MSA members agree that the success of JBH is dependent on a strong working relationship between the Medical Staff and the Senior Leadership Team; and
- MSA notes that the Senior Leadership Team has been very receptive to improving hospital-physician relationships and the first meeting was held on November 8th to advance the

physician/leadership dialogue and was well received.

(D. Scholz joined the meeting.)

12. Communications and Public Relations Report – Community Survey Results

Mr. Joannette introduced David Scholz to present to results of the Community Survey on behalf of Leger, The Research Intelligence Group.

Mr. Scholz presented results and methodology of a telephone survey of 805 Burlington residents between May 4 and May 24, 2017. The key insights included:

- Reputation remaining consistent across the region with JBH having a slightly higher bad opinion score than comparator hospitals;
- 58% of respondents trust JBH and 56% consider the hospital honest and transparent;
- Positive responses were based on respondents' past experience of efficient care at JBH;
- There is an opportunity for enhanced communication with the community including for direct outreach to various ethnic and cultural groups; and
- Mr. Scholz verbally reported that respondents were encouraged by the South Tower opening and support future development.

(D. Scholz left the meeting.)

13. Communications and Public Relations Report – Media Relations

Mr. Joannette noted that hard copies of the following publications were distributed to the Board members at the meeting:

1. Our New Era – Redevelopment and Expansion Project 2017 [a joint publication by Joseph Brant Hospital and Joseph Brant Hospital Foundation]
2. Strategic Plan Update and Look Ahead

Mr. Joannette reported on Public Relations and Communications with highlights including:

- Ongoing work on the JBH Marketing Plan brand update with Anissa Hillborn, JBH Foundation President, Dominic Mercuri, JBH Board Vice Chair, and Oren Tal of Marshall Fenn;
- The demographics influencing the marketing plan key messaging and value propositions to patients, employees, physicians, and donors; and
- Marshall Fenn to deliver a draft Marketing Plan before the end of 2017.

The Board discussed the importance of marketing to referring physicians versus the public at large. The Board requested further feedback on what JBH intends to do with the results (action plan).

14. Communications and Public Relations Report –Video

Mr. Joannette presented the video *JBH Strategic Plan*.

15. Strategic Plan Communications Update and Look Ahead

Mr. Joannette reviewed the Strategic Plan Communication Plan with updates including:

- JBH Strategic Plan and Action Plan;
- Major Communication milestones including circulation of the Strategic Plan in hardcopy to

60K Burlington and area homes. The long-term communication approach includes publication of annual Strategic Plan achievements will be circulated prior to April 1 during the years 2019 to 2023; and

- Immediate next steps include engaging front-line staff for feedback on the Strategic Plan and the feedback will be compiled and communicated to the SLT and Board in advance of the February 24, 2018 Board Retreat.

Action Item

1. M. Joannette to deliver copies of the Strategic Plan publication to Healthlinks representatives.

16. Year-End Audit Plan, Engagement and Fees

D. Perera provided an overview of the proposed Year-End Audit Plan Engagement and Fees. D. Dean confirmed that the Finance and Audit Committee recommended approval of the audit scope and fees. He further noted that the fees may be adjusted if additional work is required after commencement of the Year-End Audit.

The principal topics discussed by the Board included:

- KMPG adopting a Lean audit approach and will engage JBH Staff on process mapping activities;
- Confirmation that internal audit controls for redevelopment expenses remain in place and apply to the North Tower Renovation Project; and
- That KMPG declared their independence as external auditors for JBH.

Action Item:

2. Management to provide an update to the Finance and Audit Committee after the next Finance and Audit Committee meeting on the Non-Audit Services engagement of KMPG with respect to the Orthopedic Program.

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors approve the Year-End Audit Planning Engagement and Fees as presented.

It was,

Moved by: David Dean

Seconded by: Paul Sharman

...CARRIED

17. 2017-2018 Q2 Financial Statements

D. Perera provided an overview of the Second Quarter 2017/2018 Financial Statements, noting the following:

- Balance Sheet Highlights
 - Q2 deficit of \$4M and year-end forecast deficit is \$8.4M;
 - Current ratio of 0.96 with the HSAA target current ratio of >1.2;
 - Working Capital is forecast at negative \$2.2M;
- Year-End Forecasting
 - \$8.4M deficit in 2017/2018 onward, based on the following drivers:
 - Underfunded over capacity of 30+ beds resulting in \$4M in unfunded

labour costs, and \$3.2 - \$3.4 in unfunded supply expenses.

- Existing funding not keeping pace with inflation;
 - Significant reduction of weighted activity associated with ALC improvements;
 - Urgent QBP revenue loss; and
 - Unintended consequences of calculations under HRSF, HBAM, and QBP methodologies.
- The forecast deficit does not include the 25-bed surge funding or the 20 beds required in response to the St. Joseph's Code Orange.

The principal topics discussed by the Board included:

- The funding submission to the LHIN primarily including the details provided in the October 4, 2017 report to the Board on the multi-year financial forecast; and
- That the GAP analysis provides an overview between budget and forecast and will be reported to the Finance and Audit Committee quarterly.

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors approve the Second Quarter 2017/18 Financial Statements as presented.

It was,

Moved by: David Dean

Seconded by: Dominic Mercuri

...CARRIED

(Atul Chandra left the meeting at 5:00 p.m.)

18. Credit Facility Update

D. Perera and D. Dean presented the item requesting a credit facility update.

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors authorize Management to secure additional financing, increasing line of credit facilities from \$45M to \$100M, allocated as follows:

- Existing Operating Line of Credit increase from \$15M to \$25M;
- Existing Redevelopment Line of Credit increase from \$30M to \$50M; and
- A temporary Redevelopment Line of Credit of \$25M for the 6-month period July 2018 to December 2018.

It was,

Moved by: David Dean

Seconded by: Paul Sharman

...CARRIED

19. 2018/2019 HAPS

D. Perera presented the HAPS for approval noting that the budget submitted to the LHIN indicated a deficit of \$11.5M. The budget was prepared using the current year end forecast adjusted for assumptions related to revenue, compensation and benefits, drugs, gases and supplies, and risks.

The budget assumptions and risks included the following:

- Base revenue increase \$1.2M (2% on \$62M base);
- According to November 10th MOH tool HBAM (4.65%) reduction applied;
- Volume driven QBP revenue;
- Clinical Growth revenue subject to volume achievement;
- Structural & Growth investments do not materialize volumes; sunk cost;
- ONA Increase [2.25%], CUPE Increase [1.75%], OPSEU Increase [1.40%] Non-union Increase [2.25%], Non-union Executive Increase [None], Benefits [28% of salaries];
- Medical and Surgical [1%], Supplies [1.5%], Drugs and Medical Gases [2%];
- Surge activity - may exceed 30 beds used for budget assumptions;
- Sick time - may exceed budgeted target of 10 days; and
- Unforeseen circumstances.

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors approve the 2018-2019 Hospital Accountability Planning Submission (HAPS), as amended, which will form the basis on which to develop and negotiate the Amended H-SAA Agreement for 2018-2019.

It was,

Moved by: David Dean

Seconded by: Michael Pautler

...CARRIED

20. 2018/2019 CAPS

D. Perera presented the CAPS for approval identified as balanced and as in prior years, a 2% inflation increase is requested.

The Chair requested a motion approving the following resolution:

THAT THE Board of Directors approve the 2018-2019 Community Accountability Planning Submission (CAPS) which will form the basis on which to develop and negotiate the Amended H-SAA Agreement for 2018-2019.

It was,

Moved by: David Dean

Seconded by: Don Cowan

...CARRIED

21. Auxiliary Chair Indemnification

K. Osborne declared a conflict with this item and recused herself from the meeting. D. Mercuri assumed the Chair's role and Eric Vandewall provided an overview of the request to provide the Auxiliary Board Chair with an indemnification related to certification of the Auxiliary's Non-Profit Organization Information Return.

The acting Chair requested a motion approving the following resolution:

THAT THE Board of Directors authorize Dominic Mercuri, Board Vice Chair to execute the letter addressed to Serena Lee, Auxiliary Board Chair, and referenced Certification of Non-Profit Organization (NPO) Information Return.

It was,

Moved by: Robert Hamilton

Seconded by: Mae Radford

...CARRIED

[Kathryn Osborne joined the meeting and resumed the role of Chair.]

22. Auxiliary Update

The Chair provided an update on the transition of the Auxiliary to a department of JBH, reporting to the Vice President, Human Resources. The final transition date will be March 31, 2018 and future reporting on Auxiliary matters will be reported to the Board via the HRPCC or the FAC.

The Chair also reported that a town hall was held on December 4, 2017. The town hall meeting was positive and the Auxiliary leadership, K. Osborne and E. Vandewall discussed transition plans.

23. Dinner Adjournment

The Chair requested a motion adjourning the Open Board meeting from 6:25 p.m.

It was,

Moved by: Frank Whelan

Seconded by: David Dean

...CARRIED

The meeting resumed at 6:50 p.m.

24. Health Workplace Survey –Emerging Organizational Priorities and Work Plan

N. Casselman provided an overview of the Healthy Workplace Survey, noting the following:

- Two surveys were conducted in 2016, one of staff and the other of providers, namely physicians, midwives and dentists;
- There was an increase in engagement in both groups, staff by 8.5% and providers by 9%;
- 30 engagement grand drivers are categorized into 3 buckets- organizational, work area, and job related;
- The Senior Leadership Team will review comments submitted in the survey to gather additional insight on scores such as interest in training and career development opportunities; and
- The draft Healthy Workplace Survey Work Plan outlined activities from November 2017 through November 2018.

25. Review of Action Items from the Meeting

The Chair reviewed the following action items arising from the meeting:

1. Provide an update to FAC on non-audit service engagement with respect to the Orthopedic Program
2. Forward the Strategic Plan publication to HealthLinks representatives
3. Post the Organizational Chart in Directors Desk under general information

26. Next Meeting

The next regularly scheduled meeting will be held on February 7, 2018.

27. Adjournment

The Chair requested a motion adjourning the Open Board meeting at 7:10 p.m.

It was,

Moved by: Robert Hamilton

Seconded by: Michael Pautler

...CARRIED

Kathryn Osborne, Board Chair

Gina DeVeaux, Recorder

December 6, 2017 Minutes
Board of Directors Open Meeting

ACTION ITEMS	Responsibility	Person	Due Date	Comment
1. Provide an update to FAC on non-audit service engagement with respect to the Orthopedic Program	Management	D. Perera	January 25, 2018	
2. Forward the Strategic Plan publication to HealthLinks representatives	Management	M. Joannette	February 7, 2018	
3. Post the Organizational Chart in Directors Desk under general information	Management	G. DeVeaux	December 7, 2017	
4. The Board requested further feedback on what JBH intends to do with the results (action plan) of the Marshall Fenn Marketing Plan	Management	M. Joannette	June 6, 2018	

ATTENDANCE REGISTER REGULAR OPEN BOARD MEETINGS						
BOARD MEMBERS *Chair **Vice-Chair	Jun 21, 2017	Oct 4, 2017	Dec 6, 2017	Feb 7, 2018	Apr 25, 2018	Jun 6, 2018
Kathryn Osborne*	Yes	Yes	Yes			
Dominic Mercuri **	Yes	Yes	Yes			
Bob Bosshard	Yes	Yes	Yes			
Debra Carey	Yes	Yes	Yes			
Atul Chandra	N/A	Yes	Yes			
Don Cowan	Yes	Yes	Yes			
David Dean	Yes	Yes	Yes			
Robert Hamilton	Yes	Yes	Yes			
Young Park	N/A	Yes	Yes			
Michael Pautler	Yes	Yes	Yes			
Mae Radford	Yes	Yes	Yes			
Frank Whelan	Yes	Yes	Yes			
Paul Sharman	Yes	Yes	Yes			
Dr. Amie Davis	Yes	Yes	Yes			
Dr. Richard Sowery	Yes	Yes	Yes			
Dr. Wes Stephen	Yes	N/A	N/A			
Dr. James Rogers	N/A	Yes	Yes			
Eric Vandewall	Yes	Yes	Yes			
Cheryl Williams	Yes	Yes	Yes			
STAFF	Jun 21, 2017	Oct 4, 2017	Dec 6, 2017	Feb 7, 2018	Apr 25, 2018	Jun 6, 2018
Nancy Casselman	Yes	Yes	Yes			
Mario Joannette	Yes	Yes	Yes			
Dee Perera	Yes	Yes	Yes			
Gina DeVeaux	Yes	Yes	Yes			