

**Joseph Brant Hospital
Annual General Meeting of Members
Minutes**



Minutes of the Annual General Meeting held on **Wednesday, May 27, 2020 at 4:30 p.m. Via ZOOM.**

Present: Dominic Mercuri (C) Lisa Kearns Frank Whelan
Michael Pautler (VC) Mae Radford Eric Vandewall
Dr. Ian Preyra Corrine Kennedy Cheryl Gustafson
Debra Carey Dr. David Charland Barbara Elliot
Randy Smallbone David Wagstaff Dr. Salina Juma
Atul Chandra Anjlee Patel Ted McMeekin

Staff: Marco Terlevic May Chang Donna Philip (recorder)
Leah Martuscelli

Regrets: Young Park

Guests: Lillian Cheung, Deloitte LLP Dr. Steve Selchen

1. Call to Order & Welcome

Dominic Mercuri, Chair of the Board of Directors, called the meeting to order at 4:30p.m. 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. D. Mercuri welcomed everyone to the meeting.

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: Dave Wagstaff **Seconded by:** Frank Whelan

3. Approval of Minutes

The Minutes of the Annual General Meeting held on June 19, 2019 and the Special Members Meeting held on November 27, 2019 were approved by way of the following motion:

THAT the minutes of the Annual General Meeting of June 19, 2019 and the Special Members Meeting held on November 27, 2019 be approved as presented. CARRIED

Moved by: Debra Carey **Seconded by:** Dr. Ian Preyra

4. Chair's Report

The Chair gave a brief address to those present and acknowledged the achievements over the past year. Key highlights as follows:

- The Hospital has had many challenges but also many successes over the past year.
- The Board worked on its own functioning together as a Board and achieved a great amount of its work plan set out for the year. A few items had to be put on hold over the last few months due to the pandemic.
- Quality of Care continues to be the focus as a Board and for the management team.
- A digital copy of the Annual Report was circulated with the material for the meeting and will be distributed more widely.
- Mae Radford and Michael Pautler are both rotating off the Board and will be honoured later on.

5. Audited Financial Statements for the year ending March 31, 2020

Randy Smallbone, Chair of the Finance and Audit Committee, presented the Audited Financial Statements for the year ending March 31, 2020. Key highlights as follows:

- The financial statements have been audited by Deloitte LLP. 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, have been approved by the Hospital's Board of Directors.

Mr. Smallbone provided a few brief comments with respect to the year-end financial results, highlighting the following:

- The Hospital reported an (\$8M) deficit at year end.
- Management continues to work on financial stability for the organization as the Hospital works with Government to reintroduce services following the pandemic shut-down.
- There were additional COVID-19 related costs during the last couple of months of the fiscal year.
- The organization was successful in earning all the PCOP funding available to the end of the fiscal year, while efficiently managing the associated costs.

The Audited Financial Statements were accepted as presented:

THAT the Audited Financial Statements of the Joseph Brant Hospital for the year ended March 31, 2020 be accepted. CARRIED

Moved by: Randy Smallbone

Seconded by: Mae Radford

6. Appointment of Auditors 2020-21

Members appointed the external auditors for the fiscal year that will end on March 31, 2021 as follows:

THAT Deloitte LLP, Chartered Professional Accountants, be appointed external Auditor for Joseph Brant Hospital for the fiscal year ending March 31, 2021 at a fee to be set and recommended by the Finance and Audit Committee for Board approval. CARRIED

Moved by: Randy Smallbone

Seconded by: Frank Whelan

7. Medical & Professional Staff By-laws Amendments

Amendments to the Medical and Professional Staff By-laws were approved unanimously by way of the following special resolution.

THAT the Members of Joseph Brant Hospital approve the proposed amendments to the Joseph Brant Hospital Medical & Professional Staff By-Laws as recommended by the Board.

Moved by: Anjlee Patel

Seconded by: Dr. Ian Preyra

8. Election of Directors

The Chair advised that the Board approved the recommended 2020-2021 Nominating Report, which includes the recommended Slate of Directors, as recommended by the Governance & Nominating Committee. He advised that Board recruitment was suspended due to the pandemic and will resume in the Fall so there are no new Board appointments being brought forward at this time.

THAT the 2020-2021 Slate of Directors be approved as recommended by the Board and as outlined in the Nominating Report, and listed below:

VOTING DIRECTORS

Dominic Mercuri	Frank Whelan
Debra Carey	Atul Chandra
Anjlee Patel	Young Park
Barbara Elliot	David Wagstaff
Randy Smallbone	Corrine Kennedy
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 (Interim) – Cheryl Gustafson
Chief of Staff – Dr. Ian Preyra
President, Medical Staff Association – Dr. David Charland
Vice-President, Medical Staff Association – Dr. Salina Juma

Moved by: Michael Pautler

Seconded by: Barbara Elliot

9. Adjournment

The Chair declared that the business of the meeting concluded at 5:00p.m. The next Annual General Meeting is scheduled for June 16, 2021.

Dominic Mercuri, Board Chair

Donna Philip, Governance & Board Liaison