

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



Minutes of the Annual General Meeting held on **Wednesday, June 20, 2018 at 5:00 p.m.**

Present: Kathryn Osborne (C) Don Cowan Atul Chandra
Dominic Mercuri (VC) Robert Hamilton Paul Sharman
Bob Bosshard Mae Radford Frank Whelan
James Rogers, MD Michael Pautler Eric Vandewall
Debra Carey Richard Sowery, MD Cheryl Williams
David Dean Young Park

Staff: Mario Joannette May Chang Krystyna Ransome (recorder)

Regrets:

Guests: Barbara Elliot Ian Preyra, MD

1. Call to Order & Welcome

Kathryn Osborne, Chair of the Board of Directors, called the meeting to order at 5:02 p.m., in accordance with Joseph Brant Hospital's By-Laws and declared the meeting duly constituted. The Chair welcomed members of the Board with a special introduction of Dr. Ian Preyra, Chief of Staff and Ms. Barbara Elliott, incoming member of the Board for 2018-19.

2. Approval of Agenda

The Chair requested a motion approving the following resolution:

THAT the Board of Directors approves the agenda as presented.

Moved by: Mae Radford

Seconded by: Debra Carey

CARRIED

3. Approval of Minutes

The Chair requested a motion to approve the following resolution:

THAT the minutes of the Annual General Meeting of June 21, 2017 be approved as presented.

Moved by: Debra Carey

Seconded by: Mae Radford

CARRIED

4. Chair's Report

The Chair provided opening remarks to the Annual General Meeting and noted:

- The 2017-2018 year passed quickly, and it has been an especially exciting time to be a member of the Board as Joseph Brant Hospital is undergoing a major transitional period.
- Acknowledgment was made to the Communication Team for producing the 2017-2018 Annual Report which highlights the compassionate care, exemplary service that Joseph Brant Hospital strives to provide every time.
- The Board of Directors was tasked with oversight and stewardship of the Hospital including the Strategic Plan. The Strategic Plan is comprised of three strategic directions

which are centred on our patients, their families/caregivers and our community: 1) Relentlessly pursue excellence in quality and patient safety 2) Inspire and empower a culture of caring; and 3) Collaborate to deliver an outstanding care experience. These directions are supported by three key enablers – Innovation, Communication and Information Management and Digital Health.

- JBH senior leadership has demonstrated a commitment and a plan to imbed the Strategic Plan in decision making throughout the Hospital and to align resources with these priorities, with built in accountabilities and opportunities.
- There has been success and challenges in the incredibly complex regulatory framework but some major themes of focus have included: development of the Prioritizing Health through Acute Stabilization and Transition (PHAST) program. Transforming our care to meet the best practice standards. Continue to implement a Lean Management System. Transforming our services to meet the needs of the community with a focus on ‘growth and partnerships’ with internal and external partners to deliver innovative and leading practice experiences in the Halton region.
- This past year we engaged a permanent Chief of Staff (COS), Dr. Ian Preyra.
- Acknowledgement and thank you to Eric Vandewall, President and CEO for his dedication and continued support and welcomed Dominic Mercuri as the incoming Chair of the Board of Directors for the 2018/19 year.

5. Approval of the Audited Financial Statements for the year ending March 31, 2018

Dave Dean, Chair of the Finance and Audit Committee, presented the Audited Financial Statements for the year ending March 31, 2018. The following items were noted:

- The statements have been audited by KPMG LLP. KPMG has provided a clean audit opinion which is attached to the statements.
- The Finance and Audit Committee has received the Audit Findings Report prepared by KPMG and has reviewed it with them.
- The Audited Financial Statements have been approved by the Hospital’s Board of Directors.

Mr. Dean provided a few brief comments with respect to the financial results, highlighting the following:

- The financial results highlight the ongoing challenges impacting much of the healthcare sector.
- For the fiscal year ended March 31, 2018, the Hospital reported an H-SAA level, operating deficit of approximately \$4.4 Million and a total deficit, after net building amortization, of approximately \$5.0 Million. The operating deficit reported in the prior fiscal year was approximately \$2.9 Million and the total deficit was \$3.3 Million.
- A major contributor to the deficit was to operationalize beds in excess of the number for which funding is received, to meet patient demand.
- This has created a structural funding gap and efforts are ongoing to resolve this issue.
- In addition, efforts are underway throughout the organization to ensure both the long-term financial strength of the Hospital, and its ability to maintain or enhance the range of services; quality levels; and the patient care experience provided.

The Chair requested a motion to approve the following resolution:

THAT the Audited Financial Statements of the Joseph Brant Hospital for the year ended March 31,

2018 be accepted.

Moved by: Dave Dean

Seconded by: Frank Whelan

CARRIED

6. Appointment of Auditors 2018-19

Mr. Dean stated that it was now time to appoint the external auditors for the fiscal year that will end on March 31, 2019.

The Chair requested a motion to approve the following resolution:

THAT KPMG LLP, Chartered Professional Accountants, be appointed auditor for the Joseph Brant Hospital for the fiscal year ending March 31, 2019 at a fee to be approved by the Finance and Audit Committee.

Moved by: Dave Dean

Seconded by: Don Cowan

CARRIED

7. Administrative By-Laws Approval

Michael Pautler, Chair of the Governance and Nominating Committee, presented Joseph Brant Hospital's By-Laws for approval.

The Chair requested a motion to approve the following resolution:

THAT the Members of Joseph Brant Hospital approve the Administrative By-Laws as presented.

Moved by: Michael Pautler

Seconded by: Don Cowan

CARRIED

8. Professional Staff By-Laws Approval

Mr. Pautler presented the Professional Staff By-Laws for approval.

The Chair requested a motion to approve the following resolution:

THAT the Members of Joseph Brant Hospital approve the Professional Staff By-Laws as presented.

Moved by: Michael Pautler

Seconded by: Young Park

CARRIED

9. Election of Directors

Mr. Pautler then presented the list of individuals to be elected to the Board of Directors for approval. The following change was noted and made:

- Voting Ex-officio members (Municipal Council Representative, City of Burlington) – remove Mr. Paul Sherman and note 'vacant'.
- Vice President, Medical Staff Association – Dr. Ajay Manjoo.

The Chair requested a motion to approve the following resolution:

THAT the Members of Joseph Brant Hospital elect the following individuals to the Board of Directors:

Voting Directors

Dominic Mercuri	Michael Pautler
Mae Radford	David Dean
Don Cowan	Debra Carey
Frank Whelan	Bob Bosshard
Atul Chandra	Young Park
Barbara Elliot	Anjlee Patel

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Voting, ex-officio members

Municipal Council Representative, City of Burlington – vacant

Non-voting, ex-officio members

President & Chief Executive Officer – Eric Vandewall

Chief Nursing Executive – Dr. Cheryl Williams

Chief of Staff – Dr. Ian Preyra

President, Medical Staff Association – TBD

Vice-President, Medical Staff Association – Dr. Ajay Manjoo

Moved by: Michael Pautler

Seconded by: Mae Radford

CARRIED

10. Other Business

No other business was tabled for discussion.

11. Adjournment

The Chair requested a motion adjourning the Annual General Meeting of Members at 5:21 p.m.

Moved by: Dave Dean

Seconded by: Young Park

CARRIED

Kathryn Osborne, Board Chair

Eric Vandewall, Corporate Secretary