

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



Minutes of the Annual General Meeting held on **Wednesday, June 19, 2019 at 5:00 p.m.**

Present:	Dominic Mercuri (C) Michael Pautler (VC) Ian Preyra, MD Debra Carey	Lisa Kearns Mae Radford David Dean Amie Davis, MD	Frank Whelan Eric Vandewall Cheryl Williams Barbara Elliot
Staff:	Mario Joannette Marco Terlevic	May Chang Leah Martuscelli	Donna Philip (recorder)
Regrets:	Atul Chandra Don Cowan	Young Park Anjlee Patel	Bob Bosshard
Guests:	Randy Smallbone	David Wagstaff	

1. Call to Order & Welcome

Dominic Mercuri, Chair of the Board of Directors, called the meeting to order at 5:00p.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, the Chair declared the meeting duly constituted. The Chair welcomed members of the Board, the Senior Leadership team and the Board Nominees 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. 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: Debra Carey

Seconded by: Mae Radford

3. Approval of Minutes

The Minutes of the Annual General Meeting held on June 20, 2018 and the Special Members Meeting held on April 8, 2019 were approved by way of the following motion:

THAT the minutes of the Annual General Meeting of June 20, 2018 and the Special Members Meeting held on April 8, 2019 be approved as presented. CARRIED

Moved by: David Dean

Seconded by: Debra Carey

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:

- Final completion of the redevelopment project.
- Exemplary Accreditation granted to Joseph Brant Hospital.
- Employee Engagement response rates were the highest in a number of years.
- A deficit was projected to the end of the year but the Hospital ended the year with a small surplus due to significant efforts by staff to meet PCOP volumes.
- Kudos to the team on the development and implementation of a new People Strategy.
- Significant work has also been done around JBH culture.
- Welcome to the new Chief Financial Officer, Marco Terlevic.
- Congratulations to Dr. Ian Preyra on his first full year as Chief of Staff. Great advancements and change in the Medical staff has taken place under his leadership over the past year.
- Welcome to 2 new Board nominees.
- Thanks and gratitude to David Dean for his years of service on the Board.
- The organization has had some challenges that needed to be worked through and thanks to the entire Senior Team who stepped up to those challenges.
- JBH is in a better place than it was a year ago.

5. Audited Financial Statements for the year ending March 31, 2019

Dave Dean, Chair of the Finance and Audit Committee, presented the Audited Financial Statements for the year ending March 31, 2019. Key highlights as follows:

- The financial statements have been audited by KPMG LLP, their Independent Auditor's Report 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. KPMG has issued a clean Audit Opinion.
- The Audited Financial Statements, as presented, have been approved by the Hospital's Board of Directors.

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

- The Hospital reported an H-SAA level operating surplus, of approximately \$1.4M and a small net surplus, after net building amortization, of approximately \$150k.
- Financial performance represents a significant improvement over both the prior year's results and the significant deficit projected in Budget for the 2019 fiscal year.
- Financial sustainability was identified as a strategic priority. Much of the improved performance can be traced to the hard work and efforts across the organization focused on achieving that objective.
- The organization was successful in earning all the PCOP funding available to end of the fiscal year, while efficiently managing the associated costs.
- Financial and operational pressures are expected to continue but financial sustainability will remain a priority, including efforts to increase both volumes and services; optimize patient flow; and improve efficiency while maintaining or improving quality levels.

The Audited Financial Statements were accepted as presented:

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

31, 2019 be accepted. CARRIED

Moved by: Dave Dean

Seconded by: Frank Whelan

6. Appointment of Auditors 2019-20

The external auditors for the fiscal year that will end on March 31, 2020 were appointed as follows:

THAT Deloitte LLP, Chartered Professional Accountants, be appointed external Auditor for Joseph Brant Hospital for the fiscal year ending March 31, 2020 at a fee to be set and recommended by the Finance and Audit Committee for Board approval, in accordance with the submission of Deloitte LLP's Request for Proposal. CARRIED

Moved by: Dave Dean

Seconded by: Lisa Kearns

7. Medical & Professional Staff By-Laws Amendments

A motion will not be brought forward at this time to approve proposed amendments to the Medical & Professional Staff By-Laws to allow further review by the Medical Staff Association.

8. Election of Directors

The Chair advised that at a special meeting of the Board held on June 18, 2019, the Board approved the recommended 2019-2020 Nominating Report.

THAT the following Directors be appointed to the JBH Board of Directors as recommended by the Board of Directors:

Randy Smallbone for a term of three (3) years (2019-2022)

David Wagstaff for a term of three (3) years (2019-2022) CARRIED

Moved by: Debra Carey

Seconded by: Barbara Elliot

The Chair introduced the new Directors Randy Smallbone and David Wagstaff.

The Chair advised that the Board of Directors also recommended that the 2019-2020 Slate of Directors be approved, as follows

THAT the 2019-2020 Slate of Directors be approved as recommended by the Board and as outlined in the Nominating Report, and listed below:

VOTING DIRECTORS

Dominic Mercuri	Michael Pautler
Mae Radford	Frank Whelan
Randy Smallbone	Debra Carey
Atul Chandra	Young Park
Anjlee Patel	David Wagstaff
Barbara Elliot	

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 – Dr. Cheryl Williams

Chief of Staff – Dr. Ian Preyra

President, Medical Staff Association – TBD

Vice-President, Medical Staff Association – TBD - CARRIED

Moved by: David Dean

Seconded by: Frank Whelan

9. Adjournment

The Chair declared that the business of the meeting concluded at 5:15p.m.

Dominic Mercuri, Board Chair

Donna Philip, Governance & Board Liaison