

Meeting of the Board of Directors

Monday, May 29, 2023

3:30 pm start time

Via MS Teams video-conference

MINUTES

Call to Order – Jonathan Batch

The reflection was provided by Richard Corneil.

1. Full Agenda / Consent Agenda

1.1 Adoption of Full Agenda

It was MOVED and SECONDED the agenda be adopted as circulated. CARRIED.

1.2 Approval of Consent Agenda

It was MOVED and SECONDED that the Consent Agenda for the May 29, 2023 Board meeting, consisting of the recommendations and reports found in Appendix 1, be approved and/or received for information by St. Joseph's Board of Directors. CARRIED.

2. New Business – Section 1

2.1 Governance Committee Recommendation: Ontario Not-For-Profit Corporations Act transition documents

N. Tahir welcomed Nick Pasquino and Adam Greco. He also thanked Richard Corneil for working through the Society approvals.

N. Tahir recalled that with the passing of the Ontario *Not-for-profit Corporations Act* ("ONCA"), hospitals have 3 years in which to become ONCA-compliant. This involves amendments to a number of key governance documents and in some cases will result in changes of practice which the Board will be educated on through these documents as well as at Orientation in September. He further recalled earlier this Board cycle, the Board was presented with an ONCA-transition work plan to give a sense of the scope of work which has been insurmountable and advised that Governance Committee engaged legal counsel at Borden Ladner Gervais (BLG) to guide St. Joseph's Board/Governance Committee through this work. ONCA work has been a standing agenda item for Governance Committee since January.



2022/23 Membership

VOTING

Jonathan Batch (Chair)
Nawaz Tahir (Vice-Chair)
Peter Cassidy
Lesley Cornelius, ICD.D
Brandon de Vries (R)
Joan Hubert
Mary Gillett, FCPA, FCA
Margaret Kellow, PhD
Donna Ladouceur
Don MacDonald, FCPA, FCA (R)
Stephanie Marentette
*Theresa Mikula
Fr. Frank O'Connor
Robert Raymond
Howard Rundle, PhD
Victoria Smye, PhD (R)

NON-VOTING

*Abhijit Biswas, MD
*Lulu Bursztyn, MD
*Roy Butler, PhD
*Richard Corneil
Jayne Garland, PhD
*Karen Perkin, RN, MScN
*Brian Rotenberg, MD (R)
*John Yoo, MD (R)
*ex-officios

Guests

St. Joseph's Senior Leaders
Adam Greco, BLG
Nick Pasquino, BLG

Recorder

Joanna Teixeira

A = absent

R = regrets

Governance Committee is now in a position to present all documents requiring amendment to become compliant with ONCA and having regard to governance best practices for Catholic-sponsored Ontario public hospitals.

He highlighted that in the motion being presented today there was one outstanding item related to a definition in the By-Law where Governance Committee was seeking the Society's pre-endorsement on. The Society met on this May 25th and R. Corneil has informed the Society is accepting of the definition as presented which now satisfies the "pending" requirement in the motion being presented.

Members engaged in discussion and requested clarity around the language related to the "community we serve" as St. Joseph's does have operations outside of London. N. Pasquino advised the references to community in the Articles is not specifically defined thus allowing a wider scope. The definition in the By-Law does reference the City of London and it was suggested this be broadened to reference the catchment area St. Joseph's serves: "...which operates a public hospital on one or more sites in the City of London and surrounding region, in the Province of Ontario".

It was MOVED and SECONDED St. Joseph's Board of Directors approve the suite of Ontario-Not-For-Profit Corporations Act transition documents, pending the Society's final endorsement of the designated threshold in the By-Law document at their May 25th meeting, and that the following documents proceed, where applicable, to St. Joseph's Health Care Society for final approval:

- (a) Articles of Amendment ****
- (b) Administrative By-Law**, as further amended**
- (c) Resolutions of the Directors****
- (d) Resolutions of the Members****
- (e) Board Policy: Code of Conduct**
- (f) Board Policy: Conflict of Interest**
- (g) Board Policy: Performance and Accountability: Board Meetings**
- (h) Board Form: Annual Declaration and Consent**
- (i) Board Terms of Reference: Resource Planning & Audit Committee**

** denotes the documents that will proceed to St. Joseph's Health Care Society for final approval.

CARRIED.

N. Tahir thanked BLG again for all of their assistance, and for the future work they will be doing as it relates to all of the Corporate and Ministry filings.

N. Pasquino and A. Greco left the meeting at 3:57 p.m.

3. Reports

3.1 Board Chair Remarks

a) *Extended deadline for Board Self-Assessment Survey tied to Accreditation*

J. Batch recalled for Members that following the April Board meeting, a survey of the full Board related to our understanding of the governance standards for Accreditation was initiated. The results of this survey are not shared with Accreditation Canada - is a tool that we use to help us identify gaps in advance of on-site accreditation in the Fall. This will also help guide the education session the Executive Committee will be having the afternoon of June 7th (following Board Retreat in the AM). Due to a lack of responses 10/24, the survey has been extended to June 1st. He encouraged all Directors who have not yet done so to complete the self-assessment.

b) Notice – June 21, 2023 series of meetings

J. Batch stated the document outlines the various meetings occurring on June 21st. All meetings are in-person at Parkwood Institute Main Building and calendar appointments have been sent.

c) Save the Date – September 12, 2023 Board/Committee Orientation

J. Batch informed that Governance Committee has set the date for Board and Committee Orientation in the fall which typically occurs ahead of the first meetings of all Committees. This event will mirror last year's event whereby it will be in-person, at Parkwood Institute Main Building, and include at various parts of the day NEW and RETURNING Board and Committee Members. It is typically at 8am to 2pm time frame. More details will come out over the summer. He invited Members to save this date in their calendars.

d) 2023/24 DRAFT Board Work Plan (for review and feedback)

J. Batch referenced the draft Board work plan for 2023/24. He invited feedback or edits to the draft and that those be shared to T. Cook via email. He confirmed a final draft will be positioned in the June 21st agenda package for Board approval.

3.2 President and Chief Executive Officer

a) Monthly report to Board

R. Butler responded to questions raised from the written report that had been pre-circulated. In addition, he highlighted areas of current developments and issues, which included the following:

- National update was provided on the Catholic Health Alliance of Canada (CHAC) Conference. R. Butler also attended the CHAC CEO Round Table.
- Provincial Updates
 - OHA CEO and Board Chair Leadership Conference
 - Provincial Budget 2023/24 Hospital funding letters not received yet
 - HSAs and MSAs signed 90 day extension of the current SAAS.
 - Funding advocacy for impact of reopener clauses.
- London and Region
 - London Chamber of Commerce Event: community outlooks, city of London strategic plan, anchor organization
 - Health and Homelessness implementation planning is underway.
- St. Joseph's
 - Breakfast of Champions
 - Leadership Development Institute last week with 150 leaders with the focus on LEADS framework
 - Dr. Michael Payne 2023 Award of Merit Recipient by Canadian Association of PM&R.

b) 2022/23 Q4 Corporate Scorecard

R. Butler presented the Q4 corporate scorecard results as well as Q4 strategic plan updates.

3.3 Quality Report

(a) Patient, Resident, Caregiver Story

As part of the Board's focus on Quality, the Board has been receiving updates/stories from the senior leaders at St. Joseph's. Sandy Jansen, Vice President Patient Care and Risk Management, shared a story.

(b) 2022/23 Q4 Quality Results

L. Cornelius had no further updates following R. Butler's presentation of the Q4 Quality results.

3.4 St. Joseph's Health Care Foundation

T. Mikula provided an update on the success of the recent Breakfast of Champions fundraising event. The event hosted over 1100 guests and 42 sponsors and received rave reviews. Speaker Stephane Grenier inspired many people with his message of encouragement. Board members were thanked for their attendance.

The Tribute Dinner has been booked for Friday October 20 and this will be an in person event.

3.5 Medical Advisory Committee Chair

B. Rotenberg drew attention to item E4 in the agenda. There has been large discussion on St. Joseph's accreditation and the MAC survey results. B. Rotenberg thanked for the Board as he ends his term as MAC Chair.

4. Business Arising

Standing agenda item, no business arose.

5. New Business – Section 2

5.1 Resource Planning & Audit Committee Recommendations

(a) St. Joseph's 2022/23 Year End Results and Draft Audited Financial Statements

M. Gillet reported the 2022/23 Year End results which has landed St. Joseph's in a surplus position. This is as result of receiving more revenues than anticipated and an increase in investment income.

St. Joseph's Board received the unqualified audit report and reference was made to several notes related to entities: Lawson, PaLM, HMMS and ITS.

The impact of Bill 124 included a \$13 million liability for 2022/23. Ongoing costs can be upwards to \$10.3 million for 2023/24 growing in the future. The Finance team is reviewing and will have to refile a deficit budget in the fall. If there is a substantial change following funding letters, the Board will be made aware.

It was explained that Bill 124 limited wage increases to a 1% maximum for all collective bargaining agreements and non-union. In 2022, this bill was deemed to be unconstitutional and organizations are now doing a multi-year catch up and this is going into base salaries. At the same time, effective April 1, 2023, the ONA contract expired. This is being managed centrally and it is not yet clear what will come from this.

It was MOVED and SECONDED St. Joseph's Board of Directors endorses and recommends St. Joseph's Health Care Society the approve a \$14.9 million operating surplus restriction to fund future capital purchases. CARRIED.

It was MOVED and SECONDED St. Joseph's Board of Directors endorses and recommends St. Joseph's Health Care Society approve St. Joseph's Health Care London's audited financial statements for the year ended March 31, 2023. CARRIED.

(b) Revised Investment Policy Statement

M. Gillet presented the revised Investment Policy Statement. The main change relates to social impact investing. There were also some minor revisions to investment breakdowns and private assets. It was decided that 0.25% was the comfort level to invest in social impact. This is in line with our faith-based healthcare and our commitment to the broader society and the common good.

It was MOVED and SECONDED St. Joseph's Board of Directors approve the amended Investment Policy and related Investment Policy Statement, as presented. CARRIED.

5.2 Health Care Ethics and People & Mission Committees – Draft 2022/23 annual Report on Mission, Spiritual Care and Health Care Ethics (for review and feedback)

M. Kellow, Chair of Health Care Ethics Committee, referenced the draft report circulated in the package. She stated the report was prepared jointly by the People & Mission Committee of the Board and the Health Care Ethics Committee of the Board and is presented to the full Board for review and support. She acknowledged the efforts of St. Joseph's leaders specifically Andrew Davidson, Karen Perkin, Marleen VanLaethem, Patricia Hoffer and the Communications Team and all other staff who provided content to the report. She confirmed the report will be presented to St. Joseph's Health Care Society (Society) at the Annual Meeting of the Members on June 21 and fulfills the Board's accountabilities to its owners, the Society.

M. Kellow invited Board Members to submit any additional comments, questions or edits to T. Cook, via email, by end of day Friday June 2nd.

5.3 Chair Updates from Standing Committees of the Board

(a) Stoplight Report from Quality Committee of the Board

L. Cornelius outlined the report highlights the successes and challenges that have faced the team at Mount Hope Centre for Long Term Care over the course of the pandemic and further noted a possible caution to the Board due to ongoing challenges and legislative uncertainty.

6. In-Camera Meeting

It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 4:54 p.m. CARRIED.

The regular meeting of the Board of Directors resumed at 6:27 p.m.

Rising from the in-camera meeting, the Chair reported the Board:

- Approved new community member Jim Sheffield to the People & Mission Committee;
- Approved returning committee members Richard Corneil (Society's appointee) and Erin Rankin-Nash to the People & Mission Committee;
- Approved all Director assignments for 2023/24; and
- The Board completed the performance evaluation of CEO, Roy Butler, and approved he has achieved 62.08 % of his established goals for 2022/23 to be paid as performance-based compensation equating to \$45,939.20.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:29 p.m.

Jonathan Batch, Chair

Roy Butler, Secretary