

Meeting of the Board of Directors

Wednesday June 19, 2024

12:30 p.m. start time

Parkwood Institute Main Building, Room A2-109A

MINUTES

Call to Order – Nawaz Tahir

In honour of National Indigenous Peoples Day, June 21, a land acknowledgement in addition to a reflection was provided by Nawaz Tahir.

1. Full Agenda / Consent Agenda

1.1 Adoption of Full Agenda

Request was made for an item to be added to the agenda for discussion and approval related to striking a Special Committee of the Board - a Strategic Planning Steering Committee. The Chair added this under New Business.

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

1.2 Approval of Consent Agenda

It was MOVED and SECONDED that the Consent Agenda for the June 19, 2024 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. Reports

2.1 Board Chair Remarks

(a) 2023/24 Meeting attendance roster

Best practice indicators show that attendance is one of the principle ways of determining whether board and committee members are engaged in the governance of an organization. Updated attendance logs for all meetings are shared for information and transparency.

(b) 2023/24 Board Work Plan Status Update

N. Tahir stated the status update column on the report shows how the Board achieved what was set out in its work plan for the past year.



2023/24 Membership

VOTING

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

EX-OFFICIO NON-VOTING

Abhijit Biswas, MD
 Lulu Bursztyn, MD (R)
 Roy Butler, PhD
 Richard Corneil, C.Dir.
 Jayne Garland, PhD (R)
 Scott McKay, MD
 Karen Perkin, RN, MScN
 John Yoo, MD

Standing Guests

St. Joseph's Senior Leaders
 Theresa Mikula

Recorder

Terri-Lynn Cook

A = absent

R = regrets

He highlighted two carry-forward items that were not complete but are not areas of concern as they will be completed early Fall. In addition, the report denotes the Board Retreat did not occur and rationale as to why.

(c) 2024/25 Board Work Plan

N. Tahir recalled the Board reviewed a draft of the 2024/25 work plan at its last meeting and that upon request capital planning has been added.

It was explained that the first meeting of the newly appointed Board of Directors, to appoint the Secretary and Treasurer, is being taken off the plan as it is no longer required because the revised Corporate By-Law explicitly states who will fulfill the role of Secretary and the Members are now appointing all Officer roles.

It was MOVED and SECONDED St. Joseph's Board of Directors approve the 2024/25 Board Work Plan. CARRIED.

(d) Slate of Board/Committee Memberships / Meeting Schedule 2024/25

Reference was made to the "at-a-glance" quick reference tool listing the complete slate of Board and Committee memberships and meeting details for 2024/25. N. Tahir confirmed calendar appointments will be sent over the summer.

2.2 President and Chief Executive Officer

R. Butler reported on the following:

- Strides have been made on the health and homelessness initiative. J. Younger has been nominated and approved as the co-chair of the strategic advisory committee;
- L. Higgs is leading social impact investing;
- St. Joseph's Nourish Project team received first prize at the Pecha Kuch Southwestern Ontario Chapter of the Canadian College of Health Leaders Innovation Event on June 17. This award recognizes exceptional achievements in health care leadership and management. The Nourish team presented their project, "Providing Food That Nourishes Patients' Body, Mind, and Spirit," and won \$2,500 to support their ongoing work. Volunteer Services also showcased a project titled "Demonstrating Volunteer Impact." Additionally, the Professional Practice team presented a poster titled "A Way Forward - Connecting Our Work to the Strategic Plan - Organization Wide";
- Related to the strategic pillar of "Advancing Excellence in Care Together", the work around clinical services planning is on track and on time and is informing St. Joseph's master capital planning;
- K. Perkin, Chief Nurse Executive, and the C. Hutnik, Chief of Ophthalmology, have provided leadership to developing a centralized wait list work for the region;
- St. Joseph's underwent an academic review with an aim to strengthen its academic mandate;
- OneChart is rolling out and virtual care continues to be key focus;
- Related to the strategic pillar "Empowering People", the emerging leaders program launched and 2-3 participants in this cohort have already been hired into leader roles; and
- Two weeks ago, R. Butler visited all St. Joseph's sites and all units to engage with leaders and staff.

Concluding his report, R. Butler thanked St. Joseph's Health Care Foundation (Foundation) for their support in many of St. Joseph's initiatives and the Senior Leadership Team who continues to lead with

passion, humility, and in service. He expressed gratitude to the Board, who are an incredible group of volunteers, for their support of him as CEO.

(a) St. Joseph's Annual Report to the Community ([link](#))

R. Butler informed that the annual report to the community launches today on St. Joseph's public website. This report also contains a message from the Board Treasurer and a joint message from the Board Chair and CEO. He highlighted that the report format is different than in past years and speaks to the top 10 moments from the past year that best reflect the commitment of St. Joseph's teams in achieving its vision and mission.

(b) Annual Communications and Public Affairs Strategy

Reference was made to the proposed communications and public affairs strategy for 2024/25 which is presented to the Board for approval. P. Hoffer explained the plan is high-level and that subplans exist in the background. She also confirmed the plan has built in flexibility for anything that should arise throughout the year.

N. Tahir thanked the Communications Team for all of their hard work during the year, including the behind the scenes preparation work to be ready for communications that are anticipated to be needed, but might not end up being seen/heard.

Request was made to review and amend the language on page 31 related to "leverage the lived experience of our care partner". The word "leverage" could be changed to "celebrate", or "acknowledge".

ACTION: P. Hoffer will review and amend the word "leverage".

It was MOVED and SECONDED St. Joseph's Board of Directors approve the 2024/25 Communications and Public Affairs Strategy, as amended. CARRIED.

2.3 Medical Advisory Committee (MAC) Chair

S. McKay reported there has been a lot of work happening within Medical Affairs related to the Subcommittees of the MAC. He informed the last City-Wide Credentials Committee meeting is coming up in three weeks and St. Joseph's is on track to launch its Credentials Committee in the Fall.

S. McKay acknowledged the amount of work undertaking by Medical Affairs to create the reappointment documentation that appears in today's Board package.

Lastly, he shared there was good discussion about strategic objectives at the Credentialed Professional Staff Organization annual meeting held June 10th; it is clear many physicians want more engagement and involvement.

N. Tahir stated that S. McKay's interim role as MAC Chair will conclude before the September Board meeting. As such, and on behalf of the Board, he thanked S. McKay for stepping into the interim role, for his leadership, and commitment to mentorship of incoming MAC Chair.

2.4 Western University

J. Yoo, Dean Schulich School of Medicine & Dentistry, provided the following updates:

- Research/Grants – it has been a record setting year with approximately \$165M in research grant support, a 15% increase from the year prior. This has been bolstered by major grants such as \$60M to build phase two of the Pathogen Research Facility and a \$2.4M grant from the Krembil Foundation for a three-year project titled “Determining Why Immune Regulation Fails to Control Neuroinflammation in Alzheimer’s Disease” where *researchers* are investigating the trigger that causes brain’s immune system to fail to control inflammation that arises in Alzheimer’s disease, to name a few;
- Dr. Robyn Klein has been recruited and is the Canada Excellence Research Chair. She will be a Credentialed Professional Staff of St. Joseph’s in Clinical Neurological Sciences;
- In Fall 2023, Schulich welcomed the largest cohort of medical students, 190. Currently there are 780 medical students in the system. There are over 1100 post-graduate learners who are Residents and Clinical Fellows who work in the hospitals providing care and conducting research;
- This month, Schulich is welcoming 207 new Residents, many of whom will be working at St. Joseph’s;
- In terms of faculty recruitment, 62 new physicians have been recruited over the last year into this region’s healthcare ecosystem;
- Dr. Jane Thornton, an Olympian and Canadian, has been appointed as the International Olympic Committee (IOC)’s new Medical and Scientific Director. She is a world-class rower, Olympian and a star researcher. She plans to remain a faculty member at Schulich and in Department of Family Medicine.

J. Yoo expressed gratitude for Schulich’s relationship with the Foundation. Together they are leading the way with matched endowed Chairs such as the Brunette Chair in Ophthalmology and two Ting-Yim Lee Chairs – one in Medical Biophysics and one in Medical Imaging. He further thanked St. Joseph’s for being a supportive and collaborative partner.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

Added item: Appointment of Special Committee of the Board

N. Tahir recalled to Members that this year St. Joseph’s will be undertaking a review of Mission, Vision, Values, and developing a new 3–5-year Strategic Plan. These are key Board responsibilities, and this work is to get under way early summer. As such, the formation of a Special Committee, in accordance with the Corporate By-Law, is proposed. In terms of Board Member participation on the Strategic Plan Steering Committee, it is proposed that N. Tahir, D. Ladouceur and one other Director represent the Board on the Special Committee. Together, these Directors will be responsible to work with St. Joseph’s Senior Leadership Team to navigate through this work including an RFP process. The Steering Committee will bring key touchpoints of their work to the full Board.

Members agreed with striking the Special Committee but questioned whether any consideration could be given to allow more than one Director to join the Special Committee, particularly if they would provide value. This point was taken and will be considered based on the results of the call for volunteers.

ACTION: T. Cook to circulate an invitation for Board Director participation on the Strategic Planning Steering Committee.

It was MOVED and SECONDED St. Joseph's Board of Directors approves the establishment of a Special Committee, the "Strategic Planning Steering Committee", and that three Directors along with up to five members of Senior Leadership Team, as assigned by the CEO, form its membership. CARRIED.

4.1 Governance Committee Recommendations

(a) Western-St. Joseph's Health Care London Affiliation Agreement extension

R. Butler confirmed that negotiations are proceeding well. K. Perkin, L. Porter and A. Dukelow have been representing St. Joseph's. Western is negotiating LHSC's agreement first and then turning their attention to St. Joseph's. Over the last two months there has been collaboration between all three parties. The one area still needing work relates to research and an extension would allow for this work to be completed.

Discussion took place and it was confirmed the Affiliation Agreement is reviewed/renewed every five years and that in past the timing has aligned that the Western-LHSC and Western-St. Joseph's agreements were reviewed/renewed in parallel. It was confirmed that there is a desire to keep the two agreements as similar as possible however in this iteration there will be some differences (i.e. specifics to LHSC v. specifics to St. Joseph's).

It was MOVED and SECONDED St. Joseph's Board of Directors approve an extension of the current Western-St. Joseph's Health Care London Affiliation Agreement until September 30, 2024 or until such a time as a revised Agreement is achieved and approved, whichever comes first. CARRIED.

(b) New Role Description for Secretary of the Corporation

D. Ladouceur informed that pursuant to work plan item 2.14, Governance Committee was to develop new role descriptions setting out Officer duties and responsibilities found in the 2021 Administrative By-Law as these specific details no longer appear in the Ontario Not-for-Profit Corporations Act (ONCA)-complaint By-Law. Although not legally required, it was on the advice from legal counsel to develop role descriptions if the Board did not want to lose those details set out in the former By-Law.

It was determined that only role descriptions for Secretary and Treasurer of the Corporate were required to be developed as the others already exist and the statements in the former By-Law are accurately captured in those existing role descriptions.

Governance Committee reviewed the language/statements in the old By-Law as compared to statements/phraseology in the ONCA-compliant By-Law to develop the new role descriptions for Secretary and Treasurer.

It was MOVED and SECONDED St. Joseph's Board of Directors approve the new role description for Secretary, Corporation of St. Joseph's Health Care, London. CARRIED.

(c) New Role Description for Treasurer of the Corporation

It was MOVED and SECONDED St. Joseph's Board of Directors approve the new role description for Treasurer, Corporation of St. Joseph's Health Care, London. CARRIED.

4.2 Report from London Hospital Linen Services (LHLS)

N. Tahir recalled that the hospital Board appoints up to two individuals to sit on LHLS Board of Directors. This past year, the representatives have been Paul Kiteley and Howard Rundle. It is an annual practice that the hospital Board receive a report from the representatives simply to maintain an understanding of their involvement. N. Tahir invited H. Rundle to provide the report.

H. Rundle explained the structure of LHLS which is an independent corporation, governed by 8 Directors and those Directors are the Members. St. Joseph's appoints 2 Members, LHSC appoints 2 Members and the regional hospitals appoint the remaining 5 Members.

He then explained the business which is to provide linens to 30 hospitals over southwestern Ontario. This services includes providing, collected back, laundering, and then circulating out again. The goal of the Board is that the service is provided at the lowest possible price. LHLS is well managed and has good financial health.

H. Rundle did share that a growing concern of LHLS Board relates to the age of equipment and facilities and those coming to end of life. There is going to be some change over the next year or two and this change will need to be supported by the customers.

4.3 Recognition of 2023/24 Retiring Board Members

On behalf of the full Board, N. Tahir offered recognition and gratitude to retiring Board Members: L. Bursztyn, B. de Vries, D. MacDonald, S. Northcott. He further recognized T. Mikula who has been a standing guest from the Foundation Board.

5. In-Camera Meeting

It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 1:20 pm. CARRIED.

The regular meeting of the Board of Directors resumed at 2:38 p.m.

Rising from the in-camera meeting, the Chair reported the Board received the year-end evaluation summary of the MAC Vice-Chair.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 2:39 p.m.

Nawaz Tahir, Chair

Roy Butler, Secretary