

Meeting of the Board of Directors

Monday, January 27, 2025

St. Joseph's Hospital – Adams Boardroom A2-041 and via MS Teams video-conference

MINUTES

The Chair called the meeting to order at 3:30 p.m.

The reflection was provided by Janet Tufts.

Mission, Vision, Values Engagement Session

N. Tahir introduced Biju Mathai, Project Lead & Director for St. Joseph's Strategic Plan work, and Lori Higgs who is the Senior Leader sponsor for the Mission, Vision, Values (MVV) work.

L. Higgs provided the Board of Directors (Board) with an update specifically on the MVV work stating that starting today there is an online questionnaire which asks for feedback on three different statement options for Mission and Vision and reactions to Values in action statements. Eight scheduled in-person drop-in sessions are also planned over the next two weeks. The purpose of this type of engagement is to test what has traction. Following the CEO's email to staff this morning, 82 online responses have been received! All feedback will be provided to the MVV working group and from this, they will continue to revise and refine statements. The work will then flow back from the Senior Leadership Team (SLT) and on to the Board and St. Joseph's Health Care Society (Society).

The Board was then invited to provide their feedback on the same statement options that are currently being surveyed internally. With regards to the proposed Mission statement options, the Board replied:

- teaching, research and care should be in the Mission statement as this is integral to the mission. Teaching and research are also forward looking and never lose their impact;
- Body, mind, "heart" and spirit – adding the word "heart" provides the connection to the human person and also resonates with indigenous community;
- Stating St. Joseph's is a Catholic institution in its Mission sets the stage for the future statements (Vision and Values);
- "Founders" feels like a reflection about the past. Should a Mission not be forward thinking?
- Like the word "compassionate" as this speaks to the "how" St. Joseph's delivers;



2024/25 Membership

VOTING

Nawaz Tahir (Chair)
 Donna Ladouceur (Vice-Chair)
 Jonathan Batch
 Peter Cassidy
 Lesley Cornelius, ICD.D (V)
 Paul Dugsin, MBA (V)
 Joan Hubert
 Mary Gillett, FCPA, FCA
 Stephanie Marentette (V)
 Joshua Melchers, CPA, CA, CFP
 Fr. Frank O'Connor
 Robert Raymond (V)
 Howard Rundle, PhD
 Victoria Smye, PhD
 Janet Tufts, MBA

EX-OFFICIO NON-VOTING

Abhijit Biswas, MD (V)
 Roy Butler, PhD
 Jayne Garland, PhD
 Samira Jeimy, MD (R)
 Laura Lyons, MD
 Karen Perkin, RN, MScN
 John Yoo, MD

Standing Guests

Alfonso Campos Reales,
 Foundation Representative
 Richard Corneil, C.Dir.,
 Board Observer
 St. Joseph's Senior Leaders

Guest(s)

Biju Mathai
 Lydia Wakulowsky

Recorder

Terri-Lynn Cook

A = absent

R = regrets

V = virtual

- Shorter the better as people stop reading sooner these days and therefore more emphasis is needed on the opening words;
- Like “we care” in option #2;
- Like “partnership” in option #3;
- There is indifference about the word “empower” in option #1;
- Option #1 the words “for all” v. option #3 “to all...like the words “for all” better;
- If a founders statement is adopted then it does not need to be mentioned in the Mission.

With regards to the proposed Vision statement options, the Board replied:

- Like the words “trusted partner”, “journey” in option #3;
- Combination of...Leading with compassion and innovation to be your trusted partner on your journey – always
- Options #1 and #3 feel very commercial;
- Option #2 actually invokes something;
- There was agreement that the proposed Vision statements are not bold enough;
- Earning complete confidence might not be through an exceptional experience;
- Do not like the word “create” in option #2;

With regards to the proposed Values in action statements, Directors were invited to score them on the hard copy survey sheet and their responses will be collated.

B. Mathai left the meeting at 4:06 p.m.

1. Full Agenda / Consent Agenda

1.1 Adoption of Full Agenda

L. Lyons requested that 4.2b be removed from the agenda.

It was MOVED and SECONDED the agenda be adopted with amendment to remove item #4.2b “Perioperative Committee Terms of Reference”. CARRIED.

1.2 Approval of Consent Agenda

It was MOVED and SECONDED that the Consent Agenda for the January 27, 2025 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) Attendance Report – Board and Committee Meetings 2024/25

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.

N. Tahir advised that last Friday was the deadline for Directors’ annual self-evaluations. He encouraged those who have not yet completed and submitted their evaluation to do so as it greatly assists with the upcoming nominating process.

N. Tahir shared information about his attendance/participation at the following events:

- January 13th a Board, SLT and guests held a full day retreat focusing on further development of the next strategic plan and refresh of the MVVs. He thanked those who attended and engaged in this work;
- January 23rd was the State of the City Address and Mayor's breakfast. St. Joseph's Health Care London (St. Joseph's) received a few mentions in the Mayor's speech including the Mayor's announcement of a partnership between the City, St. Joseph's and Homes for Heroes Foundation on an exciting initiative to help house homeless veterans in the community;
- January 24th the Workplace Safety and Insurance Board (WSIB) announced a large investment to Lawson Research Institute (Lawson) at St. Joseph's to transform occupational illness and injury. This was a historic day, and he thanked Directors who were able to attend and show support; and,
- The Ontario Hospital Association (OHA) hosted a virtual pre-budget session for Board Chairs and CEOs. It is expected there will be a provincial election which will delay budget consultations. The OHA continues to advocate for the healthcare sector. With the tariff threat from the south, this may have impact on where the next government puts its financial focus.

2.2 President and Chief Executive Officer

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:

- A provincial election will be called this week and will happen February 27th;
- OHA held a budget pre-meeting and is focused on three main strategies:
 - Strengthen the financial and operational stability of the hospital sector
 - Improve and maintain quality of care and enhance access
 - Harness the Power of Innovation and Technology
- The Hospital Service Accountabilities Agreements (HSSA) will be extended to March 2026 and hospitals do not have to complete a hospital accountability planning submission (HAPS) for 2025/26. However, the expectation is that once the provincial budget is released that hospitals will submit a projection based on the budget;
- The Ontario Nurses Association's central bargaining is taking a strong stance toward government and hospital CEOs related to the state of nursing in province - wanting to improve the ratios of nurses to patients;
- With respect to the respiratory season: flu is as predicted, COVID is down and Respiratory syncytial virus (RSV) is up. Hospital occupancy rates are up. SLT approved to run Parkwood at 105% occupancy with a plan to surge to 117%;
- Capital master planning is on track and the Board will receive an update at its February meeting;
- Operation Holiday Cheer was led by SLT at all St. Joseph's sites between December 17 to 19, where staff and physicians were invited to enjoy music, mingle and take home a special holiday treat;
- Forbes released their top 100 employers last week and for the third year in a row St. Joseph's is in the top 100 at #89;
- St. Joseph's involvement with Homes for Heroes was announced at the Mayor's breakfast. There is commitment from all three levels of government and St. Joseph's is proceeding to draft a lease agreement for the land where the buildings will be built;
- The Ontario government is helping create safer communities and supporting people struggling with addiction and mental health issues through an announcement just today approving 18 new Homelessness and Addiction Recovery Treatment (HART) Hubs, in addition to the 9 HART Hubs that were approved earlier this year. These new Hubs are part of the province's plan to support safer communities by investing \$529 million to create a total of 27 HART Hubs across

the province while also banning drug injection sites from operating within 200 metres of schools and licensed child-care centres. Today's announcement was made in London giving nod to similar existing hub models. The Canadian Mental Health Association is the lead, and it is hoped the new London hubs will be operational by April 1st;

- The WSIB \$65.75M grant announcement event was a success. R. Butler expressed gratitude to the Foundation and Lawson for driving the work and securing the definitive agreement. He also thanked Facilities, Environmental Services and Security for the location logistics of the day.

2.3 Medical Advisory Committee (MAC) Chair

L. Lyons reported that St. Joseph's MAC had its first re-integrated meeting with LHSC last week. The meeting ran smoothly and there is support for integrated meetings from all Department Chiefs and Executives at both organizations. The MACs will be conducting a survey to expose efficiencies. LHSC MAC has a newer Chair and there is a strong working relationship between the two MAC Chairs.

The MACs are embarking on the annual review and update to the Credentialed Professional (CPS) Staff By-Laws, which is a large undertaking with extensive stakeholder engagement. This work will flow through the Governance Committee and on to the Board in due time.

L. Lyons concluded the MAC update by sharing that following the results of a wellbeing audit for staff and physicians, conducted by KPMG, a draft wellness strategy focusing on 6 different areas of wellness is being developed and will be presented at a future MAC meeting.

2.4 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. Jodi Younger, Vice President Patient Care and Quality shared a story of a patient in the developmental disability dual diagnosis program and their challenges with the use of seclusion and how the team has explored various methods of balancing safety for patients, families and staff.

2.5 Lawson Research Institute

J. Batch, Chair of Lawson Board of Directors, reported on the following:

- J. Batch reiterated the monumental WSIB investment of \$65.75-million over the next 10-years. This is a game-changer in occupational health research supporting the creation of Canada's first Occupational Injury Prevention and Treatment Research Network to be based at Lawson Research Institute at St. Joseph's. This new Network will be dedicated to research in work-related injuries and illness including: chronic pain prevention and treatment; musculoskeletal injury prevention and treatment; and mental health. This is the largest-ever research investment made by WSIB, the largest stewarded through St. Joseph's Health Care Foundation, and one of the largest investments of its kind in the region. He offered congratulations to M. Campbell, L. Porter, the Researchers and other leads on the project who have been working collaboratively with WSIB to create a plan for this truly innovative and transformational Network;
- The Lawson Board, comprised of five Directors, met late November and again earlier in January and has completed the following work: approval of the external audit plan with KPMG for 2024/25, approval of the second quarter financials, education on the business of Lawson (i.e. how research is funded and Lawson's research relationships) and has embarked on discussion about the current and future governance structure for the Lawson Board;

- With respect to governance, Lawson Board has engaged Borden Ladner Gervais (BLG) to guide Lawson Board in understanding the legalities of Lawson as a corporation and the inter-relationship it has with the Hospital, and the Hospital Board as its Member, and subsequently the Hospital's Member which is the Society as this is complex. At its February meeting, Lawson Board will be continuing the governance discussion and will be bringing forward to this Board (as the Member) some questions for discussion related to reporting to the Member and Member rights beyond what is prescribed by legislation that the Member might wish to apply given the unique relationship. Direction from that discussion will then assist Lawson Board in modifying its By-Law and building the proper governance structure;
- The first issue of the Lawson LEADS newsletter came out in January which is a monthly communication highlighting innovative research taking place at Lawson. He encouraged Directors to "subscribe" to receive this newsletter, if they are interested.

2.6 Western University

J. Yoo, Dean Schulich School of Medicine & Dentistry

J. Yoo congratulated Lawson and St. Joseph's for the grant received from WSIB which will not only benefit patients but researchers and graduate students at Western as well.

Today, the Ontario government announced it is investing \$1.8 billion to connect two million more people to a publicly funded family doctor or primary care team within four years. This is exciting as this has impact on the medical student system. J. Yoo clarified that some statements in the public domain are not entirely accurate - in particular, the issue that Ontario citizens are displaced by foreign students. Postgraduate students are more international but they are not taking over spots - they are in addition and help fund many academic activities, subsidize the system and more importantly provide care in the teaching hospitals. The OHA and the Deans are working to try and control this narrative and educate and inform the Ministry and the community. The current government has done a good job at increasing the number of new medical student and postgraduate spots which is a critical element of the Ministry's plan to connect people to care close to home. The medical expansion will bring the total number of undergraduate seats and postgraduate training seats to 1,212 and 1,637 respectively, by 2028. The province has also expanded the Ontario Learn and Stay Grant which provides full, upfront funding for tuition, books and other direct educational costs to students in return for working in the region where they studied for a term of service after graduation.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.1 Governance Committee Recommendations:

(a) New Position Description: Past Chair of the Medical Advisory Committee

D. Ladouceur explained the Board of Directors (Board) owns the MAC Chair and MAC Vice-Chair position descriptions and the Board "appoints" to these roles. It aligns for the Board to "own" the Past Chair MAC position description to round out the suite of position descriptions and to ensure consistency between them even though the Board does not appoint to this position as the current MAC Chair becomes the Past Chair MAC at the end of their term. No discussion was held.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the new position description titled "Past Chair of the Medical Advisory Committee. CARRIED.

(b) St. Joseph's-Western Affiliation Agreement

Lydia Wakulowsky joined the meeting at 4:59 p.m. J. Yoo, J. Garland and V. Smye declared conflict of interest and left the meeting at 5:00 p.m.

R. Butler recalled for Members the Affiliation Agreement (Agreement) has been in progress for some time now with extensions of the current Agreement made to allow for the parties to reach agreement on the revisions. Over the last six months there has been alignment of the work between the parties to a point that the Agreement looks and feels same between Western/St. Joseph's and Western/LHSC. He explained a clean version was provided as a track-changes version would be illegible and that legal counsel has highlighted the substantive changes in a memorandum.

R. Butler informed that a few questions from Directors were submitted over the weekend and answered in advance of the meeting, in addition to a few editorial/friendly amendments proposed. An example of one friendly amendment is the definition of patient in that broader wording is needed to include Residents and Veterans who call St. Joseph's home. St. Joseph's will take those forward to Western for consideration. R. Butler confirmed that this Agreement does not encompass Huron and Kings Colleges, that St. Joseph's has separate agreements with those organizations.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the revised Western-St. Joseph's Health Care London Affiliation Agreement. CARRIED.

L. Wakulowsky left the meeting at 5:03 p.m.

J. Yoo, J. Garland and V. Smye rejoined the meeting at 5:03 p.m.

4.2 Medical Advisory Committee Recommendations

(a) Revisions to Delineations of Procedural Privileges

L. Lyons advised the delineations of certain departments required updating to list specific training requirements and remove some requirements that are now outdated. She confirmed that each individual department conducted its due diligence to confirm the proposed edits as did the Credentials Committee and the MAC.

Question was raised to understand why Board approval of matters such as this is needed due to a rewrite in the CPS By-Law of last year. L. Lyons engaged with legal counsel ahead of the Board meeting to respond to this question and shared that although documents such as this may appear granular, it is a due diligence piece and in response to risk management for the Board because the Board ultimately grants the privileges and as such should know what is prescribed in the delineations in order to grant approval of same.

Comment was made that nothing beyond what is prescribed by legislation should be added into the CPS By-Law and that if these granular documents do require Board approval could they operate similar to the credentialing recommendations which have an "attestation statement", so the Board can be assured of the process and of the various consultations held on a matter. L. Lyons further acknowledged the Board's questions/suggestions and confirmed it will be taken back for further discussion and investigation during the upcoming CPS By-Law review process.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the revisions to the Delineations of Procedural Privileges for the Departments of Clinical Neurological Sciences, Family Medicine, Medicine and Surgery, effective February 1, 2025. CARRIED.

(b) Perioperative Committee Terms of Reference

This item was removed from the agenda at the adoption of the agenda. L. Lyons explained the reason for its removal is that a city-wide Perioperative Committee is now being discussed, which will come forward for Board approval when finalized.

4.3 Chair Updates from Standing Committees of the Board

(a) Stoplight Report from Governance Committee of the Board

(b) Stoplight Report from Nominating Subcommittee of the Governance Committee of the Board

D. Ladouceur informed that through self-evaluations there have been a good number of suggested candidates for recruitment. She thanked Directors for putting names forward. She announced that in addition to tapping into current networks, Nominating Subcommittee is working with St. Joseph's Communications Team to externally advertise for Committee Member positions. Early February advertisements will be launched on LinkedIn, St. Joseph's internet, St. Joseph's intranet and the Pillar Not-For-Profit posting board. This is an attempt to cast a wider net with a specific call-out for the skills that have been prioritized for this year's recruitment. The Board will receive notification when these postings are live along with instructions on how to share a post through LinkedIn, if you so choose.

(c) Stoplight Report from Quality Committee of the Board

P. Cassidy highlighted the achievement of Mount Hope Centre for Long Term Care and the several quality initiatives underway related to a commitment to achieve Best Practice Spotlight Organization – Long Term Care Designation.

5. In-Camera Meeting

It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 5:19 p.m. CARRIED.

The regular meeting of the Board of Directors resumed at 6:35 p.m.

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

- i) The Board received a mid-year update from the MAC Chair on the achievement toward her goals that were set by the Board for 2024/25;
- ii) The Board endorsed Donna Ladouceur as incoming Board Chair effective June 23, 2025 and has made recommendation to the Society for approval of same;
- iii) The Board endorsed Mary Gillett as incoming First Vice-Chair effective June 23, 2025 and has made recommendation to the Society for approval of same; and
- iv) The Board approved a revised performance goal for the CEO for 2024/25.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:36 p.m.

Nawaz Tahir, Chair

Roy Butler, Secretary