

Meeting of the Board of Directors

Monday, March 31, 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 Jayne Garland.

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 March 31, 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

On behalf of the Board, N. Tahir offered thanks to J. Garland for her service as a Director and wished her well in her retirement. He then congratulated S. Boe for his appointment as Dean, Faculty of Health Sciences, and gave a warm welcome to him as a new Director.

N. Tahir attended the Sisters of St. Joseph Awards event held March 19th. He thanked other Board members who also attended the event. His reflection of the event was not just related to the six award recipients but about the nomination process itself and how this is an example of a strength of St. Joseph's - people going the extra mile for each other.

N. Tahir reported that he, D. Ladouceur and J. Batch were pleased to participate in a strategic planning summit for St. Joseph's Health Care Foundation (Foundation) as they embark on a refresh of their strategic plan.

2.2 President and Chief Executive Officer



2024/25 Membership

VOTING

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

EX-OFFICIO NON-VOTING

Abhijit Biswas, MD
 Roy Butler, PhD
 Jayne Garland, PhD
 Samira Jeimy, MD (A)
 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

Recorder

Terri-Lynn Cook

A = absent
 R = regrets
 V = virtual

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:

- There will be a federal election April 28th. Candidate platforms have not yet been released;
- St. Joseph's is monitoring the potential impacts and spillover effects that Canada may have based on the USA's recent cuts to National Institutes of Health, Food and Drug Administration and Centre for Disease Control and Prevention;
- Tariffs and counter tariffs are also being monitored and Supply Ontario is providing provincial leadership;
- Provincial election results see the Progressive Conservatives with the majority. The Cabinet has been announced and there is no change to the Minister of Health or Minister of Long-Term Care;
- The region is seeing an increase of measles in Elgin, Oxford and Huron Perth;
- St. Joseph's Mission Leadership program launched its first pilot group. J. Hubert from the Board is participating. The first day was well-received and the second day is scheduled for early May. Following this pilot, it will be rolled out across the organization. The current recommendation is to keep the cohorts small, ~25, so it will take time to get all leaders through the program;
- The Sisters of St. Joseph Awards for Excellence honour staff, physicians and volunteers who share the attributes of the Sisters – excellence, positive attitude, reliability, honesty, efficiency, creativity, respect, caring, compassion, empathy and appreciation for the work of others. The ceremony was held March 19th, for six award recipients.

(a) St. Joseph's Mission Vision and Values and Strategic Plan

Dan Carbin and Victoria Taylor joined the meeting virtually at 3:57 p.m.

N. Tahir led Members through a presentation highlighting both the Mission, Vision Values (MVV) and Strategic Plan process and evolution. He emphasized there has been touch-points with St. Joseph's Health Care Society (Society) throughout both processes as well as a significant amount of engagement with stakeholders, staff, clinicians and the Sisters of St. Joseph.

R. Butler then unveiled the final product of the MVV and Strategic Plan. He gave recognition to the Santis team, the Steering Committee, the Internal Project Team, the Communications Team and to L. Higgs for her specific leadership of the MVV work. He stated although the Strategic Plan is a five-year plan, it is proposed to have a half-way check-in to reaffirm the goals and objectives are valid. Discussion was held and positive comments were received about the final products.

It was MOVED and SECONDED that St. Joseph's Board of Directors endorse the revised Mission and Vision along with a continuation of the Values as presented and further recommends same to St. Joseph's Health Care Society for approval. CARRIED.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the St. Joseph's Health Care London's 2025-2030 Strategic Plan as presented. CARRIED.

R. Butler then outlined the additional work to be done now that the Board has approved, as follows:

- Development of an overarching narrative surrounding the Strategic Goal areas in alignment with discussions held to-date that leads with optimism and ambition;
- Ensuring that the concept of sustainability is embedded into the plan narrative; and,
- Development of "By 2030..." statements for each strategic goal to provide direction on what success looks like – serving as a starting point for developing key performance indicators and metrics to guide the progress;

He confirmed that the above work will come back to the Board at its May meeting along with the proposed annual goals and scorecard. In subsequent years, this work will align with the fiscal year.

N. Tahir thanked:

- D. Ladouceur and L. Cornelius for their participation on Steering Committee;
- The Steering Committee membership as a whole;
- The MVV subgroup led by L. Higgs;
- St. Joseph's Senior Leadership Team (SLT) and Communications Team; and
- Santis for guiding St. Joseph's through the process.

D. Carbin, V. Taylor, B. Mathai and I. Kirkwood left the meeting at 4:13 p.m.

(b) Capital Master Plan: Executive Summary for 1.2 Submission

Theresa Reynolds, Manny Paiva and Trent Hunter joined the meeting virtually at 4:17 p.m. T. Hunter led the Board through a presentation and reference was made to the executive summary which requires Board approval for submission to the Ministry. It was confirmed that the Steering Committee, SLT and internal project team have all endorsed the Executive Summary. No questions arose.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the Stage 1.2 Executive Summary of the Capital Master Plan Project and directs the hospital to submit same to the Ministry of Health. CARRIED.

J. Younger acknowledged all the partners who assisted in this work, particularly T. Reynolds who was pulled out of retirement two years ago to lead this work and has saw this through to completion.

On behalf of the Board, N. Tahir thanked the Capital Master Plan project team. He commented the last two agenda items were heavy weight items and now that are approved provide direction for the future of St. Joseph's.

T. Reynolds, M. Paiva and T. Hunter left the meeting at 4:22 p.m.

2.3 Medical Advisory Committee (MAC) Chair

L. Lyons shared the following updates from the MAC:

- At the MAC's last meeting it received a presentation related to the wellness initiative. This was well received by the physicians;
- Medical Affairs is close to announcing the new physician lead in quality which will enhance the physician presence and see them have greater involvement in the quality work of St. Joseph's;
- There is great effort under way to select new Department Chiefs in the departments of Anesthesia & Perioperative Medicine, Medicine, Obstetrics & Gynaecology, Psychiatry and Surgery;
- MAC is in process of reviewing and updating its Credentialed Professional Staff (CPS) By-Law with the assistance of legal counsel;
- A short survey was conducted to gauge how members are feeling about the format of MAC meetings. Those results will be reviewed and shared shortly; and,
- MAC is having another look at the MAC Subcommittees to determine where there is alignment between the organizations for CPS.

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. Karen Perkin, Vice President Patient Care and Chief Nurse Executive, shared the story of a planned power outage which resulted in an unexpected loss of phone/computer network connection and the learnings from which will enable St. Joseph's to be better prepared for potential future power failures.

(b) Quality Improvement Plan (QIP)

Vivian Capewell, Director, Quality Measurement & Clinical Decision Support, joined the meeting at 4:32 p.m. P. Cassidy stated that V. Capewell and her team presented the QIP at the March Quality Committee meeting and it is a legislated requirement that hospitals prepare and submit an annual QIP. The overall plan focuses on equity, access and flow, safety, and patient/resident experience. The hospital plan includes inpatient admission targets in complex care/rehabilitation/specialized geriatric services, inpatient discharges within mental health stabilization unit, anti-racism education targets, discharge support experience and information, workplace violence event root-cause analysis targets, and ambulatory best possible medication history and medication reconciliation. The long-term care plan includes anti-racism education targets, resident experience targets, and falls reduction strategies.

Discussion took place and comment was made related to the access and flow indicator having an ambitious target. Response was given the supports are in place related to documentation and staff are just needing to be educated on its use. It is felt St. Joseph's can achieve the target.

It was MOVED and SECONDED that St. Joseph's Board of Directors approves the 2025/26 Quality Improvement Plan for St. Joseph's Health Care London and Mount Hope Centre for Long Term Care, along with the 2025-26 Quality Improvement Plan Narrative. CARRIED.

2.5 St. Joseph's Health Care Foundation

A. Campos Reales shared the following updates:

- The Foundation has had a strong financial year;
- The Foundation has been working with colleagues at WSIB so the first installment can be released. The bulk of those funds are allocated to the PET MRI;
- The Breakfast of Champions event is May 8th. Tickets are on sale with close to 1000 already sold
- The Foundation has embarked on a refresh of its strategic plan. A. Campos Reales thanked the hospital Board members and for their engagement in the process.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.1 Executive Committee Recommendation – 2025/26 Executive compensation tied to the Quality Improvement Plan

N. Tahir stated that annually the Board is to approve which of the indicators from the QIP are to be tied to executive compensation for the CEO and VPs of St. Joseph's. With respect to the third indicator, R. Butler explained that its methodology looks different than the other three indicators as this target has to be 60% or better the whole year, not just in the fourth quarter.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the 2025/26 Quality Improvement Plan metrics tied to executive compensation, as presented. CARRIED.

V. Capewell left the meeting at 4:46 p.m.

4.2 Governance Committee Recommendation – Lawson Resolution

D. Ladouceur explained that Borden Lader Gervais (BLG) legal firm has been assisting the Lawson Board of Directors with some governance structure pieces and in doing so, it was discovered that the Hospital Board did not pass a resolution to exercise its member right, which is outlined in the Lawson By-Law. BLG has prepared a memorandum giving explanation to this and has drafted the motion wording to enact the Hospital Board member right and to validate all actions that have occurred since St. Joseph's Lawson Board was established.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve that:

WHEREAS:

- a. **Certain transactions, approvals, or certain minutes of meetings of the directors of St. Joseph's Health Care, London (the "Corporation") and/or resolutions in writing in lieu thereof relating to the Corporation's role as sole member of Lawson Research Institute ("LAWSON") may have been inadvertently unrecorded.**
- b. **In addition, the documents contained in the minute book of the Corporation may not reflect all the decisions and approvals which would have been included in the normal course of such meetings or resolutions in lieu thereof.**
- c. **The current directors of the Corporation have deemed it advisable to approve resolutions providing for the proper recording, sanction or rectification of the corporate records of the Corporation relating to the Corporation's role as sole member of Lawson, notwithstanding and including but not limited to the omission or deficiencies mentioned above.**
- d. **It is in the best interests of the Corporation to ratify and confirm certain acts, undertakings and engagements of the directors of the Corporation, notwithstanding the absence of certain resolutions from the minute book.**

It is RESOLVED that all actions to exercise the Corporation's rights as member of Lawson made by the directors of the Corporation since Lawson's incorporation to the present date are hereby confirmed and approved by the directors of the Corporation, notwithstanding the absence of certain resolutions, certificates or other documents, or the existence of any irregularities or deficiencies either in the form or content of the documents for any reason whatsoever. CARRIED.

4.3 Resource Planning & Audit Committee (RPAC) Recommendations:

(a) 2025/26 Operating Budget

L. Higgs provided the Board with additional context related to the Ontario landscape in terms of financial pressures going into the next fiscal year. She then shared some key findings from a survey the Ontario Hospital Association conducted of its members related to financial forecasting. Based on 109 reporting hospitals, the sector is forecasting a deficit of \$1.86 billion for FY2025-26. Hospitals have conservatively estimated the expected revenue increase next year to be between 2% and 3%. Many Ontario hospitals are submitting a 5-8% deficit budget.

M. Gillett then presented St. Joseph's 2025/26 operating budget and noted that for a third year in a row St. Joseph's is submitting a deficit budget. The deficit equates to ~5.1% of St. Joseph's total budget which is on the lower end of what other Ontario hospitals are submitting. St. Joseph's has used an assumption of only a 2% funding increase from the Ministry. She highlighted that Mount Hope holds a significant part of the deficit at ~\$16 million. There are a number of mitigation strategies and advocacy efforts under way. St. Joseph's continues to have strong investment income, a decent working capital position, and a good amount of uncommitted operating reserves. M. Gillett shared that RPAC spent a significant amount of time understanding the budget components and asked thorough questions.

Discussion took place where a question arose related to hedging and it was confirmed that this is built into the investment policy.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the 2025/26 operating budget and related accountability agreements (H-SAA, L-SAA and M-SAA).
CARRIED.

(b) 2025/26 Capital Budget

M. Gillett referenced the capital budget process as being transparent, comprehensive and something that happens all year long not just in preparation for Board approval. There is an increase from current fiscal and this relates to evergreen equipment, the Health Infrastructure Renewal Fund, Mount Hope - Minor Capital Projects, information technology infrastructure and systems upgrades and the corporate business solutions technology plan. She highlighted that the parking garage and PET MRI are separate from this capital budget given the scale of them. M. Gillett acknowledged the Foundation for their contributions. No questions arose.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the 2025/26 capital budget totaling an investment of \$30.1 million.
CARRIED.

4.4 Chair Updates from Standing Committees of the Board

(a) Spotlight Report from Quality Committee of the Board

Reference was made to the spotlight report highlighting the work of the Ontario Structured Psychotherapy which is innovative partnership between St. Joseph's Health Care London & St. Joseph's Healthcare Hamilton. No questions arose.

5. In-Camera Meeting

It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 5:20 p.m.
CARRIED.

The regular meeting of the Board of Directors resumed at 6:08 p.m.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:09 p.m.

Nawaz Tahir, Chair

Roy Butler, Secretary