

Meeting of the Board of Directors

Monday, May 26, 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 J. Melchers.

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 26, 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) Report from attendance at the Ontario Hospital Association (OHA) Leadership Summit

N. Tahir attended the OHA Leadership Summit April 30 to May 2 and shared highlights from the event as follows:

- The OHA has released a new Guide to Good Governance. This is available for Directors to review on the board portal. The Governance Office will be conducting a crosswalk of the guide as compared to St. Joseph's Board documents to determine if there are any areas for Governance Committee to address;
- There was an examination of hospitals as anchor organizations;
- It is a good networking opportunity for Board Chairs and Hospital CEOs;
- Anne Corbett is the Executive Lead, Health Sector Governance and Oversight at the Ministry of Health. N. Tahir



2024/25 Membership

VOTING

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

EX-OFFICIO NON-VOTING

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

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

stated that that while the mandate does not appear to be fully defined, it does appear that the provincial government is eyeing increased oversight of governance of Ontario hospitals and this is something to monitor going forward;

- Day 2 explored the themes of: adaptability, innovation and culturally safe hospitals;
- Day 3 was a reflection on effective leadership led by the Proximity Institute.

(b) Notice of June 23, 2025 series of meetings

N. Tahir stated the document outlines the various meetings occurring on Monday June 23rd and confirmed that all meetings are in-person at Parkwood Institute Main Building. T. Cook will be sending individual calendar appointments to the participants required at each meeting.

(c) 2025/26 DRAFT Board Work Plan

N. Tahir referenced the draft Board Work Plan for 2025/26 and invited feedback. It was confirmed that there will continue to be updates regarding the Capital Master Plan submission but this has moved to the “as required” section of the work plan. He confirmed a final draft will be positioned in the June 23rd agenda package for Board approval.

ACTION: Directors to submit questions or edits to the draft work plan to T. Cook via email by June 13th.

Mission Leadership Program

The Chair thanked St. Joseph’s Senior Leadership Team (SLT) and others within St. Joseph’s for the successful launch of the new Mission Leadership Program. He highlighted that J. Hubert participated in the pilot version and that St. Joseph’s is now rolling this out corporately. There are a limited number of seats per session but the goal is for all Board members to have the opportunity to participate in this program. The first cohort, post pilot, is early May and as a priority the incoming Board Chair and Vice-Chair are participating.

2.2 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:

- There is a new Federal Health Minister- Majorie Michel;
- The federal Industry and Innovation portfolio is now split into the Industry and Canadian Economic Development for Quebec and the AI and Digital Innovation and Federal Economic Development Agency for Southern Ontario. The Department of Innovation, Science, Economic Development reports to both;
- The provincial budget was released and is expected to be balanced by 2027. The hospital sector is walking into 2025/26 at a projected \$2.2 billion deficit. Funding letters will not be received until July and are expected to address only half of the deficit. There is an expectation on hospitals to find efficiencies;
- There is an OHA/Ministry of Health call with the hospital sector this Thursday where more information will be shared;
- Bill 14 “Support for Seniors and Caregivers Act” was reintroduction. It proposes changes to the Long Term Care Act and Retirement Homes Act. An example of one change replaces the requirement of a medical director to run the home with a clinical director which means a Nurse Practitioner could run the home. The additional flag related here is the expanded

enforcement and penalties to Directors and Officers. Hospitals have coverage, but it is sending a message there is going to be larger focus on these areas going forward.

(b) 2024/25 Q4 Corporate Scorecard and Strategic Plan Update

R. Butler provided highlights from the fourth quarter corporate scorecard and strategic plan results:

- This is the final year of St. Joseph's three-year strategic plan and the last quarter;
- Overall there were 33 strategic objectives and in summary, 73% have met the target, 27% have progressed;
- The financial target was met as St. Joseph's ended the year in surplus position;
- Absenteeism remains an indicator requiring attention and continued management;
- All of the Hospital Services Accountability Agreement volumes were met.

(c) St. Joseph's Strategic Plan Goals, Objectives and Aims 2025-2030

(d) St. Joseph's Strategic Plan Annual Aims 2025/26

R. Butler recalled for Directors that when the Board approved the new 2025-2030 strategic plan there was a commitment to bring back the goals, objectives and aims for 2025-2030 as well as the annual aims for 2025/26 for Board approval. He informed that SLT led this work and engaged Directors and Managers in the development of 18 aims which are balanced across the three strategic pillars. R. Butler stated the corporate indicators scorecard for 2025/26 is under development now that these 18 aims have been finalized.

No questions arose.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the strategic plan goals, objectives and aims 2025-2030, as presented. CARRIED.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the strategic plan annual aims 2025/26, as presented. CARRIED.

N. Tahir thanked SLT, St. Joseph's Directors and Managers for their work on the aims as they are key parts as to what the Board does with the strategic plan.

(e) Enterprise Risk Management (ERM) update

Reference was made to the ERM dashboard providing an update on the 11 risk areas. The dashboard shows the initial risk rating, the current risk rating based on current assessment of the risk and the target of the rating that St. Joseph's is trying to achieve. There has been a modest shift in some ratings. There continues to be pressures across the system related to access and flow.

Discussion ensued and the following questions/comments arose:

- The "Religious Principle Alignment" risk relates to a number of items such as the British Columbia court case related to MAiD as well as the constitutional challenge, and differences in areas like gender affirming care between the publicly funded system and Catholic system;
- It was confirmed that ERM is not reviewed by any Committee of the Board; that it comes straight to the Board twice a year so the Board has direct oversight;
- SLT did have some discussion about whether the risk targets still feel right and/or whether some targets are too ambitious. This is an active discussion at SLT;
- Request was made for the risk registry data to be included with the dashboard.

2.3 Medical Advisory Committee (MAC) Chair

L. Lyons referenced the recommendation with respect to changes in privileges and explained the reason the list was lengthy was a result of the Board's approval of the changes to delineations which occurred in January.

She commented that the Professional Staff reappointment cycle has gone smooth with the introduction of a new software system however there are some learnings and takeaways for Medical Affairs to look into (i.e. where there was an unusual response to a question on the reapplication the question may need to be worded differently). There will be approximately 1200 reappointments come forward to the Board for approval at the June 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. L. Lyons, Chair Medical Advisory Committee, shared a story from St. Joseph's Family Medical Centre and how the team there proactively made a plan to deal with their patients amidst the measles outbreak.

(b) 2024/25 Q4 Quality Results

P. Cassidy, Chair of Quality Committee, confirmed that St. Joseph's Quality Improvement Plan (QIP) was submitted following Board approval. He expressed thanks to V. Capewell, R. Bullas and their teams for their work on the QIP. He informed that the Quality Committee successfully completed the tasks on their work plan for 2024/25 and that recognition was provided to retiring members of the Committee at their last meeting. He further offered thanks to J. Younger and M. Monahan for their support of the Committee.

2.5 St. Joseph's Health Care Foundation

A. Campos Reales offered appreciation to St. Joseph's Board for their support at the Breakfast of Champions event. He shared that at the last Foundation Board meeting they approved funding of \$1.9M for Lawson Research Institute to support the purchase of a Tri-Modality NanoScan SPEC/CT/PET Imaging Scanner for the molecular theranostics and imaging program.

For information, A. Campos Reales highlighted the upcoming Forest City Cycling Challenge, on June 1, which is a community cycling event that raises funds for mental health care at St. Joseph's. This event was started by him and two friends in 2021 and has raised over \$215,000. This year, the event is tracking toward netting \$60,000 this year.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.1 Resource Planning & Audit Committee (RPAC) Recommendations St. Joseph's 2024/25 Year End Results and Draft Audited Financial Statements

M. Gillett, Chair of RPAC, provided the following highlights with respect to the year-end financials:

- St. Joseph's ended the 2024/25 fiscal year in a strong financial position despite facing significant system pressures. This was driven by strong performance of the investment portfolio and unplanned one-time funding from government;
- while St. Joseph's is in a surplus position, there is a substantial operating deficit of \$21 million;
- Accounting principles require St. Joseph's to show the parking garage as an asset reduction;
- St. Joseph's continues to have strong working capital and liquidity positions;
- RPAC met last week with the auditors who have issued a clean audit report. She thanked St. Joseph's finance team for working well with the auditors;

Question arose related to understanding what "facilities user request backlog" means. Reply was given that it is a variety of projects ranging from \$500,000 to \$1 million. These projects were put on hold in order to finalize the Capital Master Plan which is why they are considered "backlog", but not a risk. It was confirmed that even though surplus funds will be allocated to the parking garage St. Joseph's is still short of all the funds required to build a new parking garage.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve a \$19.9 million operating surplus restriction to fund future capital purchases. CARRIED.

It was MOVED and SECONDED that St. Joseph's Board of Directors endorse and recommend to St. Joseph's Health Care Society the approval of St. Joseph's Health Care London's audited financial statements for the year ended March 31, 2025. CARRIED.

4.2 Health Care Ethics and People & Mission Committees – Draft 2024/25 Annual Report on Mission, Spiritual Care and Health Care Ethics

J. Hubert, Chair of People & Mission Committee, informed that 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, input as to possible edits, additions, deletions and overall support. She acknowledged the efforts of St. Joseph's leaders specifically Karen Perkin, Carol Young-Ritchie, Marleen VanLaethem, Patricia Hoffer, the Communications Team and all other staff who provided content to the report. She commented the report is a compilation of the work overseen by the two Committees and reflects many St. Joseph's achievements in 2024/25.

Within the report, J. Hubert highlighted the relaunch of the Mission Leadership Program and shared her experience from being part of the pilot launch of the program. She also highlighted that St. Joseph's new strategic plan is a big part of the report. J. Hubert confirmed the report will be presented to St. Joseph's Health Care Society (Society) at the Annual Meeting of the Members on June 23 and fulfills the Board's accountabilities to its owners, the Society.

Discussion was held and Directors commented that the report highlights what St. Joseph's does well, but it does not go into great detail about the items that are challenging such as MAiD and gender-affirming care. Request was made to expand these items within the report as there is need to acknowledge these very real issues.

ACTION: Directors were invited to submit any additional comments, questions or edits to T. Cook, via email, by end of day Friday May 30th.

4.3 Chair Updates from Standing Committees of the Board (5 mins)

(a) Spotlight Reports (x2) from Health Care Ethics Committee of the Board

K. Perkin and J. Tufts introduced the spotlight reports.

With respect to the MAiD report, they stated that over the last year St. Joseph's MAiD policy has allowed third parties to come on-site to conduct a MAiD assessment (i.e. in the cases of medical frailty) with the condition that the key decision maker first consult with St. Joseph's Clinical Ethicist. The question was raised at the last Committee meeting whether the consultation with the Ethicist is effective, has provided value-add, has positive impact on the patient experience. The Committee requests the Board consider supporting a review of the value/need for the Ethicist consultation and review of the MAiD policy ahead of its regular review timeline. Following the review any proposed amendments to the MAiD policy would come back to the Board for approval.

Discussion took place and the Board of Directors agrees for the Committee to look into this further and that should amendments to the policy be warranted it should be presented at the Board's October meeting.

With respect to the artificial intelligence (AI) report, J. Tufts stated things are running smoothly and confirmed the Committee has their eye on it. She emphasized that hospitals are advised to take a responsible and ethical approach to the implementation of AI and that being responsible requires a commitment to education as good governance. She requested that the Board continue to be open to learning more about this emerging topic.

Discussion took place and comment made that although AI can help do many things, the equipment that produces AI leaves a huge ecological footprint. There needs to be ethical discernment for the use of AI with reflection on these impacts.

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 6:36 p.m.

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

- New Committee Members on Standing Committees of the Board for the 2025/26 board cycle as follows:
 - Governance Committee: Howard Rundle
 - Health Care Ethics Committee (HCEC): Andrew Horton and Kubet Weston
 - People & Mission Committee: Abd Alfatah Twakkal and Evan Wee
 - Quality Committee: Mike Elkassem
 - Resource Planning & Audit Committee (RPAC): Michael Campbell, Mat Daley and Brian Jang
 - Investment Subcommittee of RPAC: Lisa Constantine
- Returning Committee Members on Standing Committees of the Board for the 2025/26 board cycle as follows:
 - Health Care Ethics Committee: Anna Hendrikx, Marlene Janzen Le Ber, Taimi Williamson;

- People & Mission Committee: Theresa Mikula, Erin Rankin-Nash, Anne-Marie Sanchez;
 - Quality Committee: Jeanne Bank, Paul King, Felipe Rodrigues
 - RPAC: Matthew Pepe, Scott Schofield, Sara Stachura; and,
 - Investment Subcommittee of RPAC: Paaras Wadhwa
- Director assignments for 2025/26;
- RPAC representatives cross-appointed to ISC of RPAC: Paul Dugsin and Scott Schofield;
- Returning Committee Members, the Bishop and Society's appointees to Standing Committees of the Board for 2025/26:
 - Father Jason Kuntz, Bishop's appointee on Health Care Ethics Committee; and,
 - Richard Corneil, St. Joseph's Health Care Society's appointee on People & Mission Committee;
- The appointment of Holly Suriano as a member of Quality Committee of the Board in accordance with the Excellent Care for All Act;
- A new Director entering a first 3-year term: Father Christopher Bourdeau; and,
- The CEO's performance goals for 2025/26.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:37 p.m.

Nawaz Tahir, Chair

Roy Butler, Secretary