

Meeting of the Board of Directors

Monday, June 23, 2025

Parkwood Institute Main Building, Room A2-109A/B

MINUTES

The Chair called the meeting to order at 12:04 p.m.

The reflection was provided by N. Tahir.

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

A clarifying question arose with respect to the hospital's communications strategy and any coordination between the Foundation and Hospital. It was confirmed there is coordinated communications between the Hospital and the Foundation and that a memorandum of understanding is currently being created between the two communications teams.

Request was made to have Consent Agenda item #E3 "Renewing Board Policy: President and CEO Goal Setting and Performance Evaluation" pulled from the Consent Agenda as further discussion is needed on a potential further amendment to the policy. The Chair added this as a new main agenda item #4.0.

J. Melchers declared a conflict of interest with respect to item #D4 on the Consent Agenda "2025/26 Credentialed Professional Staff Applications for Reappointment of Privileges".

It was MOVED and SECONDED that the Consent Agenda for the June 23, 2025 Board meeting, with the removal of item E3, and 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.

On behalf of the Board, N. Tahir congratulated A. Biswas and C. Hansebout for their election to the roles of President and Vice President, respectively, of the Professional Staff Organization.



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
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
Shaun Boe, PhD (R)
Roy Butler, PhD
Samira Jeimy, MD (R)
Laura Lyons, MD (R)
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

2. Reports

2.1 Board Chair Remarks

(a) 2024/25 Meeting attendance roster

The Chair stated that best practice indicators show that attendance is one of the primary 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. No questions arose with respect to attendance.

(b) 2024/25 Board Work Plan Status Update

N. Tahir referenced the status update column on the report which shows how the Board achieved what was set out in its work plan for the past year. He highlighted that due to the timing of the reappointment of the Vice-Chair of the Medical Advisory Committee (MAC), the annual evaluation of the MAC Chair and MAC Vice-Chair and their goal setting for 2025/26 has been initiated and will be coming to the July Board meeting for approval rather than on today's agenda as per the work plan.

(c) 2025/26 Board Work Plan

N. Tahir recalled the Board reviewed a draft of the 2025/26 work plan at its last meeting. There were no additions, edits or deletions requested by Directors.

It was MOVED and SECONDED St. Joseph's Board of Directors approve the 2025/26 Board Work Plan. CARRIED.

(d) Slate of Board/Committee Memberships / Meeting Schedule 2025/26

Reference was made to the two-page document which is a quick reference tool listing the complete slate of Board and Committee memberships and meeting details for 2025/26. The Chair reiterated that all vacancies have been filled on all Committees and that the minimum membership requirements per Terms of Reference have been met. He informed that calendar appointments will be sent in the next few weeks.

N. Tahir reported to the Board that he attended a staff leadership breakfast where the new strategic plan and Mission, Vision and Values were revealed. He further reported that he spoke at the organization's virtual corporate huddle to introduce the new strategic plan and Mission, Vision, Values to all staff. Over 400 staff logged in to participate in the corporate huddle. There was overwhelming positive reactions from participants to the material presented at both events.

2.2 President and Chief Executive Officer

(a) Monthly Report

R. Butler provided Directors with details pertaining to Renfrew Victoria Hospital and Renfrew Health who has been assigned a Supervisor due to several findings primarily related to the previous CEO.

R. Butler shared the Ministry is understanding of the financial challenges and other significant pressures facing the health care sector. On a recent call with the Ministry, they provided a framework about how they plan to manage the budget and financials over the next few years. They

are aware that most hospitals are in a deficit position. This is not a problem that is going to be solved in one year and the Ministry is referring to 2025/26 as a reset year.

R. Butler provided an overview of the Hospital Sector Stabilization Plan (HSSP) which is a multi-year plan for achieving financial and operational stability, to enable continued high quality, connected, and accessible care. This was released 3 weeks ago and there has been no further communication. There are five pillars to the plan:

- i. Governance & Accountability
- ii. Oversight
- iii. Planning and Performance
- iv. Funding Optimization
- v. Targeted Transformation

A high level overview of the objectives of each pillar was provided.

R. Butler then reported on a number of activities the CEO has been involved with that have occurred since the last Board meeting. These are detailed in the CEO's written report circulated in the agenda package,

Recognition was given to P. Dugsin and J. Tufts who cycled in the Forest City Cycling Challenge which raised between \$65-75,000 – the exact figure will be known shortly.

(b) St. Joseph's Annual Report to the Community

R. Butler informed that the annual report to the community launches today on St. Joseph's public website. This report contains a message from the Board Treasurer and a joint message from the Board Chair and CEO and features stories that resonated most with the community over the last year.

R. Butler reflected on a few of the key accomplishments of St. Joseph's and the Board, including the establishment of the 2025-2030 strategic plan, the new Mission, Vision and restated Values, the Lawson launch, finalization of a new Affiliation Agreement with Western, and the Capital Master Plan submission. He expressed thanks to the Senior Leadership Team, individually and collectively, who delivered on these projects. He also thanked the Board of Directors for the extra time they gave beyond normal board meetings, and for how prepared and engaged they have been on all topics. To N. Tahir, R. Butler expressed gratitude for his calm and consistent leadership of the Board and of St. Joseph's over the last two years.

2.3 Medical Advisory Committee (MAC) Chair

On behalf of L. Lyons, A. Dukelow informed that with respect to integration/collaboration the combined St. Joseph's-LHSC MAC meetings are going well. Both MAC Chairs are working hard to set up the MAC Subcommittees and it is expected that this structure will roll out in the Fall. He shared that the new reappointment system used in this year's Credentialed Professional Staff (CPS) reappointment process was well-received and will set credentialing up for success in the future. Finally, A. Dukelow highlighted the substantial change in the CPS By-Law as it relates to the titles Department Chief and Division Chief and replacing the word "Chief" with "Head".

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. Higgs, Vice President Clinical Support and Chief Financial Officer, shared a story about how St. Joseph's engages patients in services such as the food prescription program, a program inspired by the Nourish cohort.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.0 Agenda item pulled from the Consent Agenda: Renewing Board Policy: President and CEO Goal Setting and Performance Evaluation

The President and CEO role description is an appendix to this policy and lists a number of external relationships. There is appreciation that this list is not an exhaustive list but question was raised whether Veteran Affairs Canada should be included in that list due to the importance of that relationship to the Residents of St. Joseph's supported through funding from Veteran Affairs. Discussion took place and there was agreement to add Veteran Affairs Canada to the list of external relationships on the President and CEO role description.

It was MOVED and SECONDED that St. Joseph's Health Care London approves the Renewing Board Policy: "President and CEO Goal Setting and Performance Evaluation", as amended.
CARRIED.

4.1 Enactment of the Member right as the sole Member of Lawson Research Institute (Lawson)

N. Tahir recalled to Directors that it is written in the Lawson By-Law that as the Member, St. Joseph's Health Care London needs to pass a motion to exercise its Member right and that the resolution presented lists all of the items the Member is to address at the annual Member meeting.

It was MOVED and SECONDED that St. Joseph's Health Care London approves:

- **the resolutions set out in Schedule "A" to these minutes; and,**
 - **that any Director or Officer of the Corporation is authorized and directed to do any and all acts and things and execute and deliver all documents as such Director or Officer considers necessary, desirable or useful to carry out and give effect to these resolutions, including providing evidence of approval to Lawson.**
- 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 were 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 recalled to Directors that LHLS is an independent corporation governed by a Board of Directors (Board) consisting of 7 people. London Health Sciences Centre (LHSC) and St. Joseph's each appoint 2 of the 7 Directors and the other 3 are appointed by the LHLS Board itself from the

hospitals it provides service to. The Board Directors are the Members of the corporation. The business of LHLS is to purchase linen, provide the linen to hospitals, collect it, launder it, and repeat.

The Board has been spending most of its time discussing the future of the organization and is in process of bringing a report to both LHSC and St. Joseph's. In terms of an annual report, LHLS requested to defer its official report until the Fall to align with the more substantial report about the future of LHLS.

St. Joseph's Board of Directors was amenable to receive a more fulsome report in the Fall.

4.3 Recognition of 2024/25 Retiring Board Members

On behalf of the full Board, N. Tahir offered recognition and gratitude to retiring Board Members: J. Garland, S. Jeimy, F. O'Connor, R. Raymond and H. Rundle. He further recognized A. Campos Reales who has been a standing guest from the Foundation Board.

D. Ladouceur recognized N. Tahir for chairing the Board over the last two years.

N. Tahir recognized the Senior Leadership Team as an actively engaged and powerful group!

5. In-Camera Meeting

It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 1:30 p.m. CARRIED.

The regular meeting of the Board of Directors resumed at 2:43 p.m.

Rising from the in-camera meeting, the Chair reported that St. Joseph's Board of Directors approved CEO, Roy Butler, has achieved 77.5% of his established goals for 2024/25 to be paid as performance-based compensation equating to \$48,709.00.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 2:44 p.m.

Nawaz Tahir, Chair

Roy Butler, Secretary

Board of Directors

June 23, 2025

RESOLUTION OF THE VOTING DIRECTORS

RECITALS:

St. Joseph's Health Care London ("Member") is the sole Member of Lawson Research Institute ("Lawson") and, in accordance with the Lawson By-Law (Article 4.1(b)), exercises all membership rights in Lawson by resolution of the Board of Directors of St. Joseph's Health Care London.

RECOMMENDATION:

...St. Joseph's Health Care London:

- approves the resolutions set out in Schedule "A";
- approves that any Director or Officer of the Corporation is authorized and directed to do any and all acts and things and execute and deliver all documents as such Director or Officer considers necessary, desirable or useful to carry out and give effect to these resolutions, including providing evidence of approval to Lawson.

**Schedule “A”
Lawson Member Resolutions**

LAWSON RESEARCH INSTITUTE
(the “Lawson”)

FORM OF RESOLUTIONS OF THE MEMBER

APPROVAL OF MINUTES

RESOLVED that the Minutes from the annual meeting of Lawson on June 19, 2024, are hereby approved.

REPORT OF THE CHAIR

RESOLVED that the Member hereby receives the report of the Chair of the Board of Directors of Lawson.

RECEIPT OF THE FINANCIAL STATEMENTS AND AUDITOR’S REPORT

RESOLVED that the Member hereby receives the audited financial statements and auditor report for the fiscal year ended on March 31, 2025 of Lawson.

APPOINTMENT OF AUDITORS

RESOLVED that the Members appoint KPMG as the auditors for Lawson to hold office until the close of the next annual meeting of Lawson.

ELECTION OF DIRECTORS AND OFFICERS

RESOLVED that the following persons are elected as Directors of Lawson, along with the respective Officer designations, to hold office, subject to the provisions of Lawson's By-Law, for a one-year term or until their successors are duly elected or appointed:

- i) Jonathan Batch as Chair of Lawson
- ii) Lesley Cornelius, as Vice-Chair of Lawson
- iii) Paul Dugsin, as Second Vice-Chair of Lawson
- iv) Don MacDonald, as Treasurer of Lawson
- v) Roy Butler, as Secretary of Lawson