

Meeting of the Board of Directors

Monday, February 23, 2026

St. Joseph's Hospital – Adams Boardroom A2-041

Via MS Teams video-conference

MINUTES

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

The reflection was provided by A. Biswas.

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 February 23, 2026 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

D. Ladouceur reminded Directors about the upcoming Board Retreat scheduled for March 5th and confirmed that a formal agenda will be circulated shortly. She further reminded Directors of the due date of February 28th to complete the HSO Governance Survey.

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:

- The provincial budget timelines have not been articulated but should happen shortly after the Ontario Legislature resumes March 23, 2026;
- Ontario Health priorities include: shortening waitlists in surgery and diagnostic imaging, funding accelerated for specific treatments, digital health modernization, expanding health



2025/26 Membership

VOTING

Donna Ladouceur (Chair)
Mary Gillett, FCPA, FCA (VC)
Jonathan Batch
Stephen Bolton, ICD.D, MBA
Peter Cassidy
Lesley Cornelius, ICD.D (V)
Paul Dugsin, MBA
Joan Hubert
Lynne Livingstone
Stephanie Marentette (R)
Joshua Melchers, CPA, CA, CFP
Victoria Smye, PhD
Nawaz Tahir
Janet Tufts, MBA

EX-OFFICIO NON-VOTING

Abhijit Biswas, MD
Shaun Boe, PhD
Roy Butler, PhD
Christopher Hansebout, MD, FRPCP
Laura Lyons, MD
Karen Perkin, RN, MScN (R)
John Yoo, MD

Standing Guests

Jay Nash, Foundation Representative
Richard Corneil, C.Dir.,
Board Observer (V)
St. Joseph's Senior Leaders

Standing Guests

Hilary Di Crescenzo
Stephen Nelli

Recorder

Terri-Lynn Cook

A = absent

R = regrets

V = virtual

VC = Vice-Chair

- professionals scope, primary care action team, and screening and prevention;
- The Ontario Health Association (OHA) has been drawing a picture about the demands and realities of health care in the province as part of pre-budget advocacy;
 - The OHA also continues with its advocacy efforts on funding, innovation and transformation, regional capacity planning, etc.,
 - St. Joseph's is implementing strategies to find efficiencies in all areas: clinical, operational, and administrative, but it is not going to be enough to balance the budget; and,
 - Ontario Health has communicated that low risk activities identified on the Hospital Sector Stabilization Plan submission can proceed.
- (b) 2025/26 Q3 Corporate Performance Report and Strategic Plan Annual Aims Scorecard
- R. Butler highlighted the following indicators from the corporate performance report and their third quarter performance:
- Financial indicator is on target due to investment income;
 - Absenteeism and first year turnover are higher than their targets. Staff attendance is going to be addressed through the Project Tyche initiative. Further investigations are being undertaken to understand what is driving first year turnover and this will be presented back to the People & Mission Committee for their review;
 - On the quality and safety indicators, there is a mix of where the target is being met and where it is not; and,
 - St. Joseph's is meeting its H-SAA volumes.

Related to the strategic plan annual aims, half have been achieved, half are in progress and one is in the red as work tied to the Partnership Engagement Framework has not been started.

(c) L-SAA Declaration for Compliance 2025/26

Reference was made to the annual attestation which is required to confirm from both a finance and clinical perspective that St. Joseph's is compliant with all requirements of the agreement. St. Joseph's is reporting compliance with one exception which is an exception that has been reported in the same manner for several years. There have not been any implications to reporting this exception in past.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve and provide the CEO authorization to sign and submit the 2025/26 Declaration of Compliance on its behalf pursuant to the Long-Term Care Service Accountability Agreement for Mount Hope Centre for Long Term Care. CARRIED.

2.3 Medical Advisory Committee (MAC) Chair

L. Lyons thanked the Board for approval of:

- privileges for eight new Credentialed Professional Staff (CPS);
- changes to privileges for four CPS; and,
- the Paediatric delineation of procedural privileges which details certain special skills for physicians.

She then reported that:

- reappointment of CPS is in process. The Clinical Management and Reporting System (CMaRS) opened February 17, 2026 and will close on March 31, 2026;

- MAC has been working on a Management of Credentialed Professional Staff Professionalism Guideline which supports medical leaders on how to manage professionalism across the organization. This Guideline helps ensure hospital policies are respected and provides a pathway to help physician leaders address breaches or concerns around hospital policies that have not been followed;
- Implementation of OneChart Phase 2 continues and MAC is supporting CPS through this transition; and,
- A course on conflict management and negotiations was offered through the physician leadership series. There is one final session the end of March. Medical Affairs will be putting together another education program to commence in the Fall and this will be around the management of the new CPS Professionalism Guideline.

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. S. Nelli, Clinical Director Medical Imaging, shared a case related to a missing biopsy specimen and how processes were changed to ensure end-to-end accountability. He confirmed that the next step is to apply this learning across the organization as it relates to specimen pickup and transport to another location.

(b) Q3 Quality Results

P. Cassidy, Chair of Quality Committee, confirmed the Committee did a deep dive into both items on the Quality Improvement Plan and other quality items not on the plan but that continue to be monitored.

2.5 St. Joseph's Health Care Foundation

J. Nash provided an overview of various projects taken on by the Foundation related to research with a total value of \$11.165M (net of fundraising costs), *of which \$5.737M has already been raised (51% as of February 2026)*. M. Campbell then presented how the Foundation is giving life and energy to this brand and how it will be marketed to donors.

2.6 Lawson Research Institute

J. Batch noted there have been a number of recent media stories related to the use of dogs in research following the release of reports. He then referenced the hard copy handout of the most recent "My St. Joseph's" featuring an article by Dr. Jeremy Burton and the exciting research being done related to the Canadian Fermented Foods Initiative.

2.7 Western University

S. Boe, Dean Faculty of Health Sciences, informed that:

- Earlier this month the province announced it is investing \$6.4 billion to supporting the post-secondary sector with a new funding model and updated tuition and OSAP frameworks;
- The tuition freeze has been lifted and now allows publicly assisted colleges and universities to be able to raise tuition fees by up to two per cent per year for the next three years. This is welcome relief for colleges and universities;
- OSAP funding has shifted from a grant to a loan;

- The province is investing \$30M to expand the primary care workforce. This new funding will upskill over 1,400 registered nurses for primary care, create 170 primary care nurse practitioner education seats and add up to 150 physician assistant education seats. \$4.5M is going toward the creation of a primary care nurse certificate which will help over 1400 registered nurses gain skills and experience in primary care;
- The Faculty of Health Sciences is finishing its development of its strategic plan. A soft launch is planned early March with the external launch happening late March. The plan heavily focuses on interdisciplinary education and deepening engagement with partners locally and globally.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.1 Governance Committee Recommendations:

- (a) Renewing Board Policy: Nomination, Selection and Onboarding of Committee Members and Directors

M. Gillett referenced the background provided on the recommendation sheet summarizing the changes made to the policy. She confirmed that Governance Committee reviewed this over two meetings and that Governance Committee was mindful that this policy is shared with external Committee Member candidates which is why it was so important to be as thorough and as transparent as possible.

Question arose regarding the statement under the Policy section related to the Board appointing the Chair of the Nominating Subcommittee (Nominating). It is known that the Chair of Nominating is the First Vice-Chair of the Board. The Board does appoint the First Vice-Chair but formally does not technically appoint the Chair of Nominating. There was agreement the statement could be clarified in future iterations of the policy.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the revised Board policy now titled "Nomination, Selection and Onboarding of Committee Members and Directors".
CARRIED.

- (b) New Role Description: Roles and Responsibilities - Board of Directors

M. Gillett introduce the new role description which speaks to the role of a hospital Board and complements all the other role descriptions St. Joseph's Board has in place. She informed that it is Governance Committee's intention that this be a public-facing document posted on the Board's public website. By doing so, this will be a reference for members of the public to help explain the Board's role and will help keep the Board accountable to good governance. St. Josephs' has also received approval from the OHA to put a link on the Board's website to the OHA's Guide to Good Governance which is another resource that, in great detail, explains the role of a hospital Board, Directors, Committees, etc.

Discussion took place and agreement that it is good to be more transparent about what the Board is and does. It was suggested that perhaps there is a statement that could be added to

the annual report to draw linkage between the new role description for the Board and how it in fact did function over the last year in alignment.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the new Role Description for "Roles and Responsibilities - Board of Directors". CARRIED.

4.2 People & Mission Committee Recommendation – Collaborative Benefits

L. Livingstone highlighted the following informational pieces related to the recommendation:

- the OHA introduced a province wide group purchasing model for employee benefit insurance through the establishment of Collaborative Benefits Inc. (CO);
- CO is a not-for-profit organization governed by a Board of Hospital representatives that was created as a collective response to the increasing costs of employee group benefits, which continue to place a financial pressure on Ontario hospitals and other not-for-profit healthcare organizations;
- In 2022, St. Joseph's signed a five (5) year agreement to be a participating member of the CO initiative expiring in 2027;
- In 2024, CO began transitioning participating hospitals into the CO program as their existing carrier contracts expired;
- Since 2009, St. Joseph's has participated in its own consortium with nineteen (19) hospitals across Southwestern Ontario. This economies of scale approach provided effective cost management and negotiating leverage that would not have been achievable independently;
- In 2025, six (6) hospitals exited the regional consortium to join the CO program reducing the consortium to thirteen (13) hospitals and diminishing its overall scale and bargaining power;
- An evaluation was undertaken to assess the feasibility and implications of transitioning to the Collaborative Benefits model in 2026, in alignment with the contract expiry.

No questions arose.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve that St. Joseph's proceeds with a phased transition to Collaborative Benefits Inc., as follows:

- **Life Insurance and Long-Term Disability: Effective April 1, 2026**
- **Health and Dental: Effective September 1, 2026** **CARRIED.**

4.3 Resource Planning & Audit Committee (RPAC) Recommendations:

J. Melchers shared that at its last meeting RPAC did engage in discussions related to the internal audit plan but that RPAC did not support it coming to the Board for approval. As such, the audit plan is going through some additional work and will come back to RPAC's March meeting.

(a) 2025/26 Q3 Financial Statements

J. Melchers stated that St. Joseph's Health Care London ended Q3 2025/26 with a \$1.7 million deficit compared to a planned deficit of \$10.8 million and that investment income helped to offset the closing position. He highlighted various negative drivers including Mental Health, Facilities Engineering, salaries and benefits, revenues from the prescription shop and Veterans' Affairs.

At Q3 2025/26 the projection for the year-end financial performance could range from a \$6.2 million deficit to a \$3.8 million surplus which represents a significant improvement from the Q2 projection.

No questions arose related to the report.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the financial statements of St. Joseph's Health Care London for the quarter ended December 31, 2025. CARRIED.

(b) 2026/27 Capital Budget

J. Melchers commented on the extensive capital budget prioritization process and drew attention to Appendix A which details how projects are prioritized and approved, providing the Board with assurance about the processes in place to prioritize and allocate funds appropriately. He stated that many projects are necessary to meet safety standards. He shared that RPAC members toured the Breast Care Centre, which gave them insight into how the proposed redesign of the space will better impact patient care. He further noted that RPAC debated on the parking garage replacement and ultimately is seeking more disclosure on the breakdown of costs. He took the opportunity to thank St. Joseph's Health Care Foundation for their continued support.

Discussion ensued and the following comments were recorded:

- St. Joseph's continually sets aside reserves for certain projects. Drawing these reserves down reduces the amount invested which can impact funds for future projects;
- The Ministry of Health restricts what hospitals can charge for parking; and,
- The figure related to New Physician and Medical Secretary Desks is actually more than just furniture. It is renovations to turn one office space into two as there is no space for new physicians and their secretaries.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the 2026/27 capital budget totaling an investment of \$39.9 million. CARRIED.

4.4 Chair Updates from Standing Committees of the Board

(a) Stoplight Report from Governance Committee of the Board

M. Gillett simply confirmed that developments related to the Health Sector Governance and Oversight Office remain on Governance Committee's radar.

(b) Stoplight Report from People & Mission Committee of the Board

L. Livingstone highlighted the rollout of the Spiritual Care Services Sacred Moments & Compassion Project. She also noted that the Mission Leadership Program continues to serve as a cornerstone for cultivating reflective, mission-aligned leadership across the organization now with nine sessions completed. She commented that this is only a small part of the work that grounds staff and volunteers to the values of the organization.

(c) Stoplight Report from Quality Committee of the Board

P. Cassidy was pleased to highlight to the Board the achievements related to the Workplace Violence Indicator on the current Quality Improvement Plan (QIP) which has exceeded target for the past four quarters.

5. In-Camera Meeting

It was **MOVED** and **SECONDED** the meeting of the Board of Directors move in-camera at 5:01 p.m.
CARRIED.

The regular meeting of the Board of Directors resumed at 6:55 p.m.

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

- the Board received a report from the CEO as to his Q3 accomplishments toward his 2025/26 performance goals;
- the Board receive a mid-year report from the Chair, Medical Advisory Committee as to her accomplishments toward her 2025/26 performance goals; and,
- the Board endorsed the appointment of the Second Vice-Chair, Board of Directors effective June 22, 2026, with further recommendation to St. Joseph's Health Care Society for approval.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:56 p.m.