Meeting of the Board of Directors

Monday, May 25, 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 V. Smye.

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 25, 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 reporting having attended the following events, as Board Chair, since the last meeting:

- Retirement celebration for Sandy Jansen, Vice President Patient Care and Risk Management. The event was a wonderful tribute to her career at St. Joseph's;
- Schulich Awards of Excellence which was an evening of recognition to individuals who demonstrate outstanding leadership, curiosity and commitment to improving health care. Dr. Emil Schemitsch (surgery) received the Schulich Distinguished Researcher Award and Dr. Arlene MacDougall (psychiatry) received the Mid-Career award for Research and Innovation;
- Breakfast of Champions fundraiser hosted by St. Joseph's Health Care Foundation in partnership with CMHA Thames Valley Addiction and Mental Health Services. This event is dedicated to mental health awareness.

(a) Report on attendance at the Ontario Hospital Association (OHA) Leadership Summit (Summit)

2025/26 Membership

VOTING
Donna Ladouceur (Chair)
Mary Gillett, FCPA, FCA (VC) (V)
Jonathan Batch
Stephen Bolton, ICD.D, MBA
Peter Cassidy
Lesley Cornelius, ICD.D
Paul Dugsin, MBA
Joan Hubert
Lynne Livingstone
Stephanie Marentette
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, FRCPC (R)
Laura Lyons, MD
Amanda Thibeault, RN, MScN
John Yoo, MD

Standing Guests
Jay Nash, Foundation Representative
Richard Corneil, C.Dir., Board Observer
St. Joseph's Senior Leaders

Recorder
Terri-Lynn Cook

A = absent
R = regrets
V = virtual
VC = Vice-Chair

Annually, the OHA hosts a Summit specifically for Board Charis and Hospital CEOs. Not only is this a learning opportunity, but it is a great networking opportunity. There was an opening session for Board Chairs only with guest speaker Anne Corbett, General Counsel and Executive Lead, Legal and Risk at Ministry of Health, which focused on the role of governors. Some takeaways from her presentation include:

- An overview of the governance education sessions and platforms available to Boards;
- Confirmation that she has high regard for OHA's Guide to Good Governance;
- Emphasis that Directors have to be attentive to the current financial situation;
- Encouragement for regional collaboration;
- Emphasizing the use of the HIROC 21 questions document which is a list of questions that Directors should ask around risk. D. Ladouceur confirmed this document is available on St. Joseph's board portal; and,
- A suggestion that a similar question tool should be created for Boards to use around finances.

D. Ladouceur shared that the Board Chairs in attendance are committed, collaborative, strategic thinkers, focused on sustainability, committed to innovation, and they understand their role. Many are concerned about what the future holds from a financial perspective. On day two of the Summit, one of the best talks was about anchor organizations and what this means to the broader community. D. Ladouceur concluded by sharing that St. Joseph's was one of eight spotlight organizations who presented at the Summit. Spotlight organizations are ones who are doing innovative things and R. Butler did a presentation on the Nourish Project.

(b) Schedule of all meetings to be held June 22, 2026
Reference was made to a document outlining the various meetings scheduled for June 22. It was confirmed that all meetings are in-person at Parkwood Institute and that now that the logistics are finalized, Directors will receive separate calendar appointments to help identify which meetings Directors will need to participate in. New this year, following the series of meetings, will be the President's Awards Ceremony. This is an opportunity for both St. Joseph's Board and the Member to acknowledge the achievements of individuals, teams, or partners who exemplify St. Joseph's mission and brings St. Joseph's Strategic Plan to life.

(c) Save the Date for Board-Committee Orientation on Friday September 18, 2026
The Chair announced that at the May Governance Committee meeting, initial planning began for the Board and Committee Orientation Day. Due to a few complicating factors, the orientation date chosen is a little later in September than normal and is set for Friday September 18th. This will be an in-person event and a save the date to calendars will be issued. Governance Committee will continue to finalize the agenda, speakers and logistics of the day, and the calendar appointment will be updated accordingly.

(d) 2026/27 DRAFT Board Work Plan (for review and feedback)
Reference was made to the draft work plan prepared for 2026/27. Track-changes show content additions/deletions and further, some footnotes have been added to help explain why an item was added/removed. The footnotes will not appear on the clean and final version of the work plan. Directors were invited to send any feedback or edits to T. Cook offline by June 12th. A final draft will then be positioned in the June 22nd agenda package for Board approval.

ACTION: Directors to provide feedback to the draft 2026/27 Board Work Plan to T. Cook by June 12th.

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:
- Hospital funding letters have not been received;
- The Ministry did announce changes to rates for cancer-based quality-based procedures. This is a positive change although endoscopy was not included in these rate adjustments. The actual adjustments will come later in the fiscal year;
- Echoing the Board Chair's comments about the OHA Leadership Summit, R. Butler described a common theme from all speakers was the important role hospitals play as anchor organizations with thought to what the future looks like;
- The Provincial Priority Action Table is conducting feasibility studies in three areas where efficiencies could be gained. More will be known in the Fall;
- The Southwest Regional Working Group continues to look at conservable bed days, mostly in acute care, surgical networks, critical care and oncology provision at satellite sites and back office/shared services.

(b) 2025/26 Q4 Corporate Performance Report and Strategic Plan Annual Aims Scorecard
From the fourth quarter corporate performance results, R. Butler highlighted that:
- Financially, St. Joseph's ended the year better than planned however it is still a deficit position;
- People indicators have moved in the right direction however absenteeism is still high and will require continued focused work;
- Quality and Safety indicators – the Quality Improvement Plan goals were achieved. Other quality targets continue to have challenges and there is a lot of discussion around the implementation of OneChart Phase II.

(c) Strategic Plan – Year One Accomplishments
R. Butler explained that although the equity, diversity, inclusion and belonging indicator in the pillar of Partnering for Impact shows green in the agenda package it should be a yellow because St. Joseph's is not as far along in this work as it expected to be.

R. Butler informed that for next year, the Senior Leadership Team (SLT) is tightening up how St. Joseph's will measure success against the strategic plan annual aims so that there will be a greater understanding of what the stoplight colours mean.

(d) Enterprise Risk Management program – 2026 Spring Risk Summary update
R. Butler recalled to Directors that the current ERM was refreshed with third party consultant and that a refresh occurs every three years. St. Joseph's is in the third year of the cycle and will be refreshing the ERM in 2027. The Board receives updates twice a year and has previously asked for all material, not just a dashboard. The Board has also previously determined that due to the broad range of risks, the report would not go through a Committee of the Board, but to come directly to the Board.

The two areas that have had the most movement, from their initial risk rating to their target risk rating, is on the people side.

R. Butler explained the process for reviewing ERM before it is presented to the Board as follows:
- Updates to the set ERM are facilitated by Ruth Bullas;
- Each of the risks have an assigned risk owner and those owners provide the updated content;

- This follows KPMG's framework as a best practice for health care;
- St. Joseph's SLT then receives the completed report, with all the detail and debrief discussion is held.

The Board engaged in discussion. From a Board oversight perspective, the Board needs to ensure the right processes are in place surrounding these risks to effect mitigation of the risks. The Board questioned as to when should it expect the needle to move on the other 9 risks? Reply was given that the target risk rating was set to be three-years out. It was suggested that some target risk ratings are ambitious and the Board can always revisit the targets and have a conversation about adjusting them. The Board agreed it would like more time with the current risks as they are set. The Board requested to add to the materials a three-year graph, so the Board can see if there is movement.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the revised Enterprise Risk Management program, as presented. CARRIED.

ACTION: ERM materials to be updated to include a three-year graph to track movement.

2.3 Medical Advisory Committee (MAC) Chair

L. Lyons shared that Doctor's Day was May 1st and many celebrations were held across the organization in addition to recognition through social media. She informed that the Ministry of Labour mandated a deadline for all health service providers to be fitted N95 masks. The deadline imposed by the Ministry was May 15th with the consequence of not being able to practice after May 29th. This is part of pandemic preparedness. Much work was done to fit approximately 300 individuals. There may be only one Credentialed Professional Staff (CPS) not fitted by May 29th. L. Lyons announced that the MAC will be bringing all applications for CPS reappointment forward at the June Board 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. Patricia Superville, Vice President External Relations, Communication and Risk, shared a story demonstrating how St. Joseph's Mission, Vision and Values are experienced by patients through moments. The story was about two volunteers who through a number of small but meaningful moments helped to bring a sense of normalcy to a patient's experience.

(b) 2025/26 Q4 Quality Results

P. Cassidy confirmed to the Board that the Committee debrief thoroughly on the fourth quarter quality results. He referenced the Committee's minutes of their May meeting as support to the Committee's review of the results. P. Cassidy thanked V. Capewell and her team for preparing the materials for presentation to the Committee.

2.5 St. Joseph's Health Care Foundation

J. Nash shared there has been positive feedback from attendees at the Breakfast of Champions and on behalf of the Foundation Board extended thanks to the Hospital Board for their strong attendance and support. He informed that the Foundation is wrapping up a six-month review process related to the development of a strategic revenue growth map in order to meet the future needs of the hospital. This work has identified several opportunities for growth that will be the focus for the Foundation over the next 5 years. The Foundation Board hopes to share this framework with the Hospital Board in the Fall.

At the Foundation Board meeting last week, the Board approved $355,000 to St. Joseph's to support the renovation of the Trauma and Violence Specialized Primary Care Program. This reno is not available through operational funding and the Foundation was eager and pleased to be able to support.

2.6 St. Joseph's Professional Staff Organization (PSO)

A. Biswas provided an update on the activities of the PSO highlighting the following:

- Each LHSC and St. Joseph's has a PSO, but all meetings are held jointly
- The PSO has been working on developing strategic goals and vision, and have landed on four areas of focus:
  - Foster an environment of trust and dignity
  - Create an open and safe system for concerns
  - Encourage and enhance participation and engagement
  - Support recruitment and retention
- PSO's are required by legislation to exist and required to have three general meetings in a year. At these meetings, presentations are given about hot topics. This year's presentations included:
  - Ontario Medical Association & OneChart Updates
  - Teams Thrive & Patients Survive when Civility Matters
  - Planetary Health in Practice & AI Scribes
- The PSO's Annual Meeting is scheduled for June 2 and St. Joseph's Board is invited to attend;
- The PSO supports physician leadership development and also sponsors individuals to attend the Canadian Conference on Physician Leadership; and,
- Several celebrations occurred throughout the year: Residents Day, Doctors Day, and the PSO Recognition and Reward Award.

A. Biswas concluded his presentation by announcing that his term as PSO President concludes this June and the executive elections are under way.

2.7 Lawson Research Institute (Lawson)

J. Batch reported on the work the Lawson Board of Directors has been involved with over the last year. He shared the Board is hoping to add a few new Directors for 2026/27 and their focus is on recruiting individuals with governance and research expertise. In addition to this governance work, the Board is updating its Corporate By-Law and introducing foundational Board policies.

On the research side an important milestone that has taken place with St. Joseph's receiving Canada's first positron emission tomography/magnetic resonance imagery (PET/MRI) scanner dedicated to research into rapid and accurate diagnosis of mental health conditions including post-traumatic stress and depression. Recruitment for Research Chairs is also under way.

Lawson has been actively establishing internal operational structures in response to the dissolution transition and has secured a dedicated finance team.

In conclusion, the Lawson Board is pleased how Lawson is navigating one of its most significant transitions while maintaining award winning research and innovation.

2.8 Western University

J. Yoo, Dean Schulich School of Medicine & Dentistry, expressed appreciation to St. Joseph's Board and SLT for attending the Schulich Awards of Excellence. The individuals awarded are Schulich faculty but are also CPS at the hospital.

He updated the Board about the Physician Assistant Program starting in September which is a new category of learners. The process for launching the program has gone through all quality checks at the University but needs to go to the Ministry for approval. Although not officially launched, Schulich has taken pre-applications for 30 spots and has had over 300 applicants!

J. Yoo reminded the Board that July 1st is the time when new Residents and Fellows start in hospitals assisting CPS in their patient interactions. This year there will be 220 new Residents and 126 new Fellows in the system forming part of almost 1300 in the system right now. On the faculty side, Schulich has recruited 75 new faculty members this past year and by the end of the year it will be close to 100.

He confirmed that recruitment of Chairs/Department Heads is under way for the following departments: Ophthalmology, Pathology & Laboratory Medicine, Medical Imaging, Family Medicine, Anesthesia & Perioperative Medicine, Surgery and Emergency Medicine. This is co-led by himself and A. Dukelow, Integrated Vice President Medical & Academic Affairs, and there is a good working partnership. He expressed appreciation to Directors for participating on the Search Committees.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.1 Resource Planning & Audit Committee Recommendations (RPAC) St. Joseph's 2025/26 Year End Results and Draft Audited Financial Statements

J. Melchers confirmed the external audit has been completed by Ernst & Young (EY) and that EY will be issuing a clean audit opinion. EY shared with RPAC that there was good collaboration between EY and the St. Joseph's Finance Team. J. Melchers highlighted the following related to the year-end financial results and audit:

- St. Joseph's ended the fiscal with an accounting deficit of $4.7 million compared to a planned deficit of $31.5 million. This is St. Joseph's first deficit position in over 156 years;
- St. Joseph's continues to have strong working capital and liquidity positions. St. Joseph's current ratio is 1.63 ratio which is lower that what St. Joseph's must maintain in accordance with the Hospital Service Accountability Agreement;
- The investment portfolio performed strongly however this was not sufficient enough to offset the gap between revenues and expenses;
- During the year, the Ministry of Health completed several funding reconciliations from prior years resulting in the recognition of a one-time injection of $5.5M;
- Looking ahead, some risks include: ongoing and growing unfavourable variances across the organization; Hospital Sector Stabilization Plan impacts and interest/investment income. Opportunities include: 2026/27 funding announcements, Project Tyche, interest/investment income;
- EY conducted additional audits and further testing of internal controls and found nothing to report;

- St. Joseph's holds significant long-term investments in government bonds, debentures and other fixed income securities, and equities, which have fluctuating fair market values. EY noted a judgmental difference relating to prolonged decline in fair value of one investment overstating realized investment income. This is of no concern but it is something to note.

The Board engaged in discussion and Directors expressed appreciation of the details of the financial reports and for the additional commentary provided by the RPAC Chair.

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 the audited financial statements for the year ended March 31, 2026. CARRIED.

4.2 Health Care Ethics and People & Mission Committees – Draft 2025/26 Annual Report on Mission, Spiritual Care and Health Care Ethics (for review and feedback)
V. Smye, Chair of People & Mission Committee (PMC), informed that the report was prepared through the collective efforts of St. Joseph's leaders specifically Karen Perkin, Charles O'Hanlon, Marleen VanLaethem, Dale Nikkel, St. Joseph's Communications Team, and a number of other staff. She confirmed that that both the PMC and the Health Care Ethics Committee of the Board have previewed the content and are supportive of the draft report. The draft report is presented to the full Board for review, input as to possible edits, additions, deletions and for the Board's overall support. The report will be presented to St. Joseph's Health Care Society (Society) at the Annual Meeting of the Members on June 22 and fulfills the Board's accountabilities to its owners, the Society.

It was confirmed that due to the sunsetting of Health Care Ethics Committee the report will continue to be developed through the People & Mission Committee.

ACTION: Directors to provide any feedback or edits to the Annual Report on Mission, Spiritual Care and Health Care Ethics to T. Cook offline by May 29th.

4.3 Chair Updates from Standing Committees of the Board

(a) Stoplight Reports from People & Mission Committee of the Board
V. Smye referenced the stoplight report from the PMC. Although a green report, it is being highlighted to strengthen the visibility due to the Board having accountability to ensure St. Joseph's exercises due diligence in supporting staff safety, well-being, and a safe work and care environment by meeting statutory obligations under the Occupational Health and Safety Act (OHSA) and Workplace Safety and Insurance Act (WSIA).

This work is an important part of PMC's mandate and is reviewed and discussed twice throughout the year. Moving forward, PMC will submit an annual report to the Board.

Discussion took place and it was confirmed that the Board is assured PMC is doing the work such that the final report can be presented on the Consent Agenda. It was also confirmed that this will be added to the Board's work plan "to receive from PMC the Annual Compliance Assessment – Occupational Health and Safety Act (OHSA) and Workplace Safety and Insurance Act (WSIA)".

(b) Stoplight Reports from Quality Committee of the Board

P. Cassidy spoke to the stoplight on ambulatory medical reconciliation. While there is some frustration about the lack of movement on this target, it is not a case of it not being done but rather a challenge related to incompatible systems to do the work.

He then highlighted the successes of the Regional Geriatric Program which seeks to distribute and elevate the standard of care for regional geriatric patients.

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 6:04 p.m.

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

- The Board approved four New Directors entering a first 3-year term: Mat Daley, Paul King, Anne-Marie Sanchez and Taimi Williamson; and,
- The Board approved that CEO, Roy Butler, has achieved 93.33% of his established goals for 2025/26 to be paid as performance-based compensation equating to $58,639.05.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:05 p.m.