

Meeting of the Board of Directors

Monday, May 25, 2020

3:30 pm start time

Via WebEx video/tele-conference

MINUTES

Call to Order – Howard Rundle

T. Cook conducted roll-call of members who joined via teleconference as those on videoconference were self-identified.

The reflection was provided by Brenda Lewis.

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

H. Rundle confirmed J. Yoo has declared a conflict of interest to Consent Agenda item #B4. He further declared this same conflict of interest for and D. Drosdowech.

It was MOVED and SECONDED that the Consent Agenda for the May 25, 2020 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

H. Rundle provided the following updates to the Board:

(a) Notice – June 15, 2020 Series of Meetings

The formal notice of the Society's Annual Meeting of the Members scheduled for June 15th was circulated in the agenda package. He informed St. Joseph's Hospital Board will hold its last meeting for 2019/20 on the same day and the new Board will also hold a short meeting following the Society's annual meeting. He confirmed electronic appointments have been sent for all three meetings as all three have different log-in accesses and required participants. He encouraged Members to review the appointment details to ensure they are participating in the correct manner.



2019/20 Membership

VOTING

Howard Rundle, PhD (Chair)
Jonathan Batch (Vice-Chair)
*Paul Dugsin, MBA
Mary Gillett
Phil Griffin, CPA, CA
Hanny Hassan, C.M., PEng
Margaret Kellow, PhD
Maria Knowles
Donna Ladouceur
Brenda Lewis
Don MacDonald, FCPA, FCA
Fr. Frank O'Connor
Nawaz Tahir
Gary West, CPA
Bill Wilkinson, FCMC
Susan Wolnik

NON-VOTING

*Richard Corneil
*Darren Drosdowech, MD
*Gillian Kernaghan, MD
*Karen Perkin
*Brian Rotenberg, MD
*David Sommerfreund, MBBS
*John Yoo, MD
**ex-officios*

Guests

St. Joseph's Senior Leaders

LHSC

Neil Johnson, Acting, President & CEO
Matthew Wilson, Vice-Chair

Recorder

Terri-Lynn Cook
R = regrets
A = absent

(b) Save the Date - Board/Committee Orientation

H. Rundle advised Monday September 21st has been chosen as the date for this year's orientation. Governance Committee will be developing the agenda for the day and the Governance Office will work out the logistics as our environment allows. T. Cook will be communicating these details to Members over the summer.

(c) 2020/21 Draft Board Work Plan

A draft of the Board's 2020/21 Work Plan was circulated with the agenda package. It is being presented for review and discussion and then a final draft will be brought back June 15th for approval. The Board Chair highlighted a couple of items, as follows, before inviting Members to provide additional feedback:

- One action on the work plan states the Board will receive a report from its representatives on the London Hospital Linen Services (LHLS) Board. This was added to the Board's work plan last year as it was identified as a gap. Due to the pandemic, receipt of this report did not occur despite good intentions of making it happen. It was proposed to remove the notion of receiving a "periodic report, as appropriate" and assign it to a specific month. June is suggested as LHLS's annual meeting occurs in May so it would seem to flow from a timing perspective;
- There are a number of actions throughout the work plan where the Board may be involved "as required". It is suggested that these be collated together and placed at the very bottom of the document;
- under the heading "Evaluations", there are additions pertaining to the annual CEO goal setting and performance evaluation. These actions align with the process set out in the Board Policy that the Board will consider approving later on today's agenda;
- on the last page of the work plan the heading "Other" appears and is meant to be a placeholder for discussions that "may arise". It was suggested this be removed as the Board can always deal with matters as they arise such as COVID-19.

Discussion ensued and the following comments were provided:

- Members concurred the document is not carved in stone and does not mean the Board cannot address something that does not appear on the work plan;
- Members support the suggestion to place items the Board "may" be involved with at the very bottom of the document;
- There is a reference to the LHIN which no longer exists; this needs to be updated to reflect the correct Ministry body;
- With respect to Mount Hope, Members suggested this needs to remain on the work plan and a specific timeline be assigned because the Board will need to engage in serious and deep reflection on the business of Mount Hope. G. Kernaghan suggested an update could be scheduled for October with the possibility of a further update later in the year. Request was made for additional context be added to the work plan regarding Mount Hope so it is understood what the Board will be addressing.

H. Rundle thanked Members for this feedback and invited them to submit any further comments to T. Cook or himself, off-line, by the end of day June 3rd, which will be considered for the final draft.

H. Rundle recalled to Members the Board was participating in an overall evaluation of itself using the Ontario Hospital Association's (OHA) Board evaluation tool. This tool is particularly useful as it not only compares individual organizations to their past survey results, it compares organizations to peer-organizations. St. Joseph's has received its results and fewer than half of the Board participated. He proposed extending the deadline for participation to June 5th and encouraged Members to participate in the evaluation so the results can be more meaningful in identifying the Board's strengths and opportunities for improvement.

ACTION: Governance Office to re-circulate the invitation to Board Members to participate in the OHA Board self-assessment evaluation.

2.2 President and Chief Executive Officer

Dr. Kernaghan responded to questions raised from the written report that had been pre-circulated. In addition, she highlighted the creation of a song titled "The Whisper of the Sisters" by Dale Nikkel, Coordinator of Spiritual

Care. It is a song that offers encouragement to staff and physician during the pandemic. Communications worked with D. Nikkel to put pictures to the song and it was published on YouTube. This was shared with the Sisters and received media coverage from CTV news. She encouraged Members who have not yet viewed the video to do so if interested.

G. Kernaghan then provided an update on COVID-19 as follows:

- It continues to be an expectation of hospitals across the region to assist long term care and retirement homes. A group meets virtually twice a week to review homes that may be struggling in terms of active COVID-19 cases, PPE access and staffing. There are two homes in the London community categorized as red. St. Joseph's has deployed Infection Prevention and Control (IPAC) support to one because they continue to have COVID-19 cases;
- There are a number of homes across the region who have hospitals sending in staffing supports;
- A regional plan is being developed for the reintroduction of services in the hospital sector. Over the last week, work was done to validate, update and finalize a summary plan which was then submitted to Ministry. Reintroduction of services requires both a secure supply of personal protective equipment and lab capacity. The regional plan was approved however hospitals are in a holding pattern as changes are needed to Ministry Directive #2 before acting on the plan. At present, there is no timeline for when the Directive will be amended which means all hospitals cannot offer additional services at this time;
- Lawson has been requested to draft a plan to reintroduce research. This will come to both hospitals once developed;
- There is a provincial initiative to conduct more COVID-19 testing. This also requires lab capacity in addition to staffing capacity to do the swabbing. The capacity in the system to do the volumes that are being proposed does not exist;
- St. Joseph's has staff deployed to the COVID-19 assessment centre and if the hospital proceeds to reintroduce services those staff may be required to return. Thought will have to be given to continued staffing of the assessment centres;
- St. Joseph's is reengaged in conversations related to the current visitor restrictions in the hospital, particularly in palliative care. Ethics is also involved. G. Kernaghan has been invited to participate in a national conversation related to this as well;
- B. Sischek and K. Perkin at looking at the priorities of student learners and how to accommodate them to able them to finish their studies.

2.3 Medical Advisory Committee Chair

B. Rotenberg referenced the draft Minutes of the Medical Advisory Committee and offered to answer any questions related to same. He emphasized the Ministry's Directive #2 has not been amended which means hospitals can only conduct urgent and emergent work despite the media recently reporting hospitals are open for normal business. He confirmed LHSC/St. Joseph's is compliant with the Directive. B. Rotenberg further advised there has not been a need to redeploy physicians across the region in response to the pandemic and that a slight increase in physician moral can be seen as clinical activity begins to increase.

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. B. Rotenberg, Chair Medical Advisory Committee shared both a positive story with a good outcome proving that even during the pandemic St. Joseph's can earn complete confidence of the patients it serves and a story that has had some challenges as a patient did not want to come to the hospital for care because of the pandemic.

(b) Q4 Corporate Scorecard

B. Lewis, Chair of Quality Committee, gave details to Board Member related to the indicators that appear as red in the fourth quarter (Q4), as follows:

- *Medication Reconciliation (med rec) at Inpatient Admission and Best Possible Medication History (BPMH) Completed Prior* - There was a decrease in Q4 specifically caused by the timing of the BPMH. Admission med rec completion continues to be consistent at 97.2% corporately and is 95%

or greater at all sites. In January-February, completion of the BPMH *prior* to the med rec dropped to 61.6% at Parkwood Institute Mental Health, impacting this indicator. In mental health the completion of the BPMH prior can be impacted by variations in process for admissions from home as well as current outpatients that require a sudden inpatient admission. The indicator at Parkwood Institute mental health subsequently improved to 78.2% for the month of March 2020.

- *Number of Medication Errors Classified as Wrong Drug/ Wrong Patient* – There were 4 wrong drug/wrong patient medication errors in January / February and 3 in March. The events were spread across St. Joseph’s Hospital, Parkwood Main Building and Parkwood Mental Health. None of the errors were a critical incident.
- *% of Columbia-Suicide Severity Rating Scale (C-SSRS) Lifetime assessments complete within required time frame* – The transition from paper to completing the screening tool electronically has impacted this indicator as the electronic form is in a different format, resulting in missing mandatory information and/or reason for not completing. Electronic compliance reports are now available to support targeted follow-up and education. Some ability for follow-up may be impacted by the pandemic.
- *% of Residents with a Worsening Pressure Ulcer: Mount Hope QIP* - An increase in medically complex residents has been seen. Higher acuity cases will be delegated to the Registered Nurse’s case load, and Advanced Practice Nurse resources will be used to build Mount Hope staff capacity.
- *Patient Overall Rating of Hospital: Complex Care (0-10 point scale, where 10 = Best hospital possible)* - Due to smaller numbers of surveys for Complex Care Program discharges, rolling results are reported based on 6 months. Performance is based on Q2 and Q3 surveys (combined) as results are reported one quarter behind. A model of care review in January identified opportunities that may improve patient experience.
- *% Excellent Family rating of "Overall Quality of Care and Services": Mental Health* - Although the percent “Excellent” responses declined, the total percent positive responses were 93% (*excellent, very good and good*). For a related question, “*Have you told people that the care here is excellent?*”, 75 percent of respondents answered “Yes”. The Family Council is involved in annual review and planning follow-up related to survey results. This may be impacted by the pandemic.
- *MRI Wait Time* - The indicator is based on the completed fiscal year and the percent meeting target was decreased in Q2, Q3 and Q4. MRI volumes have been impacted by the pandemic and the decrease would be expected to impact MRI wait time in 2020-21.

2.5 St. Joseph’s Health Care Foundation

P. Dugsin advised, as with almost every other charitable organization in the country, St. Joseph’s Foundation is having fundraising challenges with the only driver for donations being COVID-19 relief, at this time. St. Joseph’s Health Crisis Fund, in response to COVID-19, has done well and these funds have been distributed in three main areas: staff support, patient care and research projects.

As expected, the Foundation has had to evaluate all of its normal activities. He confirmed the Foundation has laid off some staff and further operational changes may be required. Some of the Foundation’s flagship programs are very large, in-person events; all of which have been cancelled into the Fall and different strategies are being explored.

The Breakfast of Champions event has been postponed to 2021. P. Dugsin recalled for Members the focus of this event is around mental health and this year’s project was focused on youth at risk. On a positive note, many of the corporate donors who had already committed to Breakfast of Champions have agreed to turn their donation to the MINDS of London-Middlesex project directly.

H. Rundle thanked P. Dugsin for the Foundation’s update. He concurred these are challenging times and offered appreciation to the Foundation for all it is trying to achieve in the midst of COVID-19.

2.6 Lawson Health Research Institute (LHRI)

B. Wilkinson referenced the third quarter financial results from LHRI which are reflective of a pre-COVID-19 and pre-market changes environment. He invited questions from Board Members. No discussion was held.

2.7 London Health Sciences Centre

M. Wilson informed LHSC held a special Board meeting on May 4th and approved Credentialed Professional Staff By-Law amendments including the expedited credentialing process proposed by the Medical Advisory Committee. It also approved the purchase of level 2 gowns. LHSC Board has another meeting this coming Wednesday and the agenda includes a number of COVID-19 matters in a variety of context; a review of the year-end financials; a discussion related to the rebranding of the Children's Hospital and consideration of a number of amendments to the Board's Administrative By-Law.

N. Johnson stated LHSC's focus over the last couple of weeks has been around promoting safety to the community as it relates to coming to the hospital for care. LHSC has launched a number of virtual tools on its website outlining what it is like receiving care at LHSC during COVID-19. Emergency department visits have started to increase since these promotional efforts which is a positive sign the public are coming in for care. He concluded by advising P. Woods is returning on June 1st.

3. New Business / Recommendations

3.1 Governance Committee Recommendation – new Board policy “President and CEO Goal Setting and Evaluation”

J. Batch, Chair of Governance Committee informed Members as part of the Governance Committee work plan for 2019/20, the committee undertook to review the current President and CEO evaluation process to ensure it adheres to best practices and because there was appetite to formulate this important accountability of the Board into a policy as it was previously just a guideline. Governance Committee initiated this work in November and worked on it continuously until now. There has been much to discuss and Governance Committee has seen many drafts. Governance utilized the expertise of Karen Stone, Chief Human Resource Officer, to assist in the development of this policy and J. Batch thanked K. Stone for her guidance. Governance Committee is pleased to present this draft policy which clarifies process, responsibilities and accountabilities, and adheres to best practices.

No questions or discussion occurred.

It was MOVED and SECONDED St. Joseph's Board of Directors approve the new Board policy “President and CEO Goal Setting and Performance Evaluation”. **CARRIED.**

3.2 Governance/Medical Advisory Committee Recommendations

(a) New Article 4.7 to the Credentialed Professional Staff By-Law

J. Batch recalled for Members the information shared at last meeting from Dr. Brian Rotenberg, Chair of MAC, as well as Matthew Wilson, LHSC Board Director, related to the Credentialed Professional Staff By-Laws not having existing language which would allow the Boards to approve any changes to the credentialing of Professional Staff as it is currently set out in the By-Law. He referenced the wording that has been drafted for consideration in the agenda package. He further highlighted LHSC Board has already met and approved this wording to the LHSC Credentialed Professional Staff By-Law and because the Professional Staff are credentialed city-wide, the Boards aim to keep the By-Laws aligned as closely as possible.

Conversation took place and it was clarified this Article would become effective immediately once approved by the Board.

It was noted, on May 1, 2020 an Order in Council directive was issued allowing hospital boards to take any reasonably necessary measure as it relates to its credentialing processes to respond to, prevent and alleviate the outbreak of the coronavirus (COVID-19). Despite this directive being in place, it remains prudent for the

Boards to have language in their respective Credentialed Professional Staff By-Law that would allow the Board to alter the stated credentialing process in future “exceptional circumstances”.

It was MOVED and SECONDED St. Joseph’s Board of Directors approve, effective May 25, 2020, the addition of new Article 4.7 to the St. Joseph’s Credentialed Professional Staff By-Law as follows:

“4.7 Amendments to Appointment Process:

The appointment process the Hospital follows to approve the credentials of the Professional Staff may be amended in “exceptional circumstances” for limited periods of time. The determination of what constitutes exceptional circumstances, together with how the appointment process is to be amended, shall be approved by the Board.”

and further that St. Joseph’s Board of Directors recommend new Article 4.7 form part of the annual Credentialed Professional Staff By-Law submission to St. Joseph’s Health Care Society for ratification at the next annual meeting. CARRIED.

(b) COVID-19 Response Expedited Credentialing

J. Batch stated that now that the Board of Directors has approved New Article 4.7 to the By-Law, which is now in effect, the Board of Directors can define what constitutes an “exceptional circumstance” and consider the recommendation from the Medical Advisory Committee dated April 8th which proposes a revised credentialing process in response to COVID-19.

He further reiterated the fact that Professional Staff are credentialed city-wide, the Boards aim to keep the By-Laws and processes aligned as closely as possible and that LHSC Board has already met and approved this wording to amend the credentialing process.

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

(a) that COVID-19 constitutes “exceptional circumstances” and that article 4.7 in the Credentialed Professional Staff Bylaw be enacted; and

(b) the Medical Advisory Committee (MAC) recommended COVID-19 Response Expedited Credentialing process for New Professional Staff (as outlined in the MAC recommendation dated April 8, 2020) with further amendment that MAC review the requirement for the continuation of the process at a minimum every 90 days and report to the Board accordingly. CARRIED.

3.3 Resource Planning & Audit Committee Recommendation - St. Joseph’s 2019/20 Year End Results and Draft Audited Financial Statements

M. Knowles, Chair of the Resource Planning & Audit Committee, reported St. Joseph’s has maintained a balanced budget and is ending the fiscal year with a surplus which is result of favourable variances relating to realized capital gains on St. Joseph’s investment portfolio and Ministry funding. She acknowledged the work of the senior leaders throughout the organization for managing the hospital well and creating surpluses in various pockets of the organization.

Discussion ensued and question was raised with regards to the contingency reserve for COVID-19 response expenses and whether it is sufficient. Reply was provided regarding COVID-19 expenses to date and it was confirmed the hospital is tracking all COVID-19 expenses to submit to the Ministry. The Ministry is still clarifying what constitutes eligible costs for reimbursement as it relates to COVID-19. St. Joseph’s will be submitting its first report to the Ministry on June 22nd which will include March, April and May COVID-19 expenses. After that St. Joseph’s will submit on a monthly basis. There remains a risk the Ministry may not cover all expenses related to COVID-19.

It was MOVED and SECONDED St. Joseph’s Board of Directors the approval of a \$15.5 million operating surplus restriction to fund future capital purchases; and St. Joseph’s Board of Directors recommends 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, 2020. CARRIED.

4. Other Business Arising

4.1 Chair updates - Standing Committees of the Board

- (a) Health Care Ethics and People & Mission Committees – Draft 2019/20 annual Report on Mission, Spiritual Care and Health Care Ethics

N. Tahir advised the report was prepared and submitted jointly by the People & Mission Committee of the Board and the Health Care Ethics Committee of the Board for the full Board's review and support. The document demonstrates St. Joseph's continues to uphold the original mission of the Sisters. He acknowledged the support of St. Joseph's leaders Karen Stone, Patricia Hoffer and Karen Perkin and all other staff who provided content to the report, particularly during this resource-intensive time of COVID-19. He confirmed the report will be presented to The Society at the Annual Meeting of the members on June 15 and fulfills the Board's accountabilities to its owners, The Society.

ACTION: Board Members were invited to provide any additional feedback on the draft report via email to T. Cook by end of day Wednesday May 27th.

5. In-Camera Meeting

**It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 4:56 pm.
CARRIED.**

The regular meeting of the Board of Directors resumed at 6:22 pm.

Rising from the in-camera meeting of the Board of Directors, the Chair reported the Board of Directors concluded the annual President & CEO performance evaluation including the determination of performance-based compensation earned. The following motions were unanimously supported:

**It was MOVED and SECONDED St. Joseph's Board of Directors approve that based on the Annual CEO Performance Evaluation Review of 2019/20, Dr. Gillian Kernaghan, President & CEO, has earned 81.5% as performance-based compensation. This would amount to \$62,965.83 of the total performance fund available as confirmed by the Chief Human Resource Officer on direction from the Executive Committee.
CARRIED.**

**It was MOVED and SECONDED St. Joseph's Board of Directors authorizes the Executive Committee of the Board to review and approve St. Joseph's President & CEO's 2020/21 Performance Plan at its July 2020 meeting.
CARRIED.**

6. Adjournment

The Chair declared the meeting adjourned at 6:24 pm.

Howard Rundle, PhD, Chair

Dr. Gillian Kernaghan, Secretary