

## Meeting of the Board of Directors

Monday, January 29, 2024

3:30 pm start time

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

Via MS Teams video-conference

# MINUTES

**Minutes to be ratified next meeting**

Call to Order – Nawaz Tahir

The reflection was provided by John Yoo.

### 1. Education Session

The education session was presented by K. Perkin and N. Paul. The focus was on PET/CT, Theranostics, and the GE partnership. A Memorandum of Understanding has been signed to continue working on research partnerships. A current state assessment was completed.

### 2. Full Agenda / Consent Agenda

#### 2.1 Adoption of Full Agenda

**It was MOVED and SECONDED the agenda be adopted as circulated. CARRIED.**

#### 2.2 Approval of Consent Agenda

**It was MOVED and SECONDED that the Consent Agenda for the January 29, 2024 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.**

### 3. Reports

#### 3.1 Board Chair's Report

N. Tahir informed he met with Matthew Wilson, LHSC Board Chair, in December, as there was commitment to have regular meetings. They



### 2023/24 Membership

#### VOTING

Nawaz Tahir (Chair)  
Donna Ladouceur (Vice-Chair)  
Jonathan Batch (Past Chair)  
Peter Cassidy  
Lesley Cornelius, ICD.D  
Brandon de Vries (T)  
Joan Hubert (R)  
Mary Gillett, FCPA, FCA  
Don MacDonald, FCPA, FCA (T)  
Stephanie Marentette  
Fr. Frank O'Connor  
Robert Raymond (T)  
Howard Rundle, PhD  
Victoria Smye, PhD  
Janet Tufts

#### NON-VOTING

\*Abhijit Biswas, MD  
\*Lulu Bursztyn, MD  
\*Roy Butler, PhD  
\*Richard Corneil, C.Dir.  
Jayne Garland, PhD  
\*Sandra Northcott, MD  
\*Karen Perkin, RN, MScN  
\*John Yoo, MD  
\*ex-officios

#### Guests

Dr. Narinder Paul (T)  
Theresa Mikula (T)  
St. Joseph's Senior Leaders

#### Recorder

Joanna Teixeira

A = absent

R = regrets

T = via MS Teams

discussed issues in dispute along with methodology and process for communication. Agreement was made for quarterly meetings with both organizations, Board Chairs and CEOs.

The Ontario Hospital Association (OHA) held budget sessions with Board Chairs, CEOs and Senior Leadership Teams (SLT). These virtual sessions reviewed the political horizon, provincially and high points of OHA focus.

The Governance Committee discussed the board meeting format and conducted an examination of other similar organizations' meeting length and committee structure. In conclusion, it is determined St. Joseph's Board does a good job with agenda packages and timing and presently there is no need to modify structure as there are no major gaps. Members were invited to connect with N. Tahir if they wished to discuss the outcome of this matter further.

### 3.2 President and Chief Executive Officer

R. Butler highlighted several areas of development since the last Board Meeting including the following:

#### Federal updates:

- The MAID expansion in the context of mental illness is set for March 17, 2024. The OHA is advocating to delay this with particular concerns around equity and vulnerability, and access to care.

#### Provincial updates:

- In regards to Collaborative Benefits, the Provincial RFP is completed. Blue Cross and Manulife have been awarded and will begin to onboard hospitals April, 2024. St. Joseph's will extend its current contract with existing carriers (due for renewal April 1, 2024) for an additional two years to allow for an evaluation of the value of transitioning to Collaborative Benefits. A recommendation will be coming in May 2024 on how to proceed. The South West has a collective of hospitals that are on the same benefit plan and now looking at this collectively. Each hospital will do their own assessment on the value of moving to the new system. New Long-Term Care Investigation Unit has been created. Some homes have repeated/ongoing non-compliance issues and failure to comply with inspectors' orders. The Ministry will be hiring 10 investigators and spending \$7 million dollars. More information to come and will be shared.
- OHA Financial Advocacy to address a \$3 billion pressure in the system created by:
  - 1) Labour Costs – bill 124 and new negotiated collective agreements, the labour across Ontario is a \$2 billion issue.
  - 2) Inflation (medical/surgical supplies, pharmaceuticals, IT contracts, energy, and food)
  - 3) Service Growth
- In regards to hospital managed Long Term Care (LTC) Homes they are looking at capital development/redevelopment and operating deficits. There are 40 hospitals that manage LTC homes across the province. OHA has identified this is one of the areas of focus. When LTC staff are tied to hospital wages, pensions and benefits - there is a structural operating deficit and construction costs are high.
- OHA pre-budget advocacy anticipated timelines was reviewed. St. Joseph's advocacy continues. MPP visits are completed/planned. OHA and Ontario Health meetings are occurring.
- Draft 2024-25 St. Joseph's Budget will be presented to Resource Planning & Audit Committee in February. Unfunded programs including COVID clinic and COAST will be reviewed;
- 18 surge beds at Parkwood Main - advocating directly with Ontario Health to flow the money to St. Joseph's and in turn St. Joseph's will run the 40 beds to assist with community needs.

St. Joseph's Updates:

- Clinical and Master Planning: Great work happening with KPMG. Multiple user groups across the organizations. Doing deep dives in areas at a senior team level (i.e. mental health, surgery, LTC/geriatrics)
- Strategic Planning: The current plan ends March 2025 and the organization will go through a strategic planning process in 2024/25. It is an opportunity to review St. Joseph's Mission, Vision, Values. SLT will look at this at their leadership retreat and bring it back for board consideration.
- SLT Retreat is February 5-6, 2024, KPMG will bring first glance at what is surfacing in regards to the Capital Master Plan. This plan will come back to the March board meeting for approval of first part of clinical vision before looking at facilities.

St. Joseph's Highlights:

- St. Joseph's has made the Forbes list for the top 300 Canadian organizations ranking 53.
- Indigenous Led Hub/Shelters are located behind Parkwood. They are slated to be occupied by mid-February. Construction is being completed. There are 22 units and additional space within the main building for sleeping.
- Accredited with exemplary standing celebrations occurring across all sites.
- Pop up Pap Smear clinic occurred at St. Joseph's today with an overwhelming response. Over 105 people were seen in the clinic today.
- Lawson Health Research Institute is in the top 40 research hospitals in Canada. Lawson moved from 9<sup>th</sup> to 7<sup>th</sup> spot.
- Dr. Lisa Porter, new Vice-President Research and Scientific Director starts February 20.
- This is David Hill's last board meeting and there will be an opportunity to celebrate David in the future
- Wellbeing strategies are occurring across the organization (i.e. therapy dog visits, massages from Fanshawe students, healthy living series).

3.3 Medical Advisory Committee (MAC) Chair

S. Northcott provided an update to highlight that the Joint Subcommittee of the MAC has sunsetted. Relooking at St. Joseph's only Subcommittees of MAC and its membership.

Also highlighted as part of this transition, Dr. Baron advised MAC of clear direction from the LHSC Board that they wish to no longer hold joint meetings. There is commitment to have the joint committee continue this until March 2024. This will be discussed at MAC meeting on February 14. Board members are welcome to attend for this discussion. Concern raised for physician leaders who will then need to attend two separate MAC meetings. Suggested both organizations hold a meeting the same night with time in the middle for any city-wide discussions.

**ACTION: N. Tahir will inquire further with the LHSC Board Chair as to the reason for not wanting to hold joint MAC meetings.**

3.4 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. Jodi Younger, Vice President Patient Care and Quality, presented a mental health patient story.

3.5 Western University - Dean, Schulich School of Medicine & Dentistry

J. Yoo reminded Board Members of the match endowed Chairs program which helps recruit talent. There is a celebration occurring Wednesday January 31st for the Brunette Research Chair in Ophthalmology. J. Yoo highlighted a new recruit Dr. Robin Klein, who joins Western as the new Canada Excellence Research Chair (CERC) in Neurovirology and Neuroimmunology.

4. Business Arising

No business arose.

5. New Business

5.1 Chair Updates from Standing Committees of the Board

- (a) Governance Committee Recommendation – Credentialed Professional Staff By-Laws  
Governance Committee reviewed and endorsed amendments to St. Joseph's Credentialed Professional Staff By-Law at its January meeting. Reference was made to the document package which detailed the amendments along with comment from legal counsel.

S. Northcott highlighted:

- The amendments are compliant with legislative requirements and in alignment with the OHA template;
- Article 9.1, there was not a selection process and language now reflects board policy;
- Article 7 – any changes in language to departments or services are the decision of the board;
- Legal counsel has reviewed and confirms the amendments align with affiliation agreement;
- Language in Article 4.1 and 4.2(2) related to "Monitoring, Suspension, and Revocation" are new and align with the OHA/OMA prototype By-Law. LHSC's language in the same article has changed and is being approved. It is a noticeable difference between the two By-Law for Professional Staff. If St. Joseph's wanted to make a change now, it would require going back through the PSO process. It was recommended to not make a change.

**It was MOVED and SECONDED St. Joseph's Board of Directors approve the revisions to the St. Joseph's Credentialed Professional Staff By-Law, as presented and with an effective date of April 1st, 2024, and that this be forwarded to the St. Joseph's Health Care Society for approval at its March 2024 meeting. CARRIED.**

- (b) Governance Committee Recommendations – Revisions to Board Role Descriptions  
D. Ladouceur presented the amendments for the six role descriptions: Director, Second Vice-Chair, First Vice-Chair, Chair, Board of Directors, Chair, Standing Committee of the Board and Committee Member. She confirmed all role descriptions are compliant with the Ontario Not-for-Profit Corporations Act and have been vetted through St. Joseph's Equity, Diversity, Inclusion and Belonging (EDIB) Director to ensure consistency of language.

Discussion took place and it was suggested that on the Director, Board of Directors role description the addition of Mission, Vision and Values that appears on the Committee Member role description be added under the accountabilities heading.

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the Director, Board of Directors role description as amended. CARRIED.**

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the Second Vice-Chair, Board of Directors role description, as presented. CARRIED.**

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the First Vice-Chair, Board of Directors role description, as presented. CARRIED.**

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the Chair, Board of Directors, as presented. CARRIED.**

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the Chair, Standing Committee of the Board, as presented. CARRIED.**

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the Committee Member, as presented. CARRIED.**

(c) Governance Committee Recommendation Revisions to Nominating Subcommittee Terms of Reference

D. Ladouceur referenced the proposed amendments to the Nominating Subcommittee Terms of Reference. The process for nominating is under way now and the first meeting of the Subcommittee will be early March.

Discussion took place and the following questions, comments, suggestions arose:

- In the last bullet under mandate, change “Conclude the work...” to “Conclude the annual work...”;
- Meeting frequency – change to “In accordance with the workplan or at the call of the Chair”
- It was stated that the preamble of all Terms of Reference for all Committees will be removed. There is concern about their removal however portions of the preamble are captured in a variety of other places such as the preamble of the By-Law and the reminder statement at the top of all Board/Committee meeting agendas;
- The concept of mission and ensuring deliberations take place with that context are the purview of the Chairs and Governance Committee.

**It was MOVED and SECONDED St. Joseph's Board of Directors approves the amendments made to the Nominating Subcommittee Terms of Reference, as amended. CARRIED.**

(d) Governance Committee Recommendation – New Member Application Form

The Chair of Governance Committee informed that the edits proposed to the New Member Application Form involved significant deliberations with St. Joseph's EDIB Director.

**It was MOVED and SECONDED St. Joseph's Board of Directors approve the amendments made to the New Member Application Form as presented. CARRIED.**

(e) Stoplight Reports from Quality Committee of the Board

L. Cornelius, Chair of Quality Committee highlighted for Members the success related to the Ambulatory Medication Reconciliation quality improvement plan goal for 2023/2024 being achieved

and surpassed leading up to Accreditation in October 2023. The Quality Committee also raised for awareness concerns with wait times and health human resource issues in CT, MRI, & Breast Care Program.

## 6. In-Camera Meeting

It was **MOVED** and **SECONDED** the meeting of St. Joseph's Board of Directors move in-camera at 5:27 pm. **CARRIED.**

Rising from in-camera Board meeting, the Chair reported the Board received a mid-term update from the MAC Chair related to their achievement toward their goals for 2023/24.

## 7. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:57 pm.

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Nawaz Tahir, Chair

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Roy Butler, Secretary