

Meeting of the Board of Directors

Monday, May 27, 2024

3:30 pm start time

St. Joseph's Hospital – Adams Boardroom A2-041 and via MS Teams video-conference

MINUTES

Call to Order – Nawaz Tahir

The Chair welcomed S. McKay and C. Young-Ritchie.

The reflection was provided by Lesley Cornelius.

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 27, 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.

2. Reports

2.1 Board Chair Remarks

N. Tahir offered congratulations to St. Joseph's Health Care Foundation for a successful Breakfast of Champions event.

- (a) Report from Ontario Hospital Association (OHA) Leadership Summit
N. Tahir and R. Butler attended the OHA Leadership Summit for Board Chairs and CEOs in early May. He provided the Board with an overview of the topics covered at the Summit and offered to share the materials with Members via the secure board portal. He also invited the Board to view a YouTube video called "Ants create lifeboat in the Amazon" which depicts the notion of collective leadership.

In conclusion, N. Tahir summarized his takeaways from the Summit as follows:

- St. Joseph's has a great reputation – organizationally and in its leadership;



2023/24 Membership

VOTING

Nawaz Tahir (Chair)
Donna Ladouceur (Vice-Chair)
Jonathan Batch (Past Chair) (R)
Peter Cassidy
Lesley Cornelius, ICD.D
Brandon de Vries
Joan Hubert
Mary Gillett, FCPA, FCA
Don MacDonald, FCPA, FCA
Stephanie Marentette (V)
Fr. Frank O'Connor
Robert Raymond
Howard Rundle, PhD
Victoria Smye, PhD (R)
Janet Tufts

EX-OFFICIO NON-VOTING

Abhijit Biswas, MD (R)
Lulu Bursztyn, MD
Roy Butler, PhD
Richard Corneil, C.Dir.
Jayne Garland, PhD (R)
Scott McKay, MD
Karen Perkin, RN, MScN
John Yoo, MD (R)

Standing Guests

St. Joseph's Senior Leaders

Recorder

Terri-Lynn Cook

A = absent

R = regrets

V = virtual

- St. Joseph's is ahead of the curve in being an anchor organization and leading on the "whole of person" approach;
- St. Joseph's is ahead of the curve in leadership development, though there is always room to enhance;
- One opportunity St. Joseph's could explore is the use of artificial intelligence (AI) – not for the sake of it, but in a purposeful manner to impact clinical care.

(b) Notice – June 19, 2024 series of meetings

N. Tahir stated the document outlines the various meetings occurring on Wednesday June 19th and confirmed that all meetings are in-person at Parkwood Institute Main Building. T. Cook will be sending individual calendar appointments to the Directors required at each meeting.

R. Butler added that Atlohsa is planning an Indigenous Exhibition to be held on June 19th in recognition of Indigenous Solidarity Day. It is a time to celebrate Indigenous culture, people and relations. As this event coincides with the series of year end meetings, the Board is invited to partake in the Exhibition event from 10 a.m. to 12 noon, if they choose. T. Cook will circulate an email with the Exhibition details.

(c) 2024/25 DRAFT Board Work Plan (for review and feedback)

N. Tahir referenced the draft Board Work Plan for 2024/25. He invited feedback of edits to the draft and confirmed a final draft will be positioned in the June 19th agenda package for Board approval.

Request was made to add capital master planning to the Work Plan as there will be key updates/touchpoints for the Board.

N. Tahir informed Members that KPMG is establishing a Board Network for Trustees and Directors of Ontario Hospitals which will meet periodically to hear from relevant thought leaders and discuss relevant topics with a focus on what a board member needs to know. He suggested it is an exciting opportunity for St. Joseph's Board to participate and network with members of other Boards. Their first engagement session is on September 10th and is about how Boards oversee quality of care. Janet Davidson will share her experience as a former Hospital CEO, current Hospital Board member and Administrator of Nova Scotia Health and will be joined by a few other speakers. At this point the meeting is set up to be in-person, in Toronto at KPMG's offices, but it is expected a virtual option will be added. T. Cook will circulate the information and those interested are invited to reply to T. Cook.

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 Catholic Health Alliance of Canada's (CHAC) annual conference was held in Winnipeg and focused on compassion in health care. The day before the conference was the CHAC CEO Roundtable which was dedicated time to have open dialogue on what it means to be a welcoming catholic institution for the LGBTQ2S+ community.
- The Ontario Hospital Association (OHA) has commissioned the University of Toronto to conduct an analysis of Health in 2040 to aid in determining the need/demand of the system over the next 15 years to gain some understanding of the impact. The full report on this will be released in the Fall;

- The Ministry and Ontario Health have focus on accountability, performance and efficiency. Through benchmarking they will look for efficiencies and work with hospitals to find them. Hospitals will start to see tools related to this;
- St. Joseph's funding letter has not been received but is expected early June;
- Some hospitals are looking at standing down their mandatory COVID vaccination requirement. The OHA spoke to the Southwest Regional CEO's table about this just last week and this is an active conversation across the province.

2023/24 Q4 Corporate Scorecard

R. Butler provided highlights from the fourth quarter corporate scorecard and strategic plan results. He stated:

- there has been a lot of work on the Indigenous Strategy, Health & Homelessness strategy and clinical services planning;
- St. Joseph's did achieve its additional operating room (OR) hours targeting long wait cases for additional OR time;
- there are improved rates related to access and flow at various Parkwood Main programs;
- On the research side, there has been lots of engagement sessions since L. Porter joined as VP Research;
- One-Chart Phase II is on track however some of the patient facing pieces did not move as fast as had hoped and will carry over into next fiscal;
- St. Joseph's finance indicator has ended fiscal 2023/24 in a positive position;
- Both the People and most of Quality and Safety indicators are showing improvement; and,
- St. Joseph's met its Hospital Services Accountability Agreement volumes.

2.3 Medical Advisory Committee (MAC) Chair

S. McKay reported that Dr. Ali Bateman, current Chair of Quality Council, has accepted a second term as Chair. Other work relates to what were city-wide committees of the MAC such as City-Wide Credentials Committee (CWCC). It was determined there will be separate CWCCs but that the two committees will conduct some work in parallel as some of this is the same work. It is shaping up to be efficient and collaborative. He informed that there is a Credentialing Committee meeting tomorrow where all re-appointments of Credentialed Professional Staff will be vetted before proceeding to the respective MACs and Boards.

S. McKay informed that the last collaborative session between the LHSC and St. Joseph's MACs hosted Patrick Hawkins, legal counsel, who provided an overview of the accountabilities of a MAC, the role of a MAC and the accountabilities of the Chiefs of Departments. The MACs are working on a schedule of topics for future collaborative sessions.

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. Roy Butler, President & CEO, shared a personal story about care he received at St. Joseph's and how throughout his experience he observed and listened, and witnessed the culture and care provided by staff.

(b) 2023/24 Q4 Quality Results

L. Cornelius, Chair of Quality, confirmed the Quality Committee reviewed in detail the fourth quarter quality results. She summarized some of the findings as follows:

- There was a lot of work done leading up to accreditation and now St. Joseph's is in a position to sustain these gains;
- The patient survey target remains on the quality improvement plan (QIP) and in fact the target has risen for next year;
- Discharge summaries have improved but did not achieve target and while not on the 2024/25 QIP it will continue to be a reported indicator;
- CT/MRI wait times continue to be a challenge and are due to a combination of increased demand, funding, and staffing issues. This indicator has changed, provincially, for next year with the focus on maintaining or improving current performance;
- Under "Safety, Percentage of Reported Workplace Violence Events Reported as Lost Time or Healthcare with Completed Root Cause Analysis", the root cause analysis piece is a complex investigation which can delay completion. A working group has been created to look at the process and ways to improve. This will remain a QIP indicator for 2024/25;
- With respect to the "percent excellent resident rating of "overall quality of care and services" for Veterans Care", this target is comparable to the sector. Performance in 2023/24 was higher than the target and the target has increased for 2024/25.

2.5 St. Joseph's Health Care Foundation

T. Mikula thanked those who attended the Breakfast of Champions Event. She recalled at the event a new Patient Assistance Fund for Mental Health was introduced and announced that over \$10,000 was raised that morning! The fund is ongoing and donations can be made online at: [Support the Patient Assistance Fund for Mental Health Care | St. Joseph's Health Care London](#). She then provided the following updates:

- Dr. Hayley Wickenheiser seven-time world champion, five-time Olympic medalist, physician, author and member of the Order of Canada will be the special guest at the 2024 Tribute Dinner scheduled for October 9, 2024. Tickets are on sale as of June 24th and the event has already achieved \$140,000 of in sponsor funds;
- The Dream Lottery is 81% sold with the draw happening on June 26th. Proceeds from the lottery are going toward breast imaging at St. Joseph's;
- Fiscal 2023-24 was another year of strong financial performance;
- The Foundation's annual meeting followed by a retirees celebration dinner is scheduled for June 26th.

3. Business Arising

Standing agenda item, no business arose.

4. New Business

4.1 Resource Planning & Audit Committee (RPAC) Recommendations

(a) Internal Audit Plan 2024-25

M. Gillett recalled to Members that prior to 2021, St. Joseph's had a shared internal audit team with LHSC and St. Joseph's Board made the decision to change the model. COVID came and that delayed moving forward with a request for proposal (RFP) process which was not completed until summer 2023. KPMG was the successful vendor through the RFP and the proposed audit plan has been an iterative process with multiple touchpoints at RPAC and the Senior Leadership Team. She highlighted the immediate, medium and long term audit projects stating they really go beyond typical accounting type projects. One matter discussed at RPAC

was that given the types of projects there will be a lot of dispersion the work which alleviated RPAC's concerns about too much work all at once.

The Board engaged in discussion and the following comments were provided:

- There is a broad spectrum of skills needed to conduct all of the projects listed;
- Internal Audit “works” for the Board;
- There is evidence that there has been a good process in establishing the plan;
- The cost is slightly more than the annual budget but there have been several years where St. Joseph's has not put any funds to internal audit. As such, there is comfort with the proposed spend;
- There is an opportunity to conduct audit of cyber security jointly with LHSC however the primary focus will be a St. Joseph's-only focus.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the 2024/25 Internal Audit Plan. CARRIED.

(b) St. Joseph's 2023/24 Year End Results and Draft Audited Financial Statements

M. Gillett referenced the year end financial results report. She confirmed that throughout the year the current ratio has not always been at target but has ended above the target. While St. Joseph's ended the year in a favourable position, she did provide explanation to Directors to understand those contributing factors.

St. Joseph's has always been transparent with what it wants to do with surplus funds and has a history of being careful stewards of funds and investing in capital purchases for the greater good. As such, RPAC is putting forward a motion to move some restricted funds to fund future capital purchases which would mean these funds are now earmarked for something specific.

M. Gillett confirmed that RPAC had the opportunity to speak with the auditors with management, as is normal practice. She shared the auditors are complementary to St. Joseph's finance team for their cooperation throughout the audit. M. Gillett highlighted that the external auditor is also auditor for LHSC and the question arose at RPAC as to how the auditor is going to deal with conflicts of interest in terms of the next phase of some of the dissolutions. RPAC was assured and satisfied with the auditor's response and their commitment to adhere to generally accepted auditing standards as well as professional standards.

It was MOVED and SECONDED that St. Joseph's Board of Directors endorses and recommends to the St. Joseph's Health Care Society approve a \$19.3 million operating surplus restriction to fund future capital purchases. CARRIED.

It was MOVED and SECONDED that St. Joseph's Board of Directors endorses and recommends to the St. Joseph's Health Care Society approve St. Joseph's Health Care London's audited financial statements for the year ended March 31, 2024. CARRIED.

4.2 Health Care Ethics and People & Mission Committees – Draft 2023/24 Annual Report on Mission, Spiritual Care and Health Care Ethics (for review and feedback)

J. Hubert, Chair of People & Mission Committee informed that the report was prepared jointly by the People & Mission Committee of the Board and the Health Care Ethics Committee of the Board and is presented to the full Board for review, input as to possible edits, additions, deletions and overall

support. She acknowledged the efforts of St. Joseph's leaders specifically Karen Perkin, Andrew Davidson, Marleen VanLaethem, Patricia Hoffer, the Communications Team and all other staff who provided content to the report. She commented the report is a compilation of the work overseen by the two Committees and reflects many St. Joseph's achievements in 2023/24. She confirmed the report will be presented to St. Joseph's Health Care Society (Society) at the Annual Meeting of the Members on June 19 and fulfills the Board's accountabilities to its owners, the Society.

ACTION: Board Members were invited to submit any additional comments, questions or edits to T. Cook, via email, by end of day Friday May 31st.

4.3 Governance Committee Recommendations:

R. Corneil informed that St. Joseph's Health Care Society (Society) has been working with legal counsel from Borden Ladner Gervais (BLG) toward better governance practices. He stated that at one point in time it was important and in the interest of the Society to have an elected Director representative on the hospital Board, but this is no longer the case. On the advice of BLG, the proposal is to move away from the elected Director representative and into a formal observer agreement. The agreement helps to modernize the relationship, adds clarity to the relationship, helps to adjust potential conflicts of interest that may arise and brings consistency to the Society and all its sponsored organizations. R. Corneil confirmed the Society is seeking this change with all its sponsored organizations.

(a) New Board Observer Agreement

Discussion took place and clarification was provided as to why the agreement is between three parties: the Society, the Society's representative and the Hospital Board. It is structured this way so that it protects all parties and really allows the Board to have a direct way of dealing with the representative without having to go through the Society. It is also truly about the individual such that if R. Corneil left the Society there would need to be a new agreement with a new Society representative.

Question arose whether this type of relationship should be explored with other ex-officio members of the Board? It was recalled to Members that as the Board went through the Ontario-Not-for-Profit Corporations Act (ONCA) amendments to its By-Law, BLG did advise to remove all ex-officios and that the Board made the decision to keep them. It does not mean this cannot change in the future.

R. Corneil echoed the Society's appreciation to the Governance Committee of the Board for their work on the Observer Agreement as this item was addressed over several meetings.

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the Observer Agreement and that the Observer Agreement be effective June 19, 2024.

CARRIED.

(b) Revised St. Joseph's Administrative By-Law

It was MOVED and SECONDED that St. Joseph's Board of Directors endorse and recommend the revised Administrative By-Law to St. Joseph's Health Care Society for approval.

CARRIED.

(c) Revised Terms of Reference: Executive Committee

It was MOVED and SECONDED that St. Joseph's Board of Directors approve the amendments made to the Terms of Reference for Executive Committee. CARRIED.

2.1 Chair Updates from Standing Committees of the Board

(a) Stoplight Report from Quality Committee of the Board

The Chair invited any questions/comments from Members to the Quality Committee's report. No discussion was held.

(b) Stoplight Report from Resource Planning & Audit Committee of the Board

M. Gillett referenced the report which provided an overview of the current state of St. Joseph's cash and investments that make up all capital reserves and the upcoming capital investments planned from those reserves. It was confirmed that the total cost of the imaging project is \$32.6M and that the One-Chart project will continue to fiscal 2024/25. While One-Chart Phase II will be completed in 2024/25 there will always be further enhancements to the electronic record. The largest investment is within the first few phases.

5. In-Camera Meeting

It was MOVED and SECONDED the meeting of the Board of Directors move in-camera at 5:20 pm. CARRIED.

The regular meeting of the Board of Directors resumed at 6:38 pm.

N. Tahir gave recognition to retiring Director, B. de Vries, as he is not able to be present at the last meeting scheduled for June 19th. He confirmed that other retirees will be verbally recognized at the June 19th meeting and, in a formal manner, all retirees will be recognized at the next Board Recognition Event which occurs at the conclusion of his term as Board Chair June 2025.

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

- The Board approved Directors entering a second 3-year term: Peter Cassidy and Victoria Smye;
- The Board approved New Directors entering a first 3-year term: Paul Duginsin and Josh Melchers;
- The Board approved New Community Members on Standing Committees of the Board for the 2024/25 board cycle as follows:
 - Governance Committee: Lynne Livingstone;
 - Health Care Ethics Committee: Marlene Le Ber and Taimi Williamson;
 - People & Mission Committee: Theresa Mikula;
 - Quality Committee: Paul King;
 - RPAC: Stephen Bolton and Scott Schofield; and,
 - Investment Subcommittee of RPAC (ISC of RPAC): Paaras Wadhwa.
- The Board approved the Returning Community Members on Standing Committees of the Board for the 2024/25 board cycle as follows:
 - Health Care Ethics Committee: Father Jason Kuntz, Anna Hendrikx, Brenda Sarkany, Abd Alfatah Twakkal;
 - People & Mission Committee: Martin Galczynski, Erin Rankin-Nash, Anne-Marie Sanchez, Jim Sheffield;
 - Quality Committee: Eric Keep, Jeanne Bank, Felipe Rodrigues, Kubet Weston;

Meeting of the Board of Directors – Minutes

Monday, May 27, 2024



- RPAC: Matthew Pepe, Christina Porter, Sara Stachura; and,
- ISC of RPAC: Taimi Williamson.
- The Board approved Director assignments for 2024/25;
- The Board approved the RPAC representatives cross-appointed to ISC of RPAC: Paul Dugsin and Scott Schofield; and,
- The Board approved CEO, Roy Butler, has achieved 79.33% of his established goals for 2023/24 to be paid as performance-based compensation equating to \$49,859.

6. Termination of Meeting

There being no further business, the Chair declared the meeting terminated at 6:41 pm.

Nawaz Tahir, Chair

Roy Butler, Secretary