

ARNPRIOR REGIONAL HEALTH
Meeting of the Board of Directors
June 16, 2022

MINUTES

PRESENT: Cathy Jordan, Chair, Donna Anderson, Jenny Buckley, Barbara Darlow, Barbara Kieley, Doug MacCrae, Tyler Pirie, Erin Stitt-Cavanagh, Curtis McGrath, Leah Levesque, Raeline McGrath, Dr. Florin Padeanu, Janice Dunn

REGRETS: Robin Sully, Katrin Spencer, Dr. Susan Kurian, Mark MacGowan

GUESTS: Brad Hilker, Andrea McClymont, John Gruno, Christine Carnegie, Jenn Theron, Patricia Murphy, Julie Byers, Shawna Nicoll, Vicki Hallas, Roslyn Landriault, Anne Reich

RECORDER: Brenda Donnelly

1.0 Call to Order

The Chair called the meeting to order at 1700 hours with a quorum present.

The Chair welcomed Andrea McClymont - VP Human Resources, and Christine Waite - Executive Assistant, to the meeting and congratulated them on their new positions. The Chair noted that this was Brenda Donnelly's final Board meeting and thanked her for her support to the Board over the past months.

2.0 Approval of Agenda

MOTION #1

Moved by: Tyler Pirie

Seconded by: Barb Darlow

That the Agenda be accepted as presented.

MOTION CARRIED

3.0 Declaration of Conflict of Interest

Members were asked to declare any conflict of interest; none declared.

4.0 Presentation of Achievements – Leadership Team

- **New Grove Move**

John Gruno, Manager, Plant Operations & Maintenance, Christina Carnegie, Manager, Food Services, Jennifer Theron, Resident Care Manager and Patricia Murphy, Resident Services Manager presented on accomplishments they were most proud of during the new Grove move October 13 and the opening of the third RA on June 8th, 2022.

- **Meditech Connected Care Project**

Anne Reich, Manager, Pharmacy, Julie Byers, Acting Manager, Health Information Services & Decision Support, Vicki Hallas, Manager, DI, and Shawna Nichols, Manager IPU, presented on the Meditech Connected Care Project.

- **Surgical Program Expansion**

Raeline McGrath, VP Patient Services, presented on the Total Knee Arthroscopy Collaboration between Queensway Carleton Hospital and Arnprior Regional Health.

Congratulations were given to each Team for their commitment, passion and energy.

5.0 Consent agenda

Ms. Jordan asked Directors if anyone wished to have an item under the Consent Agenda removed for further discussion. There were no items removed.

The following matters were then presented under the Consent Agenda for Board consideration:

1. Board Minutes: April 21 & May 19, 2022
2. Grove/Seniors Village Committee Minutes: May 5, 2022
3. RPAC Minutes: May 26 & June 10, 2022
4. Governance Committee Minutes: June 7, 2022
5. ARH Foundation Report
6. ARH Auxiliary Report
7. CEO, CFO and Administrator Compliance Report
8. Next Regular Board meeting – September 15, 2022

MOTION #2

Moved by: Jenny Buckley

Seconded by: Doug MacCrae

that the Board of Directors accepts the Consent Agenda items as listed.

MOTION CARRIED

6.0 Business Arising from the Minutes

6.1 2022/23 Strategic Goal – People Goal

Ms. Kieley provided some context of RPAC activities related to the 2022/23 Strategic Goals.

Moved by: Barbara Kieley

Seconded by: Tyler Pirie

That the ARH Board of Directors approve the 2022/23 Strategic Goal – People Goal, that by March 31, 2023, ARH will increase the % positive score for overall engagement of employees by 3% over the 2021/2022 score.

MOTION CARRIED

6.2 Integrated Risk Management Policy

The IRM Framework was approved previously by the ARH Board of Directors. The IRM policy returned to the Governance Committee and is being presented for Board approval. Following discussion, it was agreed to that “Board sub-committees (Resource Planning and Audit, Quality Committee and Governance Committee)” be replaced with “Board standing committees”.

Moved by: Jenny Buckley

Seconded by: Donna Anderson

That the ARH Board of Directors approve the Integrated Risk Management Policy, with noted changes.

MOTION CARRIED

6.3 Investment Policy

Ms. Kieley provided context of work by RPAC in reviewing of financial policies and the remaining Investment Policy which segmented reserves from investments.

Moved by: Barbara Kieley

Seconded by: Donna Anderson

That the ARH Board of Directors approve the Investment Policy as presented.

MOTION CARRIED

7.0 Items for Discussion/Approval/Endorsement:

7.1 BPSAA/HSAA and MASAA 2021/22 Declarations of Compliance

Moved by: Barb Darlow

Seconded by: Donna Anderson

That the Board of Directors approves the 2021/22 PBSAA, HSAA and MSAA Declarations of Compliance as presented.

MOTION CARRIED

7.2 2021/22 Audited Financial Statements

Ms. Kieley reported that RPAC met with external auditors to review the audit report. The result was a clean audit with no significant changes, no significant risks or control deficiencies, and no issues with account practices and policies. The Senior Leadership Team was recognized for their good management, as ARH is in good financial shape and the trajectory looks favorable.

Moved by: Barbara Kieley

Seconded by: Doug MacCrae

That the ARH Board of Directors approve the 2021/22 Audited Financial Statements.

MOTION CARRIED

7.3 2022/2023 Recommendation of Auditors

Ms. Kieley informed the Board that a special RPAC meeting was held on June 10th to review the results of the RFP and to recommend the appointment of auditors.

Moved by: Barbara Kieley

Seconded by: Curtis McGrath

That the ARH Board of Directors approve the appointment of KPMG as the auditors for 2022/23 and for the subsequent 4 years.

MOTION CARRIED

7.4 Discussion About Bylaw Amendment - Number of Board Members and Rules of Order

A discussion took place regarding the challenges faced in recruiting Board members to fill the vacant Director vacancies. After consultation with legal counsel, the Recruitment Committee recommended that ARH Bylaw 4.1a be amended, reducing the number of Board members for the coming year.

Following a lengthy discussion, Directors agreed that a Bylaw change should be presented at the AGM, changing the number of Directors to 10.

It is anticipated that this change to board membership will be in effect for the coming year and provide the Recruitment Committee time to continue to focus on recruiting additional Board members who are able to fill the vacancies according to the skills required.

Moved by: Jenny Buckley

Seconded by: Donna Anderson

The Board hereby resolves to amend the corporate by-law as follows:

Article 4 Directors

4.1 Composition of Board

The Board shall consist of:

- (a) ~~twelve (12)~~ ten (10) Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.9;*

[The above change will not take effect until confirmed by 2/3 of the members at a meeting of members.]

Article 16 Rules of Order

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the Public Hospitals Act or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board from time to time, ~~or failing such resolution, adopted by the chair of the meeting. (Note: Kerr & King, Procedures for Meetings and Organizations, 3rd edition, approved by board resolution September 19, 2013.)~~

[This change to take effect immediately.]

MOTION CARRIED

7.5 Governance Nominating Committee

Ms. Buckley referred to the Recruitment Briefing note contained in the meeting package.

Moved by: Jenny Buckley

Seconded by: Tyler Pirie

That the ARH Board of Directors accepts the recommendation of the Governance Committee and approves the following slate of candidates for election at the 2022 AGM:

Beth Ciavaglia as Director for a 3-year term ending June 2025, and further recommends Oliver Jacob as Director to complete the remaining one year of a 3-year term ending June 2023, and the appointment of Maggie Harbert as Community Member on the Quality Committee for a one-year term ending June 2023.

MOTION CARRIED

8.0 Items for Information

8.1 President and CEO Report

Ms. Levesque provided an update to the May 2022 CEO Report which was included in the meeting package.

Ms. Levesque informed that notifications were mailed out to individuals affected by the cyber security breach.

Ms. Levesque reported that she and Ms. Jordan attended the first Ontario West Four Rivers CEO/Board Chairs meeting.

The ARH Foundation has committed to \$20,000 over the next 10 years for employee Bridging Bursaries to support the professional development of staff.

8.2 Stakeholder/Strategic Planning Update

The Strategic Planning Steering Committee Planning update was included in the meeting package and outlined the proposed approach and timelines, definitions of what a product and process outcome should include, stakeholder engagement, time commitment and expectations and next steps.

8.3 QIP 2022-2023

The Quality Improvement Plan Narrative for Health Care Organizations in Ontario was Included in the meeting package. It was noted that the QIP is voluntary this year.

9.0 Acknowledgements/Thank you

On behalf of the Board of Directors, Ms. Jordan recognized Board members who are retiring this year. Barb Darlow and Donna Anderson were thanked for their nine years on the Board and Mark MacGowan, Barbara Kieley and Tyler Pirie and were thanked for their contributions and expertise during their time on the Board.

Certificates of Appreciation were given to all Directors in recognition of their years of commitment and participation on the ARH Board of Directors.

9.0 Move Meeting In-Camera

MOTION #5

Moved by: Tyler Pirie

Seconded by: Erin Stitt-Cavanagh

that the meeting moved in-camera at 6:29 hours.

MOTION CARRIED

10.0 Move Meeting Out of In-Camera

MOTION #7

Moved by: Tyler Pirie

Seconded by: Oliver Jacob

that the meeting moves out of in-camera at 1847 hours.

MOTION CARRIED

11.0 Adjournment

The Chair declared that the business of the meeting was completed and adjourned the meeting at 1850 hours

Cathy Jordan, Board Chair

Leah Levesque, Secretary