

ARNPRIOR REGIONAL HEALTH
Meeting of the Board of Directors
June 22, 2023

MINUTES

Present: Cathy Jordan, Chair, Beth Ciavaglia, Oliver Jacob, Colleen MacPhee, Bob McGaraughty, Jenny Buckley, Curtis McGrath, Robin Sully, Erin Stitt-Cavanagh

Staff: Leah Levesque, Raeline McGrath, Janice Dunn, Dr. Florin Padeanu, Jeff Letourneau, Janet Brown

Guests: Rob Clayton, KPMG, Ben Gardiner, ARHF Executive Director

Regrets: Andrea McClymont

Recorder: Christine Waite

1.0 Call to order

Cathy Jordan called the meeting to order at 1648 hours with a quorum present.

2.0 Land Acknowledgement

Land acknowledgement was read by Erin Stitt-Cavanagh.

3.0 Approval of agenda

MOTION #1

Moved by: Beth Ciavaglia

Seconded by: Colleen MacPhee

That the agenda be accepted as presented.

Motion carried.

4.0 Declaration of Conflict of Interest

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

5.0 Consent Agenda

Cathy Jordan asked directors if anyone wished to have any items under the consent agenda removed for further discussion. No items were brought forward.

The following matters were then presented under the consent agenda for Board consideration:

Minutes Board of Director's meeting May 18, 2023

Minutes Governance meeting June 7, 2023

Minutes Quality Committee May 18, 2023

Minutes RPAC meeting May 25, 2023

ARH Auxiliary Report

ARH Foundation Report

MOTION #2

Moved by: Robin Sully

Seconded by: Oliver Jacob.

That the Board of Directors approves the consent agenda as presented.

Motion carried.

Cathy Jordan expressed gratitude for the support of the ARH Auxiliary and ARH Foundation over the past year.

6.0 Items for Approval / Endorsement

6.1 2022/23 Audited Financial Statements

MOTION #3

Moved by: Curtis McGrath

Seconded by: Jenny Buckley

Be it resolved that the Board of Directors approves the Audited Financial Statement as presented.

Motion carried.

6.2 BPSAA Attestation/HSAA Declaration of Compliance

BPSAA Attestation and Use of Consultants:

Annual attestation of the BPSAA and Use of Consultants Declaration was presented as circulated.

MOTION #4

Moved by: Bob McGaraughty

Seconded by: Curtis McGrath

That the Board of Directors approves the 2022/23 BPSAA and Use of Consultants Declaration as presented.

Motion carried.

HSAA Declaration of Compliance:

The HSAA Declaration of Compliance was presented as circulated.

MOTION #5

Moved by: Beth Ciavaglia

Seconded by: Erin Stitt-Cavanagh

That the Board of Directors approves the 2022/23 HSAA Declaration of Compliance and authorizes Cathy Jordan, Board Chair to sign the declaration.

Motion carried.

6.3 2023/24 Recommendation of Auditors

MOTION #6

Moved by: Curtis McGrath

Seconded by: Oliver Jacob

That the board accepts the recommendation of the Resources Planning and Audit committee to recommend to the corporate membership at the Annual General Meeting the appointment of KPMG as external auditors for Arnprior Regional Health for fiscal year 2023/2024.

Motion carried.

6.4 By-Laws Update

6.4.1 By-Laws Update ONCA

The finalized ONCA Compliant Corporate By-Laws were presented as circulated in the meeting package. Oliver Jacob addressed the recommendation made by the Governance committee to consult legal counsel regarding the size of the board, resulting in a recommendation to increase the minimum number of directors from 8 to 10.

“Article 4: Directors

4.1 Size and Composition of Board

As set out in the Articles, the Board shall consist of between ~~eight (8)~~ ten (10) and eighteen (18) Directors. The Board size shall be fixed at fourteen (14) until changed by Special Resolution. The Board shall consist of:

(a) 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 4.8; and,

(b) the Chief Executive Officer, the Chief of Staff, the President of the Medical Staff and the Chief Nursing Executive, as ex-officio non-voting Directors.”

MOTION #7

Moved by: Jenny Buckley

Seconded by: Colleen MacPhee

That the members hereby adopt the finalized ONCA compliant Corporate By-Laws with the amendment to section 4.1, and further adopt the Articles of Amendment a presented. These changes take effect immediately upon member approval.

Motion Carried

Cathy Jordan expressed thanks to Bob McGaraughty and Oliver Jacob for their excellent work ensuring the Corporate By-Laws were ONCA compliant.

6.4.2 By-Laws Revisions - Professional Staff

The revised Professional Staff By-Laws were presented as circulated in the meeting package. Leah Levesque informed the members reviews have taken place by legal counsel and recommendations accepted by the Medical Advisory Committee, the Medical Staff and the Governance Committee.

MOTION #8

Moved by: Oliver Jacob

Seconded by: Bob McGaraughty

The Members hereby confirm and approve the changes made to the Professional Staff By-Laws. These changes take effect immediately upon Member approval.

Motion Carried

6.5 Slate of Candidates

A successful public recruitment cycle was completed for the purpose of replacing two retiring directors, Erin Stitt-Cavanagh, and Bob McGaraughty, and to fill the remaining a 1-year, of a 3-year term vacancy.

Two directors are seeking renewal for 3-year terms Oliver Jacob, and Colleen MacPhee, and three applicants Borys Koba, Rick Holock, and Pete Kenny were interviewed and are recommended for election. Bios of new applicants were reviewed; any perceived conflict of interest were discussed.

The following directors have declared their intention to return for the 2023/2024 year, Beth Ciavaglia, Jenny Buckley, Curtis McGrath, Robin Sully and Cathy Jordan.

In addition, two committee member candidates have been interviewed; reference checks are pending for one of the candidates.

MOTION #9

Motion by: Oliver Jacob

Seconded by: Bob McGaraughty

Be it resolved that the following slate of candidates be recommended for election to the Board of Directors of Arnprior Regional Health for the 3-year term ending June 2026; re-election of Oliver Jacob and Colleen MacPhee and newly elected Borys Koba and Rick Holock. Peter Kenny be elected for the remaining year, of the term ending June 2024.

Motion Carried

6.6 Committee Member Appointment

MOTION #10

Motion by: Oliver Jacob

Seconded by: Jenny Buckely

Be it resolved that the following committee members be appointed as candidates for 1-year terms ending June 2024:

Maggie Harbert and Collins Ferguson to the Quality Committee

John Handal & Dr. Christina Veale to the Governance Committee

Katrin Spencer to the Resources Planning and Audit Committee

Motion Carried

6.7 2022/23 Update IRM Framework

The IRM was presented as circulated in the meeting package, and the members informed of a review which will be conducted over the summer. A request for bi-annual IRM updates from the Executive Committee to the board was made.

Member Colleen MacPhee noted the IRM's value. Clearly identifying risk and mitigation for board awareness. Kudos were provided for this information and level of detail.

7.0 Items for Information

7.1 Chair Report: June 2023

A report from the Board Chair was circulated in the package, in addition recently Cathy Jordan attended the Auxiliary AGM and Foundation AGM.

The members were informed the Foundation has 9 board members. Terry Wright will continue to serve as Chair and Katherine Luckette has been elected to Vice-Chair.

7.2 CEO Report: April 2023 & May 2023

The April and May reports of the CEO were circulated in the package. In addition, a recommendation will be brought forward to the board regarding the Hospitalist model. Meetings are taking place with a physician group, the Ontario Hospital Association, and Ministry of Health to address the HOCC funding and potential strategies.

An agreement of remuneration for committee work has been made.

Jeff Letourneau provided an update on the Grove expansion, as well as the CT Scan project, and construction and potential moves which will need to take place.

Bill 124 unions currently in arbitration, if arbitrated awards are granted a special RPAC meeting will be scheduled over the summer.

7.3 COS Report: June 2023 Dr. Padeanu

A report from the Chief of Staff was circulated in the package, in addition a President of the Medical Staff has been identified, Dr. Aya Suzuki will hold the position until December 2023.

7.4 Fixing the Long-Term Care Act Attestation

Janice Dunn reported that all timelines have been achieved.

8.0 Acknowledgement \ Thank you.

Cathy Jordan thanked the group for their exceptional work over the year.

9.0 Next Meeting: September 21, 2023

10.0 Adjournment – meeting adjourned at 1733 hours.

Leah Levesque, Secretary

Cathy Jordan, Chair