

Kemptville District Hospital (KDH)
Board of Directors Meeting
Thursday, April 25, 2024
Via Microsoft Teams Meeting
6:30 pm
Minutes

1. **Call to Order:** J. Nolan, Board Chair, called the meeting to order at 6:33 pm.
2. **Regrets / Quorum / Declaration of Conflicts:** Quorum was not established and there were no conflicts declared. The Directors in attendance agreed to proceed with the education session while waiting for quorum to be achieved.

Board Chair J. Nolan made the following Territorial Acknowledgement:

In the spirit and understanding that we continue to gain in today's world, we would like to acknowledge the Algonquin nation, whose traditional and unceded territory we are gathered upon today.
Also, for those attending remotely, acknowledgement was given for the lands they were located on at the time of the meeting.

Directors:	Present	Regrets		Present	Regrets		Present	Regrets
G. Bebeung	√		E. Bonokoski	√		J. Ellis	√	
B. Hale		√	M. Harrison	√		Dr. L. Luong		√
E. MacPherson (Past Chair)	√		S. Mincoff		√	J. Nolan (Chair)	√	
M. Norenberg		√	J. Panciuk	√		Y. Pelletier	√	
A. Rancourt	√		S. Saslove		√	Dr. C. Sentongo	√	
D. O'Sullivan		√	F. Vassallo	√		A. Vignuzzi	√	
A. Yee	√		H. Zipes	√				

Management, Staff & Guests:

B. Rivard	√		J. Read		√	M. Laughton (Recorder)	√	
C. Mayville-Fortin	√		L. O'Keefe					

3. **Re-affirming KDH Mission:** J. Ellis re-affirmed KDH's Mission.

4. Education Session

A. Yee arrived to the meeting.

L. O'Keefe and C. Mayville-Fortin provided an education session on KDH's upcoming Accreditation Canada survey (September 2025). The Board was briefed on:

- The accreditation team;

- The cycle of accreditation;
- The timeline of accreditation;
- An overview of the governance standards;
- KDH's goal;
- The day of accreditation; and,
- The resources provided to members of the Board who will be participating in the accreditation.

G. Bebeung and Y. Pelletier arrived to the meeting.

L. O'Keefe and C. Mayville-Fortin departed the meeting.

A quorum was achieved and the meeting was declared to be properly constituted.

- 5. Additions/Changes to the Agenda:** M. Laughton reported that a resolution in-lieu of a meeting to approve the purchase of an x-ray machine was distributed to the Board by email on April 15, 2024. A signed response from all the voting Board members was not received by the time of the meeting, so he requested that the same approval be added to the agenda for this meeting. The Chair noted that the proposed approval would be added to the Corporate Services section of the meeting.

The approval of the purchase of the x-ray machine had been recommended by the Corporate Services Committee.

6. Approval of March 28, 2024 Board Meeting Minutes

On a motion duly moved, seconded and carried, the Board approved the March 28, 2024, Board Meeting Minutes, as presented.

- 7. Client Centred Care – Patient Stories:** Senior Leadership conveyed a compliment and a complaint, including the learning opportunities resulting from the complaint investigation.

Jeff Panciuk arrived to the meeting.

8. Consent Agenda

J. Nolan noted the items on the Consent Agenda and noted that item 8.1.5 Auditor Questions for Governors (appendix T) was sent via a separate email to the voting members of the Board, due to its confidentiality, as an “in-camera” item.

On a motion duly moved, seconded and carried, the Board approved the consent agenda consisting of:

8.1 The receipt of the following items for information:

8.1.1. Compliance Report

8.1.2. Foundation Report

- 8.1.3. *KDH Environmental Scan and the Path Forward*
- 8.1.4. *Call for Nominations*
- 8.1.5. *Corporate Services Committee*
- 8.1.6. *Auditor Questions for Governors - In-Camera Item*

9. Reports

9.1 Hospital

9.1.1. CEO Report

F. Vassallo provided a verbal update, additional to his written report, which included the following:

- In response to a question by one of the Board members, B. Rivard noted that through the ongoing relationship with The Ottawa Hospital (TOH) and the managed IT services with TOH, TOH is currently providing some of KDH's 24/7 IT helpdesk support. The Board noted the great service provided by KDH's IT staff.
- An example of a successful integration initiative between two hospitals in Kitchener which is an indication of the changing environmental context and its potentially positive benefits for patient care.

9.1.2. Chief Nursing Executive (CNE) Report

J. Ellis noted that her report continues to focus on many of the same issues as previously reported. She highlighted the following key points from her report:

- Focus remains on health human resources;
- Clinical education continues in many areas;
- Continued work with the Eastern Ontario Regional Laboratory Association (EORLA) as well as work in partnership with EORLA on a Massive Hemorrhage Protocol.

9.2 Chief of Staff (COS)

9.2.1. COS Report

Dr. Sentongo reported:

- That work continues on establishing the Emergency Department (ED) integrated medical model (IMM).
- That the surgical visioning plan continues to be presented to various forums and when ready the plan will be presented to the Board.
- The successful training of an anesthesia assistant.
- The COVID wastewater numbers and the lack of resulting hospitalizations.
- The measles rates in the province, and that to date KDH has not had many cases of it in its ED.
- That policies around masking have been eased across the hospital.

9.2.2. Medical Staff Policies

Dr. Sentongo reviewed the following proposed policies for approval:

- Medical Staff Policy #18 – Disclosure of Harm
- Medical Staff Policy #20 – Medical Products / New Capital Equipment Purchase Requisitions
- Medical Staff Policy #25 – Sharps
- Medical Staff Policy #39 – IPAC Infection Prevention and Control Committee (IPACC) Terms of Reference
- Medical Staff Policy #45 – Ad-hoc Massive Hemorrhage protocol (MHP) sub-Committee Terms of Reference

On a motion duly moved, seconded and carried, the Board approved the following Medical Staff Policies, as presented:

- *Medical Staff Policy #18 – Disclosure of Harm*
- *Medical Staff Policy #20 – Medical Products / New Capital Equipment Purchase Requisitions*
- *Medical Staff Policy #25 – Sharps*
- *Medical Staff Policy #39 – IPAC Infection Prevention and Control Committee (IPACC) Terms of Reference*
- *Medical Staff Policy #45 – Ad-hoc Massive Hemorrhage protocol (MHP) sub-Committee Terms of Reference*

9.3 Corporate Services Committee

9.3.1. Corporate Services Chair Report

J. Panciuk noted that the Committee has recommended the approval of the following two items:

- Expansion of the Line of Credit; and,
- The 2024-25 budget.

Expansion of the Line of Credit

The Board reviewed the documents provided regarding the expansion of the line of credit including the four credit facilities that comprise the total \$8.1 million (M) of credit. The Board noted that this credit is to act as a “bridge financing” to be bought out by the credit provided by the Ontario Financing Authority (OFA), as noted in previous meetings. After concerns were raised at the last Board meeting, Management, the bank, and the Committee re-reviewed the documentation and the concerns raised have been addressed.

On a motion duly moved, seconded, and carried, the Board approved the following resolution:

Whereas, The Hospital has reviewed the terms and conditions set forth by The Bank of Nova Scotia ("the Bank") for the provision of additional credit facilities as outlined in the Commitment Letter dated October 25th, 2023 (included as annex A to this memorandum), which includes the following credit facilities with a total authorized amount of \$8.1M:

1. General Operating Overdraft Facility - Authorized Amount: \$2,000,000 for general operating requirements with an interest rate of the Bank's Prime Lending Rate minus 0.75% per annum.

2. Equipment Financing for Networking and IT Infrastructure - Authorized Amount: \$2,000,000 for financing a new networking peripheral and IT infrastructure replacement including associated costs.

3. CT Scanner Equipment Financing - Authorized Amount: \$4,000,000 for financing a CT scanner and associated installation costs including leaseholds and turnkey cassette prefab.

4. Scotia Visa Business Card - Authorized Amount: \$100,000 for day-to-day operations.

And Whereas, the Hospital has ensured that all conditions precedent for the avilment of these credit facilities are satisfactory to the Bank, including but not limited to the provision of specific and general security, compliance with the Bank's environmental and other regulatory requirements, and adherence to the terms for repayment and interest rates as detailed in the Commitment Letter and its Schedules,

Be it Resolved, that the Board of Directors of Kemptville District Hospital hereby approves the expansion of the line of credit with The Bank of Nova Scotia to a total of \$8,100,000 across the aforementioned facilities,

And be it Further Resolved, that the CEO and the CFO of the Hospital are hereby authorized to execute any and all documents necessary to effect the above-stated credit facilities under the terms and conditions agreed with The Bank of Nova Scotia.

2024-25 Budget

The Board reviewed the proposed 2024-25 budget and noted:

- That the plan is to return to a balanced budget for the 2025-26 fiscal year.
- The assumptions regarding:
 - Base funding; and,
 - Revenue recovery for costs associated with Bill-124.
- The various balancing initiatives that are planned by Senior Leadership.
- The projected deficit for 2024-25 and the planned return to balance in 2025-26. The balanced budget waiver from Ontario Health allows KDH to come to balance within two years.

The Board noted the importance of the continued support from the KDH Foundation.

On a motion duly moved, seconded, and carried, the Board of Directors approves Management of the Hospital to begin the 2024/25 Fiscal Year with:

- *A conditional operating plan that provides for total operating revenues of \$30,694,870 and total operating expenses of \$31,741,275. This operating plan assumes additional Ministry of Health funding and / or operating plan recoveries of \$1,979,017.*
- *A Capital Plan of \$8,008,695 (including all funding sources);*
- *which forecast a deficit operating position in Fiscal 2024/25 and a balanced operating position in 2025/26 in line with the current approved Balanced Budget Waiver and the current extended H-SAA and a working capital ratio of 0.90 or higher, and subject to an updated Operating Plan presented pending a MOH funding announcement.*

Post Meeting Note (PMN): The resolution presented to the Board erroneously noted that the “Corporate Services Committee approves a recommendation to the Board of Directors to approve Management...”; however, this was a clerical error, with the intent being that the Board approve the resolution as noted above.

Urgent Purchase of X-Ray Machine

As noted earlier in the meeting the resolution in-lieu of a meeting to approve the purchase of an x-ray machine was distributed to the Board by email on April 15, 2024. A signed response from all the voting Board members was not received by the time of the meeting so is being proposed here for approval.

On a motion duly moved, seconded, and carried, the Board of Directors approved the urgent purchase of one (1) GEHC Definium 656HD X-ray machine as quoted.

9.4 Governance Committee

9.4.1. Governance Committee Chair Report

A. Vignuzzi reported that the following two items were included for information in the consent agenda:

- KDH Environmental Scan and the Path Forward.
- Call for Nominations.

KDH Environmental Scan and the Path Forward

The KDH environmental scan led into a review of the strategic priorities for KDH which will form the basis of the goals and the key performance indicators (KPI). The goals and KPIs are anticipated to be brought forward to the Board in May. In the fall a dashboard will be established by which the KPIs and the associated risks can be monitored.

Call for Nominations

The Call for Nominations presents the draft membership for the Committees and Officers for 2024-25. Those who would like to nominate themselves or express interest should speak to A. Vignuzzi no later than May 1, 2024.

A. Vignuzzi further noted that the Recruitment Sub-Committee has just finished the interviews for candidates and is proceeding with the process of reference checks. The slate of candidates for election will be proposed at the next Board meeting. The Board acknowledged the excellent work by the Recruitment Sub-Committee.

10. KDH Board Action Registry: No outstanding actions.

11. Next Meeting: Thursday, May 30, 2024, at 6:30 pm via Microsoft Teams.

12. In-Camera

On a motion duly made and seconded, the meeting went in-camera.

On a motion duly made and seconded, the meeting came out of in-camera.

13. Credentialing

Motion: On a motion duly moved, seconded and carried, the Board approved that hospital privileges for the following physicians, who have been credentialed as set out under Article 7 Appointment and Reappointment to Professional Staff of the Professional Staff Bylaws, be approved by the Board of Directors:

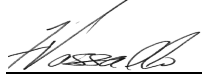
Temp	App	Re-App	Physician	Privilege Category	KDH Primary	Change	Other
	√		Dr. Eusang Ahn	Courtesy, Emergency		√	From Temporary to Courtesy
	√		Dr. Alsalem Hanan	Courtesy, Surgery, Obstetrics' and Gynecology			Restricted license. Requires confirmation from TOH. Expires Nov. 30, 2025
		√	Dr. Hatef Mottaghi	Courtesy, Surgery, Surgical Assist			
		√	Dr. Rasveg Grewal	Courtesy, Internal Medicine, Cardiology			

		√	Dr. Phillip Berardi	Courtesy, Internal Medicine, Hematological Pathology			
		√	Dr. Barbara Bielawska	Courtesy, Internal Medicine, Gastroenterolo gy			
		√	Dr. Joyes Botros	Courtesy, Emergency			
		√	Dr. Melissa Forbes	Courtesy, Anaesthesia			
		√	Dr. Spencer Gutcher	Courtesy, Anaesthesia			
		√	Dr. Tahereh Hosseini	Courtesy, Emergency		√	<i>Privileges ending May 31, 2024</i>
		√	Dr. Ralph Lee	Courtesy, Surgery, General Surgery			
		√	Dr. Allan Liew	Courtesy, Surgery, Orthopaedics			
		√	Dr. Christopher More	Courtesy, Anaesthesia			
		√	Dr. Jose Pires	Courtesy, Surgery			
		√	Dr. Allan Taylor	Courtesy, Emergency			
		√	Dr. Mazen Younes	Courtesy, Surgery, Surgical Assist			
		√	Dr. Darryl Young	Courtesy, Surgery		√	

STATEMENT OF COMPLIANCE

It is attested that currently all physicians practicing at Kemptville District Hospital hold valid privileges.

14. Meeting Termination: There being no further business, the meeting was terminated on a motion at 7:48 p.m.



F. Vassallo, CEO



J. Nolan, Board Chair