

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

1. **Call to Order:** J. Nolan, Board Chair, called the meeting to order at 6:31 pm.
2. **Regrets / Quorum / Declaration of Conflicts:** Quorum was established and there were no conflicts declared.

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)	√	
R. Clayton (KPMG)	√							

3. **Re-affirming KDH Mission:** A. Vignuzzi re-affirmed KDH's Mission.
4. **Additions/Changes to the Agenda:** There were no changes to agenda.

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

5. In-Camera

- 5.1 *On a motion duly moved and seconded the Board went in-camera. Staff departed the meeting.
Staff rejoined the meeting.*

On a motion duly moved and seconded the Board came out of in-camera.

Dr. C. Sentongo arrived to the meeting.

5.2 Draft Audited 2023-24 Financial Statements and Receipt of 2023-24 Audit Report.

On a motion duly moved, seconded, and carried, with no abstentions, the Board approved:

- *The Draft Audited Financial Statements for the year ended March 31, 2024 as presented.*
- *The Receipt and Acceptance of the Auditor's Report for 2023-24.*

R. Clayton departed the meeting.

6. April 25, 2024 Board Meeting Minutes

On a motion duly moved, seconded, and carried, with no abstentions, the Board approved the minutes from the previous meeting, April 25, 2024, 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.

8. Consent Agenda

J. Nolan noted the items on the Consent Agenda and asked if anyone wished to have any item removed from the consent agenda for further discussion. No requests to remove an item from the consent agenda were made.

On a motion duly moved, seconded and carried, with no abstentions, the Board approved the consent agenda consisting of:

8.1 The approval of:

- 8.1.1. *The revisions to Policy No.: 18 - Governance Committee Terms of Reference, as presented.*
- 8.1.2. *The revisions to Policy No.: 26 - Executive Committee Terms of Reference, as presented.*
- 8.1.3. *The revisions to Policy No.: 12 – Recruitment of New Board and Committee Members, as presented.*
- 8.1.4. *The revisions to Policy No.: 21 – Code of Conduct for Directors and Committee Members, as presented.*
- 8.1.5. *The Kemptville District Hospital Declaration and Consent.*

8.2 The receipt of the following items for information:

- 8.2.1. *Critical Incident Report*
- 8.2.2. *Compliance Report*

- 8.2.3. *Enterprise Risk Management Dashboard*
- 8.2.4. *Board Strategic Indicator Dashboard*
- 8.2.5. *Patient Compliment / Complaints Reporting Year-End Report*
- 8.2.6. *Patient and Family Engagement Strategy 2023-24 Year-End Report*
- 8.2.7. *Patient and Family Engagement Strategy 2024-25*
- 8.2.8. *Foundation Report*

9. Reports

9.1 Hospital

9.1.1. CEO Report

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

- Several CEO's from Small, Rural, and Northern Hospitals met with Members of Provincial Parliament at Queen's Park and discussed many of the issues that are also priorities for KDH, including:
 - Financial pressures.
 - Health human resources (HHR) pressures.
- That he will continue to prioritize his advocacy for having digital health and cybersecurity infrastructure expenses funded in the same way as other physical infrastructure.
- KDH received many compliments regarding J. Nolan's and F. Vassallo's "fireside chat" at the Ontario Hospital Association (OHA)'s Health Care Leadership Summit.

9.1.2. Chief Nursing Executive (CNE) Report

J. Ellis reviewed her final report to the Board as CNE and thanked the Board, F. Vassallo, and other members of the senior leadership team and the staff at the hospital for their support and collaboration.

The Board noted the positive change in culture which has emerged, in a relatively short period of time, which J. Ellis has been part of fostering. The Board thanked J. Ellis for her service to KDH.

9.2 Chief of Staff (COS)

9.2.1. COS Report

C. Sentongo reviewed his report provided in the meeting package.

9.2.2. Medical Staff Policies

Dr. Sentongo reviewed the following proposed policy for approval:

- Medical Staff Policy #28 – Accessing Medical Care.

Dr. Sentongo noted that revisions were made to this policy to provide clarity regarding the procedures to admit “outpatients” who develop a medical concern or problem while in the operating theatre or recovery room. The original policy was specific to joint patients so the change provides more clarity.

On a motion duly moved, seconded and carried, with no abstentions, the Board approved the following Medical Staff Policy, as presented:

- ***Medical Staff Policy #28 – Accessing Medical Care***

At the request of the Chair, sections 12 to 14 regarding credentialling and its related in-camera session were moved to earlier in the agenda.

12. *On a motion duly moved, and seconded the Board went in-camera.*

13. *On a motion duly moved, and seconded the Board came out of in-camera.*

14. Credentialing

On a motion duly moved, seconded and carried, with no abstentions, 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 in Category	Restrictions
	√		Dr. Amanda COLLIER	TEMPORARY, Emergency			<i>Privileges until December 31, 2024</i>
	√		Dr. Graham MAZEREEUW	COURTESY, Emergency			
	√		Dr. Catherine SMYTH	COURTESY, Anaesthesia			

STATEMENT OF COMPLIANCE

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

9.3 Executive Committee

J. Nolan explained the structure and mandate of the Executive Committee and that at times, it can be a forum to approve items on behalf of the Board when expediency is required.

J. Nolan noted that the Executive Committee met and approved an attestation and report on behalf of the Board which required an expedient approval so that management could meet the May 31, 2024 deadline imposed by Public Safety Canada.

The attestation and report are required by a new legislative requirement, Bill S-211, which requires organizations to analyze their procurement processes to ensure that they are not engaging in any activities that could be associated with forced labour or child labour. Management conducted its due diligence and provided the now approved and submitted report and attestation, attached to the Board meeting package. The report and attestation are being provided to Board members so they may review and ask questions if necessary.

The Board noted that:

- If KDH were to be importing directly from companies outside of Canada, it would have a greater burden of assessing and addressing instances of child and forced labour. However, since KDH is the direct importer of very few goods, and rather works with shared services organizations that import goods and sell to KDH, KDH's exposure to the risk of child and forced labour is very small.
- There is the possibility that in the future there may be more requirements where even if one is not a direct importer, they may still be obligated to investigate the supply chain and ensure there is no forced or child labour associated with a specific product.
- KDH has created mechanisms to work with partners who are importing to see what their policies are and to ensure that they are doing everything they can to avoid child or forced labour. KDH did work with its major procurement partners to confirm that they were doing their due diligence to comply with Bill S-211.
- KDH will be able to verify the compliance of other companies, but only as long as those companies meet the criteria that would force them to produce a report and attestation. KDH would still need to validate that whoever it is purchasing from is either complying or that further investigation may be needed. KDH was not able to verify the attestations of other companies this year, since it is the first year of the requirement's implementation in Canada.
- KDH's insurer has confirmed that the directors' liability would cover any penalties imposed on directors as long as they have exercised reasonable diligence in reviewing the report.
- Going forward, the adherence to Bill S-211 will be one of the criteria for dealing with a particular supplier.
- The report has been successfully filed with Public Safety Canada.

9.4 Corporate Services Committee

9.4.1. Corporate Services Chair Report

S. Mincoff reported that the last Corporate Services Committee meeting was not able to achieve quorum so it could not officially address any business. The only critical item

was the need for a recommendation to the Board for approval and receipt of the draft 2023-24 audited financial statements and the auditor's report. As a result, this was recommended to the Board by resolution in lieu of a meeting.

S. Mincoff further noted that the creation of an Audit Sub-Committee and changes to the Corporate Services Committee terms of reference will be coming forward for approval during the next cycle of Committee and Board meetings.

9.5 Governance Committee

9.5.1. Governance Committee Chair Report

A. Vignuzzi reminded the Board that the Board Self-Evaluation survey is due as of end of day on May 31st and requested that all Board members complete it. He noted that the survey is voluntary this year but will become part of the due diligence that the Governance Committee will conduct when deciding whether to renew Board members in the future.

A. Vignuzzi reviewed the proposed individuals who are scheduled to have their terms renewed. A. Vignuzzi also reviewed the five candidates who are proposed to be recommended to the membership for election. A. Vignuzzi noted that due to the Public Hospitals Act, KDH must have at least four directors retire each year (subject to re-election). Accordingly, in order to comply with this requirement going forward, two of the proposed new directors will start at the second year of their first three-year term. Finally, A. Vignuzzi noted that there are still some outstanding processes that will be completed by the time of the election, such as final criminal records checks.

The Board Chair noted that the Committee worked and deliberated with regard to ensuring a representative cross-section of the community as it pertains to equity, diversity, and inclusion considerations. The candidates selected were the clear choices based on the skillsets that they brought to the Board and their ability to support the Board and management moving forward.

On a motion duly moved, seconded and carried, with no abstentions, the Board approved a recommendation to the Membership to:

- ***Renew:***
 - ***Jeff Nolan for a 3rd and final term (2024-27)***
 - ***Shawn Mincoff for a 2nd term (2024-27)***
 - ***Amy Yee for a 3rd and final term (2024-27)***
 - ***Margret Norenberg for a 2nd term (2024-27)***
- ***Elect the following individuals for a first term (2024-2027):***
 - ***Gordon Wyse***
 - ***George Enei***
 - ***Gilles LeVasseur***
- ***Elect the following individuals for a first term (2024-2026):***
 - ***Patrick Snelling***

- *Darryl Boyce*

9.6 Quality and Safety Committee

9.6.1. Quality and Safety Committee Chair Report

H. Zipes reported that most of the Committee's items were noted in the consent agenda; however, she reported that she participated in the hospital's recent Safety Leadership Rounds. This was a small team that visited various areas of the hospital and spoke directly to staff. The rounds are being carried out to improve care and safety for both patients and staff. H. Zipes noted that:

- The Hospital is immaculate and this was noted in non-patient areas, which is a general indicator of the overall cleanliness of the facility.
- The commitment to Quality of Care was apparent in the way in which volunteers and staff greeted patients and guests and there is a positive atmosphere.

9.6.2. 2023-24 Quality Improvement Plan

On a motion duly moved, seconded, and carried, with no abstentions, the Board acknowledged the achievement of the Quality Improvement Plan by the Executives.

9.7 Auxiliary Report

A. Rancourt expressed his gratitude to KDH for their recognition event for the volunteers as well as providing Auxiliary Gift Shop coffee coupons to nurses during Nursing Week, which led a lot of staff to discover the Gift Shop.

A. Rancourt reminded the Board of the upcoming Hey Day at the Municipal Centre on June 7 from 6pm to 9pm and June 8 from 9am to 1pm. Donations will begin to be accepted as of Wednesday June 5, 2024.

10. KDH Board Action Registry: No outstanding actions.

11. Next Meeting

The Chair noted that the next Board meeting will be held on June 27, 2024 starting at 6:30 pm and will proceed in the following sequence:

- 6:30 pm – Board meeting (final Board meeting before the annual general meeting (AGM) of members.
- AGM
- Board meeting (first Board meeting of the new Board year).

The Board meetings and the AGM will have a hybrid capability.

On a motion duly made, seconded, and carried with no abstentions, the Board approved to hold the Annual General Meeting of Members at Heritage Hall, 820 Heritage Drive in Kemptville.

15. In-Camera Session

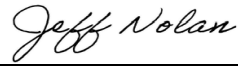
Staff departed the meeting.

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

Meeting Termination: There being no further business, the meeting was terminated on a motion at 8:16 p.m.



F. Vassallo, CEO



J. Nolan, Board Chair