

**Kemptville District Hospital
Board of Directors Meeting
Thursday, May 25, 2017
Grenville Mutual Community Room,
380 Colonnade Drive, Kemptville, ON
6:30 pm**

Minutes

1. **Call to Order:** K. Cooper, Chair, called the meeting to order at 6:30 pm.
2. **Regrets / Quorum / Declaration of Conflicts:** Quorum was established and there were no conflicts declared. Deputy Mayor Barb Tobin attended in F. Onasanya's absence.

| | | | | |
|------------------------------|--|--|---|--|
| Present: | L. Angus K. Cooper (Chair) Dr. G. Leonard G. Poapst | C. Burke P. Currie R. Morais S. Saslove | C. Chisholm M. Harrison J. Neubauer D. Ulrichsen | P.-E. Cloutier A. Hysert C. Parsons F. Vassallo |
| Regrets: | F. Onasanya | | | |
| Management/Staff and Guests: | L. LeClair C. Van Vliet R. Clayton, KPMG | L. Mignault (Recorder) | A. Pinhey B. Tobin | J. Read |

3. **Reaffirm the Mission:** KDH's mission was re-affirmed by Dr. G. Leonard.
4. **Client Centred Care:**

J. Read shared both a complaint and a compliment that were received from patients and/or their families, along with the learning opportunities that came as a result of the complaint resolution process.

5. **Additions/Changes to the Agenda:**

Change to Items: 7.0 should indicate For Motion, 8.1.1 For Information, and 8.2.2 For Motion. Removal of Items 7.0, 7.2.3 and 8.6 from the consent agenda; moved to For Discussion.

P.-E. Cloutier joined the meeting at 6:43 pm.

6. **Approval of Consent Agenda Items:**

Motion: On a motion duly moved, seconded and carried, the Board approved to receive for motion 8.5.3.1 Board Policy Review – Policy No. 2 Chief Executive Officer's (CEO) Performance Management and Annual Compensation Review, 8.5.3.2 Board Policy Revision – Policy No. 7 Signing Authority, 8.5.3.3 Board Policy Revision – Policy No. 15 Process for Election of Officers and Committee Participation and to receive for information 8.1.1 Compliance Report, 8.1.2 CEO Report, 8.1.3 CNO Report, 8.2.4 Indicator Report, 8.2.5 Clinic Modernization Project Update(s), and 8.3.1 Chief of Staff Report.

8. Reports

8.2 Corporate Services Committee

8.2.2 Presentation of Draft Audited Financial Statements

P. Currie, Treasurer, introduced the Audited Financial Statements, noting KDH's strong financial performance, and introduced Mr. R. Clayton, CPA, CA, Audit Senior Manager, KPMG. Mr. Currie asked that Mr. Clayton, while presenting the Statements, take the opportunity to speak to the function of each Statement for education purposes.

C. Chisholm joined the meeting at 6:50 pm.

Mr. Clayton reviewed the Audited Financial Statements in detail.

Motion: On a motion duly moved, seconded and carried, the Board approved the Draft Audited Financial Statements for the Year ended March 31, 2017, for presentation at the Annual General Meeting.

R. Clayton left the meeting at 7:10 pm.

8.2.1 Chair Report

The Committee Chair, P. Currie, provided a verbal report and update on the recent activities of the Corporate Services Committee. Further details can be found in the Minutes, upon approval, of the Committee Meeting of May 18th, 2017.

8.2.3 Cyber Insurance

Motion: On a motion duly moved, seconded and carried, the Board approved the expansion of KDH's existing insurance coverage to include CyberPro – Ascent Underwriting Lloyd's of London cyber insurance in the amount of \$5,000,000 with annual premium for 2017-2018 of \$15,095.

Discussion occurred with respect to KDH's current insurance coverage and the implications and risk of a cyber-attack, as well as the practices that are in place to protect our data and information.

7. Approval of Previous Minutes: April 27, 2017

Motion: On a motion duly moved, seconded and carried, the Board approved the Minutes of April 27, 2017, with proposed amendments to Item 9.4.6.1 Executive Compensation, provided by L. Angus.

8.3 Chief of Staff

8.3.2 Credentialing

Motion: On a motion duly moved, seconded and carried, the Board approved hospital privileges for the following physicians, who have been credentialed as set

out under Article 4 Appointment and Reappointment to Professional Staff of the Professional Staff Bylaws:

| Re-Application | Application | Physician | Privilege Category |
|-----------------------|--------------------|----------------------|-------------------------------------|
| | LoGS | Dr. Sylvain Gagne | Courtesy – Anaesthesia - Telehealth |
| | LoGS | Dr. Patrick Sullivan | Courtesy – Anaesthesia - Telehealth |

LoGS (Letter of Good Standing)

8.4 Quality and Safety Committee

8.4.1 Chair Report

The Committee Chair, D. Ulrichsen, provided a verbal report and update on the recent activities of the Quality and Safety Committee.

8.4.2 Effective Governance for Quality, Patient Safety and Quality of Care Information and Protection Act (QCIPA) Presentation

D. Ulrichsen and M. Harrison presented Quality and Safety topics from a conference they both recently attended, including key messages related to Governance of Quality and Patient Safety, Responsibilities and Leading Practices, Board Culture, What is Quality and Quality of Care?, Health System Quality Framework, Roles and Responsibilities for Developing the Quality Plan, The Role of the Board in Critical Incidents and Legislation & Process (future education focus at KDH).

8.4.3 Indicator Report

The following indicators were reviewed in depth: Quality of Care indicators #23 Patient Experience Survey: Inpatient Medical; #24 Patient Experience Survey: Inpatient Surgical; #25 Patient Experience Survey: Day Surgery; and #26 Patient Experience Survey: Emergency Department. Discussion followed with an emphasis on the patient experience surveys. The Quality and Safety Committee will include in its 2017-2018 Work Plan, and a mechanism for sharing Accreditation Standards and Practices with the Board.

8.5 Governance Committee

8.5.1 Education: *Effective Governance Collaboration to Advance Integration*, presented by P.-E. Cloutier/C. Van Vliet and *Health System Integration* presented by C. Van Vliet

P.-E. Cloutier and C. Van Vliet both provided insight into integration opportunities for KDH and spoke to current initiatives the hospital is already involved with. Education on integration will also be incorporated into the Board Retreat in September 2017.

8.5.2 Chair Report

The Committee Chair, P.-E. Cloutier, provided a verbal report and update on the recent activities of the Governance Committee. All members were encouraged to complete the

OHA Board Self-Assessment by the deadline to assist in the Board's planning for 2017-2018.

8.5.4 Strategic Planning

8.5.4.1 Quarter 4 2016-2017 Operational Plan Update and Year-End Summary

This item was deferred to "For Information", and all members were advised to review.

8.6 KDH Foundation Report

Information was sought regarding the KDH Foundation fundraising activities. Further discussion was held on the fundraising initiatives and processes of the Foundation. It was recommended that, as they are an extension of KDH, Corporate Services will work with the Foundation to review their Financial Statements. F. Vassallo will bring information to the Corporate Services Committee for further actions.

8.7 KDH Auxiliary Report (No Report for May, 2017)

9. **Action Item Registry:** *For Information only.*
10. **Next Meeting: Thursday June 22, 2017, at Grenville Mutual.**
 - 6:30 PM, Annual General Meeting, followed by
 - 7:00 PM, Board Meeting.

11. *Brief recess at 8:40pm.*

12. **Moved In Camera at 8:42 pm on a motion moved.**

Moved out of In Camera at 9:00 pm on a motion moved.

Motion: On a motion duly moved, seconded and carried, the Board approved that the Performance Amount payable pursuant to the CEO's employment contract, for the year ending March 31, 2017, be paid on the basis that the performance targets for that year have been achieved.

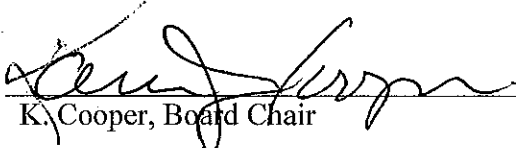
Moved In Camera at 9:02 pm on a motion moved.

Moved out of In Camera at 9:15 pm on a motion moved.

13. **Adjournment:** There being no further business, the meeting was adjourned on a motion moved at 9:15 pm.



F. Vassallo, CEO



K. Cooper, Board Chair