

**Kemptville District Hospital (KDH)
Board of Directors Meeting
Thursday, March 28, 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 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)	√	
A. Brander	√							

3. **Re-affirming KDH Mission:** E. MacPherson re-affirmed KDH's Mission.
4. **Education Session**

Dr. Sentongo arrived to the meeting.

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.

A. Brander departed the meeting.

5. **Additions/Changes to the Agenda:** M. Laughton noted the addition of the revised appendix C which was distributed to the Board shortly before the meeting replacing appendices C and D.

6. **Approval of February 29, 2024 Board Meeting Minutes**

M. Laughton noted a slight revision on page 7 of the minutes regarding the target under the priority area of “Equity” for the Quality Improvement Plan which amends the minutes as follows, “that greater than 80% ~~or more~~”.

On a motion duly moved, seconded and carried, the Board approved the February 29, 2024, Board Meeting Minutes, inclusive of the amendment as noted.

7. **Corporate Services Committee**

7.1 **Corporate Services Chair Report**

S. Mincoff reported on the activities of the Committee noting that the Senior Leadership team is doing a tremendous job of working through the ongoing financial challenges.

7.1.1. **Budget approval deferral**

S. Mincoff reported that:

- A budget was proposed to the Corporate Services Committee which projected a significant deficit budget. The Committee decided to not recommend it for approval by the Board.
- KDH has a waiver from the Ministry of Health which would allow it to pass a deficit budget as long as it comes back into balance in two years.
- Management was tasked to return to the Corporate Services Committee with details on how to balance the budget including details on:
 - Cash flow;
 - Impact on the hospital’s borrowing and overall credit; and,
 - Funding of important capital expenditures, including a noted high-priority expenditure on a replacement x-ray machine.

B. Rivard noted that:

- It will be important to approve a budget within the next 45 days due to requirements by the Auditor in order to receive an audit opinion.

J. Nolan emphasized the fiduciary and good-governance importance of the budget decision the Board is making and requested any comments or questions from members including if anything was not clear.

B. Rivard noted that:

- Regarding the capital list there are items that, in spite of potentially not approving the budget today, already have investments and full projects around them and have other funding sources and accordingly will be going forward.

- There are some items which are at risk due to funding and one of those items is one of the x-ray machines at KDH. This will need to be replaced with high urgency and the resolution for approval by the Board will be circulated by resolution in-lieu of a meeting.

On a motion duly moved, seconded and carried, the Board approved to defer the approval of the budget by 45 days so Management can put forward a plan to come back to balance in two years.

7.1.2. Extension of Hospital Service Accountability Agreement (H-SAA) (“Extending Letter”) and Long-Term Care Home Service Accountability Agreement (L-SAA) (“Extending Letter”)

The Board noted the H-SAA and L-SAA extending letters and March 28, 2024 Memorandum to Ontario Health included in the revised appendix C distributed to the Board. B. Rivard outlined that the noted extending letters are extending the H-SAA and L-SAA agreements currently in place with Ontario Health. The memorandum dated March 28, 2024 states the concerns expressed in last-year’s memo which continue to remain unaddressed.

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

- *To accept and agree to the amendments described in the Extending Letter dated March 12, 2024, which shall extend the current H-SAA to March 31, 2025;*
- *To accept and agree to the amendments described in the Extending Letter dated March 15, 2024, which shall extend the current L-SAA to March 31, 2025; and,*
- *The March 28, 2024 Memorandum to Ontario Health with the Subject: Consideration of Funding Requirements related to H-SAA and L-SAA extensions, to be signed by the CEO and sent to Ontario Health along with the signed extending letters.*

Post Meeting Note (PMN): The letter referred to, as dated March 28, 2024 was erroneously distributed to the Board with the date as March 28, 2023. This was a clerical error and did not change the substance or intent of the letter. Upon submission to Ontario Health the date was corrected to March 28, 2024."

7.1.3. Expansion of the Line of Credit

S. Mincoff reported that the expansion of the line of credit increases the total line of credit by \$4 million (M) to accommodate the CT scan. As noted in previous meetings this borrowing is to ensure enough cash is on hand to pay expenses. The credit card limit is also being increased to \$100,000.

The Board discussed the terms of the agreement and the credit facilities, after which there was concern regarding:

- The interest rates that would be applied upon accessing the credit because for some of the credit facilities that was not clear, nor defined in the documentation provided; and,
- Whether signing this new agreement superseded any previous agreement.

The Board agreed that B. Rivard shall provide necessary documentation to the Vice-Chair of the Corporate Services Committee and any other Board members as necessary to seek to gain clarity and assurance regarding this matter.

7.1.4. Audit Planning Report

S. Mincoff noted that the Audit Plan was included in the meeting package as appendix F. KPMG presented the audit plan to the Committee and it is, overall, consistent with past years.

On a motion duly moved, seconded and carried, the Board approved the Audit Plan for the year ended March 31, 2024.

7.1.5. Eastern Ontario Regional Laboratory Association Inc. (EORLA) Membership and Services Agreements

The Board noted the attachments included as appendix G to the meeting package. M. Laughton noted that upon investigating the coordination of the signatures the software only allows for one signatory, rather than two. Accordingly, the proposed resolution has been amended to reflect that the CEO is authorized to execute and deliver the agreements for and on behalf of KDH.

B. Rivard reported that the agreements have been reviewed and vetted by regional CFOs, CEOs, and Chief Information Officers (CIOs). The Boards of other EORLA member hospitals are being asked to approve the same resolution. B. Rivard confirmed that the lab in KDH is an EORLA lab. EORLA employs its own staff and insures their own equipment and their own employees. KDH insures the property. This was one of the areas which was clarified in the new agreements.

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

WHEREAS

- A. Eastern Ontario Regional Laboratory Association Inc./Association de Laboratoires Régionaux de l'est de l'Ontario Inc. ("EORLA") is a non-share capital corporation and registered charity formed by the Corporation and 15 other public hospital corporations in the Champlain Region (collectively, the "Members") for the purpose of providing to all of the Members high quality and cost effective sustainable laboratory medicine services.***

- B. Effective April 1, 2012, the Members and EORLA entered into a number of agreements including (i) a membership agreement setting out certain of their rights and obligations; and (ii) a long-term service level agreement whereby EORLA agreed to deliver certain laboratory services to the Members.*
- C. EORLA and the Members wish to enter into: (i) a membership agreement to renew their arrangements regarding certain aspects of the organization and management of EORLA and related matters (the “Amended and Restated Membership Agreement”); and (ii) a service agreement (the “New Service Agreement”) setting out the terms and conditions pursuant to which EORLA shall provide certain laboratory services to each Member, and each Member shall make its laboratory premises available to EORLA.*
- D. The material terms of the Amended and Restated Membership Agreement and the New Service Agreement (collectively, the “2024 Agreements”) have been presented to the Board.*

RESOLVED THAT:

- 1. the Corporation is authorized to execute and deliver the 2024 Agreements;*
- 2. the CEO of the Corporation is authorized and directed to execute and deliver for and on behalf of the Corporation, whether or not under the corporate seal of the Corporation, the 2024 Agreements; and*
- 3. any one of the directors or officers of the Corporation is authorized and directed to take such action and to execute, for and on behalf of the Corporation, such documents and instruments as may be necessary or desirable in order to give effect to the foregoing.*

7.1.6. Insurance

S. Mincoff reported that Management has proposed an insurance renewal which realizes approximately \$80k in savings while keeping the insurance coverage whole and the Committee confirmed that the coverage includes Officers and Directors Liability Insurance. The only item which was not included in the quote for insurance was the cyber security insurance, for which a cost has not yet been determined, however, the underwriter for that insurance will be the same with the current insurance provider as well as with the proposed new insurance provider.

The Board noted that the current cyber insurance will carry over to the new provider from the old provider until August 31st, 2024 when the cyber insurance will be renewed.

On a motion duly moved, seconded and carried, the Board approved moving insurance coverage for KDH to HIROC for the Fiscal Year 2024-25 as quoted.

7.1.7. Auditor Request for Quote

S. Mincoff reported that Management intends to undertake a request for quote for auditors for 2024-25.

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

Whereas the Board is satisfied with its current auditors, the Board of Directors approves that Management conduct a Request for Quote process for its auditing services.

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

9. Consent Agenda

The Board reviewed the consent agenda. M. Laughton noted that on item 8.2 Declaration of Compliance – Long-Term Care Home Service Accountability Agreement (L-SAA), the name of the facility will be shortened to Kemptville District Hospital and noted that the previously circulated name was incorrect.

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

9.1 An approval of Policy No.: 15 – Process for Election of Officers and Committee Participation

9.2 That the KDH Board of Directors authorizes Jeff Nolan, by resolution dated March 28, 2024 to sign off on the Declaration of Compliance Issued pursuant to the Long-Term Care Home Service Accountability Agreement, and declare to the Board of Directors of Ontario Health that:

After making inquiries of the Administrator, Jennifer Ellis, and other appropriate officers of the Health Service Provider (the “HSP”) and subject to any exceptions identified on Appendix 1 to this Declaration of Compliance, to the best of the Board’s knowledge and belief, the HSP has fulfilled, its obligations under the long-term care home service accountability agreement (the “Agreement”) in effect during the Applicable Period.

Without limiting the generality of the foregoing, the HSP confirms that:
(i) it has complied with the provisions of the Connecting Care Act, 2019 and with any compensation restraint legislation which applies to the HSP; and
(ii) every Report submitted by the HSP is accurate in all respects and in full compliance with the terms of the Agreement.

Unless otherwise defined in this declaration, capitalized terms have the same meaning as set out in the Agreement between Ontario Health and the HSP effective April 1, 2023.

9.3 The receipt of the following items for information:

9.3.1. Compliance Report

9.3.2. Board Development

10. Reports

10.1 Hospital

10.1.1. CEO Report

F. Vassallo provided a verbal update, additional to his written report, noting that he continues to build relationships with officials from all levels of government. Recently, Member of Parliament, Michael Barrett, visited KDH and had a discussion with F. Vassallo and a tour of the facility and met members of KDH staff.

10.1.2. Chief Nursing Executive (CNE) Report

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

- Focus remains on nursing health human resources.
- Staff education has emphasized bar code medication administration.
- Long-term care team is undergoing some LEAP™ palliative care training.
- KDH continues to plan for the implementation of the CT scanner.

J. Ellis further noted that KDH continues to explore government programs for recruiting and retaining health human resources.

10.2 Chief of Staff (COS)

10.2.1. COS Report

Dr. Sentongo reported that:

- Work continues on establishing the Emergency Department (ED) integrated medical model (IMM). KDH and The Ottawa Hospital (TOH) are engaging in in-depth conversations regarding medical governance and some of the legal outcomes of the partnership. Discussions are underway regarding duties and responsibilities, accountabilities, and a site lead. A search is underway for potential candidates and that person's candidacy will be presented to the Board to ensure that the Board is comfortable with the proposed candidate.
- The surgical visioning plan has been presented to senior leadership team as well as to the Surgical Care Committee. When ready the plan will be presented to the Board. The plan provides guidance for the surgical program over the next five years in terms of introducing new programs to that area.

10.2.2. Medical Staff Policies

Dr. Sentongo reviewed the following proposed policies for approval:

- Policy #16 – Late Applications to Medical Staff;
- Policy #21 – STAT Tests; and,
- Policy #32 - Credentialling.

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

- *Policy #16 – Late Applications to Medical Staff;*
- *Policy #21 – STAT Tests; and,*
- *Policy #32: Credentialling.*

10.3 Governance Committee

10.3.1. Governance Committee Chair Report

A. Vignuzzi reported that:

- Regarding the document attached as appendix N with the subject of Board Development, there were two areas highlighted which, while not critical, require a bit more attention:
 - Potential succession plans, should they be needed, for the Chief Executive Officer (CEO) and Chief of Staff (COS); and,
 - On a few items there may need to be a bit more of a flow of information to the Board.
- A survey will be distributed to the Board members for completion to evaluate the Board Chair.
- All the submissions for the Board of Directors recruitment have been received. The sub-committee has met and developed a shortlist. Interviews are expected to be conducted during the middle two weeks of April. A recommendation will be brought to the May Governance Committee for recommendation to the Board and Membership in time for the Annual General Meeting.

10.3.2. Policy 14 – Conflict of Interest

The Board reviewed the proposed conflict of interest policy and noted that the changes were necessitated by changes required by the Ontario Not-For-Profit Corporations Act (ONCA). The Board also noted the updated policy's comprehensiveness.

On a motion duly moved, seconded and carried, the Board approved Policy 14 – Conflict of Interest, as presented.

11. KDH Board Action Registry: No outstanding actions.

12. Next Meeting: Thursday, April 25, 2024, at 6:30 pm via Microsoft Teams.

13. 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.

14. 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. Abdulhussein, Aajab	Courtesy, Emergency			
		√	Dr. Ali, Ismail	Courtesy, Radiology			
		√	Dr. Baisi, Louis-Philippe	Courtesy, Surgery, Orthopaedics			
		√	Dr. Berkman, Frances	Courtesy, Surgery, Surgical Assist			
		√	Dr. Conway, Emily Rosamund	Courtesy, Emergency			
		√	Dr. Coret, Alexander	Courtesy, Radiology			
		√	Dr. Fox, Mitchell	Courtesy, Internal Medicine			
		√	Dr. Fukakusa, James	Courtesy, Emergency			
		√	Dr. Gil, Lucas	Courtesy, Anaesthesia, Surgical Assist			
		√	Dr. Ibrahim, Hicham	Courtesy, Internal Medicine, Dermatology			
		√	Dr. Jamal, Zeeya	Courtesy, Internal Medicine			

		√	Dr. Kaefer, Nadine	Active, Family Medicine	√		
		√	Dr. Kaethler, Yvonne	Active, Anaesthesia	√		
		√	Dr. MacGillivray, Patrick	Courtesy, Surgery, Surgical Assist			
		√	Dr. MacPhee, Roderick	Courtesy, Surgery, Surgical Assist			
		√	Dr. Mireault, Christopher	Courtesy, Anaesthesia			
		√	Dr. Morasse, Jonathan	Courtesy, Emergency			
		√	Dr. Murray, Nicolas	Courtesy, Radiology			
		√	Dr. Nickerson, Leigh	Courtesy, Anaesthesia			
		√	Dr. Perez, Edgardo	Courtesy, Internal Medicine, Psychiatry			
		√	Dr. Peticca, Patricia	Courtesy, Internal Medicine, Endocrinology			
		√	Dr. Potoczny, Stefan	Courtesy, Radiology			
		√	Dr. Sabourin, Kenneth	Courtesy, Surgery, Surgical Assist			
		√	Dr. Sentongo, Colin	Active, Anaesthesia, Emergency	√		
		√	Dr. Sheikh, Adnan	Courtesy, Radiology			
		√	Dr. Singh, Nina	Courtesy, Radiology			
		√	Dr. Suhail, Aamir	Courtesy, Radiology			
		√	Dr. Taylor, Colin	Courtesy, Radiology			
		√	Dr. Waldolf, Richard	Courtesy, Anaesthesia			

		√	Dr. Ward, Sarah	Courtesy, Emergency			
		√	Dr. Zhu, Susan	Courtesy, Anaesthesia			

STATEMENT OF COMPLIANCE

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

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

All non-voting directors, staff and guests departed the meeting.

16. Meeting Termination: There being no further business, the meeting was terminated on a motion at 8:45 p.m.



F. Vassallo, CEO



J. Nolan, Board Chair