

BOARD OF TRUST

DATE: Tuesday, February 22, 2022

Via WEBEX

TIME: 5:00 p.m.

- PRESENT:** Ms. B. Taylor (Chair), Mr. R. Shaheen, Ms. D. Westcar, Ms. P. Hilderley, Ms. C. Smart, Mr. P. Lang, Ms. K. Lavelle, Dr. A. Bigham, Mr. R. Murthi, Mr. E. Andreola, Ms. T. Crockford, Ms. M. Ross (Pt. Advisor), Mr. R. Mitchell, Dr. M. MacLeod, Ms. L. Symons, Ms. J. Soden, Mr. E. Espinosa (Admin Resident)
- REGRETS:** Ms. P. Wettlaufer, Dr. K. Green, Mr. D. McKay, Mayor T. Birtch
- Recorder:** Ms. H. Scherer, Executive Assistant

AGENDA ITEMS	DISCUSSION	RESPONSIBILITY	ACTION
CALL TO ORDER	The meeting was called by the Chair at approximately 5:00 p.m.	Chair	
PRESENTATION	<p><u>Ontario Not-for-Profit Corporation Act (ONCA) Briefing Note:</u> Kathy O’Brien, INQLaw presented a briefing note on the Impact of Ontario’s Not-for-Profit Corporations Act, 2010 on the Hospital’s Governance and highlighted the following:</p> <ul style="list-style-type: none"> • The Board has until October 2024 to implement changes in order to be compliant with ONCA. • The Hospital will need to file a document of ‘Articles of Amendment’ (presently known as Letters of Patent) which will need to include the following: <ul style="list-style-type: none"> ○ The Size of the Board – which can either be a fixed number or a minimum/maximum (i.e. 13 and 23). Ms. O’Brien recommended not having a fixed number. ○ Changing Voting Threshold – if the Hospital wishes to change any voting thresholds from default, this must be included in the Articles. WH current bylaws allows the 		

	<p>Chair of the Board to have a casting or tie-breaking vote at meetings; if the Board would like to continue with this, it needs to be included in the Articles.</p> <ul style="list-style-type: none"> • There are a number of mandatory changes that are required to be made to the bylaws (noted on pages 4-6 of the agenda package). Ms. O’Brien noted that ONCA does not allow any person to become a Director that have legal competency/capacity or claimed bankruptcy; most hospitals have moved to a closed membership, however, WH has grandfathered a number of members who still get invited to the AGM and having voting rights. ONCA allows these members to request an item be added to the AGM agenda, where it must be discussed and have it voted on. Ms. O’Brien noted that these grandfathered members could be moved to non-voting members. • ONCA lists seven matters in which the Board is not permitted to delegate: <ul style="list-style-type: none"> ○ Submitting to the members any question requiring the approval of the members ○ Filling a vacancy amongst the directors ○ Filling a vacancy in the position of auditor ○ Appointing additional directors ○ Approving financial statements ○ Adopting, amending or repealing by-laws ○ Establishing contributions/dues owed by members • In response to a question, Ms. O’Brien noted that the Board may delegate issues to other Board committees, but it does not have to. She recommended however imbedding the ability to delegate to other committees in the by-laws. • ONCA allows the Board to appoint additional Board members on a one-year term. (i.e. if the Hospital was undergoing a major 		
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	<p>construction project, they could recruit a construction expertise to become a member for one-year).</p> <ul style="list-style-type: none"> Ms. Taylor noted that the Board has a couple of other changes for the bylaws and therefore would like to see the ONCA changes implemented this year as well. <p>Ms. Taylor thanked Ms. O’Brien for her presentation.</p>		
DECLARATION – CONFLICT OF INTEREST	No conflicts of interest were declared.	All	<ul style="list-style-type: none"> Information
ADOPTION OF AGENDA	MOVED by Ms. Hilderley, to adopt the Agenda as amended, seconded by Ms. Soden. CARRIED.	All	<ul style="list-style-type: none"> MOTION
PREVIOUS MINUTES – January 25, 2022	MOTION by Ms. Westcar, seconded by Mr. Mitchell to approve the previous minutes of January 25, 2022 with the noted changes. CARRIED.	All	<ul style="list-style-type: none"> MOTION
Finance Committee	<p><u>COVID-19 Pandemic Financial Impact:</u></p> <p>Ms. Crockford reported on the COVID-19 Pandemic Financial impact and highlighted the following:</p> <ul style="list-style-type: none"> The Ministry has committee to funding all incremental operating expenses for fiscal 2021/22. In January, the hospital sold beds that were purchased at the beginning of the pandemic for surge capacity and were no longer needed. The revenue for these beds was \$26K and is offsetting the incremental expense. The net proceeds for the Assessment Centre in January was \$421. In February, the Assessment Centre added clinical assessments and treatment protocols. Due to the strict eligibility requirements, volumes for this are low. Total capital expenses for 2020/21 were \$354,052, which were fully reimburses. Additional capital expenses of \$47,827 were submitted in 2021/22. In January, additional capital equipment to support the recent surge was purchased for a total cost of \$116K. The hospital will submit these costs for reimbursement. 		<ul style="list-style-type: none"> Information

- The hospital has received \$444K in temporary physician funding; however, the total cost year-to-date totals \$1,023,762; which is a funding shortfall of \$759,699.

2021/22 Capital Budget Status Update:

Ms. Crockford presented the status update on the 2021/22 capital budget and noted that majority of the items have been purchased or are in the process of being purchased. There are five items that will be carried over to the 2022/23 capital budget: solar, anesthetic gas machines, colposcope, AV equipment and patient entertainment system.

Q3 HSAA Scorecard:

Ms. Crockford presented the Q3 HSAA scorecard. She noted we remain below target for hips, knees and MRI due to the surgical slow down. The inpatient Mental Health volumes remain below target as well.

Ms. Crockford noted that some data in Q3 include estimates and will be updated on the Q4 report.

Cyber Scorecard:

Ms. Crockford presented cyber scorecard and highlighted the following:

- Initiatives Completed:
 - Cyber Security Education Awareness Program
 - Creation of Electronic Information Security Management System
 - Creation of organizational risk registry (will be used ongoing)
 - Complex password change policy and process (75% of staff have made the change)
 - Vulnerability scanning of WH network/computers 100%. Outstanding Honeywell network/computers
 - Migrated to Cisco secure mail

	<p>A number of initiatives have been started in Q4. In December LHSC and region received approval and funding for Regional Security Operations Centre. Work will begin shortly on this.</p> <p>There were no cyber security incidents or issues to report in Q3.</p> <p>In response to a question, Ms. Lavelle noted that the last phishing email exercise for staff was in the fall. If staff clicked on the link, they were re-directed to an education piece. As well, staff completed mandatory education in December, which included phishing emails through LMS. They are looking at incorporating into our yearly mandatory learning during Amazing Race</p>	
City Report	No City report	• Information
County Report	No County report	• Information
Foundation Report	<p>Ms. Westcar reported the following:</p> <ul style="list-style-type: none"> • The 50/50 winner in January was Christine Gomes who won \$74,910. • The hospitals total net income for January was \$49,318; and the total net income to date is \$642,327. • Dairy Capital Run will be virtual and runners can participate anytime between May 30 – June 30, 2022. To date, there are 49 runners registered. • The Golf Tournament is scheduled for June 15th. Sponsor packages will be sent out in the next couple of weeks. 	• Information
Correspondence	There was no correspondence.	• Information
Adjournment	The meeting adjourned to LPP on motion of at 5:37 p.m. CARRIED.	

Ms. B. Taylor, Chair

Ms. D. Westcar, Secretary