

REGULAR OPEN MEETING of the BOARD OF DIRECTORS

Thursday, May 30, 2024, 2:00 pm, Haliburton Boardroom and via Zoom

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Members: Irene Odell , Board Chair\* Diana McNiven, Director\*  
Irene Odell, Vice Chair & Treasurer\* Jane Adams, Director\*  
Mark Bell, Director\* Liz Danielsen, Director\*  
Sharon Kaasalainen, Director\* Don Pierson, Director\*  
Kurtis Bishop, Director\* Charlotte Snider, Director\*  
John Herald, Director\*

Ex-Officio: Veronica Nelson, President & CEO Dr. Keith Hay, Chief of Staff  
Dr. Norm Bottum, President of Medical Staff Jennifer Burns West, CNE

Regrets:

Staff Resources: Christa Jones, EA, Recorder

Guests: Melanie Klodt Wong, HHHS Foundation Ulvi Iskhagi-Bayat, CFO  
Executive Director

\*counts toward quorum

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1. **CALL TO ORDER**

David O'Brien, Chair, called the (Open) meeting to order at 2:01 pm.

1.1 **Quorum** – Quorum was confirmed.

1.2 **Approval of Agenda** – The agenda was reviewed. Thereafter, there was a

**MOTION:** That the agenda be approved as presented.

John Herald/Don Pierson, **CARRIED**

1.3 **Declarations of Conflicts of Interest** – none declared.

1.4 **Land Acknowledgement** – The traditional land acknowledgement was recognized.

2. **CONSENT AGENDA**

Items identified as part of the consent agenda were pre-circulated and the related motions were presented as follows:

2.1 **MOTION:** That the draft minutes of the (Open) Board of Directors meeting of April 25, 2024, be approved as circulated.

2.2 **MOTION:** That the draft minutes of the (Open) Quality Committee meeting of May 22, 2024, be received.

2.3 **MOTION:** That the draft minutes of the (Open) Governance & Planning Committee meeting of May 21, 2024, be received.

2.4 **MOTION:** That the draft minutes of the (Open) Finance, Resources & Audit Committee meeting of May 21, 2024, be received.

2.5 **MOTION:** That the draft minutes of the Highland Wood Residents' Council Meeting of May 9, 2024, be received.

2.6 **MOTION:** That the minutes of the Hyland Crest Residents' Council Meeting of May 6, 2024, be received.

- 2.7 **MOTION:** That the minutes of the Hyland Crest Family Council Meeting of May 13, 2024, be received.

Thereafter, there was a

**MOTION:** That the Board of Directors approves motions 1 through 7 of the (Open) Consent Agenda for May 30, 2024, as presented.

Mark Bell/Liz Danielsen, **CARRIED**

3. **BOARD BUSINESS – QUALITY COMMITTEE**

**3.1 Summary of Recommendations** – The following motion was recommended for approval by the Quality Committee:

1. **MOTION:** That the Board of Directors receives the 2023-24 Q4 Performance Indicator Report.

D. McNiven highlighted information from the last Quality Committee meeting as the Chair of the Committee, J. Adams, had been absent. Staff were commended on their work further to the Indicator Report circulated with the package, with most items having been met, and those highlighted yellow heading in the right direction. Thereafter, there was a

**MOTION:** That the Board of Directors receives the 2023-24 Q4 Performance Indicator Report.

Diana McNiven/Don Pierson, **CARRIED**

**3.2 Quality & Safety Report:** was circulated with the Board package. President & CEO, V. Nelson, highlighted the new Patient Bill of Rights poster which had been placed throughout the organization, as well as the Patient & Family Centred Care Principles. It was reported that largely everything was met with respect to the QIP report, with one area to improve in yellow, which is on the right track for moving forward. A Trillium Gift of Life donation was highlighted, and staff were commended on the high-quality end-of-life care provided. Thereafter, there was a

**MOTION:** That the Board of Directors approves the Quality & Safety Report.

Diana McNiven/Jane Adams, **CARRIED**

4. **BOARD BUSINESS – GOVERNANCE AND PLANNING COMMITTEE**

**4.1 Summary of Recommendations** – The following motions were recommended for approval by the Governance and Planning Committee:

1. **MOTION:** That the Board of Directors approves the revised Terms of Reference for the Quality/Governance & Planning Committee, TOR.ADM.34797.
2. **MOTION:** That the Board of Directors approves the Perquisites Policy, POL.ALL.37478.
3. **MOTION:** That the Board of Directors approves the 2024/25 Meeting Schedule.
4. **MOTION:** That the Board of Directors approves the 2024/25 Annual Board & Committee Work Plan & Education.

Committee Chair, M. Bell reported on the re-combining of the Quality and Governance and Planning Committees. V. Nelson reported that the Perquisites Policy is a requirement for organizations under the *Broader Public Sector Accountability Act*. Thereafter, there was a

**MOTION:** That the Board of Directors approves the revised Terms of Reference for the Quality/Governance & Planning Committee, TOR.ADM.34797.

Irene Odell/Jane Adams, **CARRIED**

**MOTION:** That the Board of Directors approves the Perquisites Policy, POL.ALL.37478.

Jane Adams/John Herald, **CARRIED**

**MOTION:** That the Board of Directors approves the 2024/25 Meeting Schedule.

Diana McNiven/Kurtis Bishop, **CARRIED**

**MOTION:** That the Board of Directors approves the 2024/25 Annual Board & Committee Work Plan & Education.

Irene Odell/Kurtis Bishop, **CARRIED**

**4.2 HHS Corporation Articles of Amendment & Corporate By-Law:** were circulated with the Board package. President & CEO, V. Nelson, reported that there are two very clear and different resolutions, one requiring a 2/3 majority vote at the Annual Meeting and once approved, both documents and resolutions would be presented to the Members at the Annual Meeting.

#### **ARTICLES OF AMENDMENT**

Thereafter, there was a

**MOTION:** That

1. The Articles of Amendment, as attached, are hereby approved by the Board of Directors.
2. The Articles of Amendment shall be submitted to the Members for approval by Special Resolution in accordance with the *Not-for-Profit Corporations Act, 2010*.
3. Subject to approval by Special Resolution of the Members, the Articles of Amendment shall be submitted to the Ministry of Health for approval in accordance with the *Public Hospitals Act*.
4. Subject to approval of the Articles of Amendment by Special Resolution of the Members and by the Minister of Health in accordance with the *Public Hospitals Act*, the Chair and Vice Chair are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery (formerly the Ministry of Government and Consumer Services) of the Articles of Amendment and all other required documents.
5. The Chair and Vice Chair, are authorized and directed to make such technical changes as may be required by the Ministry of Health and/or the Ministry of Public and Business Service Delivery (formerly the Ministry of Government and Consumer Services), with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

Liz Danielsen/Charlotte Snider, **CARRIED**

**CORPORATE BY-LAW 2024-1**

Thereafter, there was a

**MOTION:** That

1. The Board hereby approves By-Law 2024-1, being a By-Law relating generally to the conduct of the business and affairs of the Corporation.
2. By-Law 2024-1 shall be submitted to the Members for confirmation in accordance with the *Not-for-Profit Corporations Act, 2010*.
3. By-Law 2024-1 shall not be effective until it is approved by the Members.
4. Upon Member approval of By-Law 2024-1, all prior By-Laws of the Corporation are repealed.

John Herald/Kurtis Bishop, **CARRIED**

**4.3 Executive Compensation Policies:** M. Bell highlighted the pre-circulated information that aligns to the Board's decision from January 2024. The new executive performance framework, philosophy and policies were reviewed and will replace the existing framework. Legislation has not yet been updated; however, it was noted that the Ontario Hospital Association (OHA) has submitted recommendations to the province for consideration. This document includes recommendations that address the unique challenges in the small, rural northern hospital setting. Thereafter, there was a

**MOTION:** That the Board of Directors approves the Executive Compensation and Performance Framework and policies Board of Directors, Executive Compensation POL.GOV.34789 and Board of Directors, Executive Compensation VP POL.GOC.37524.

Diana McNiven/Liz Danielsen, **CARRIED**

5. **BOARD BUSINESS – FINANCE, RESOURCES & AUDIT COMMITTEE**

**5.1 Summary of Recommendations** – The following motions were recommended for approval by the Finance, Resources & Audit Committee:

1. **MOTION:** That the Board of Directors approves signing the updated 2023/24 Balanced Budget Waiver.
2. **MOTION:** That the Board of Directors receives the 2023/24 Q4 Performance Indicators.
3. **MOTION:** That the Board of Directors approves the attached Attestation which has been prepared in accordance with the Broader Public Sector Accountability Act (BPSAA).
4. **MOTION:** That the Board of Directors approves the Multi-Sector Service Accountability Agreement Declaration of Compliance Attestation.
5. **MOTION:** That the Board of Directors approves the CEO expenses for the period October 1, 2023 to March 31, 2024, which will be posted on the HHHS website before May 31, 2024.

6. **MOTION:** That the Board of Directors approves the 2024-2029 Energy Conservation and Demand Management Plan.
7. **MOTION:** That the Board of Directors approves the Report and Attestation on Fighting Against Forced Labour and Child Labour in Supply Chains dated May 31, 2024.

Committee Chair, I. Odell, highlighted information from the last meeting and reported that the organization's financial position is better. The larger concern is the liability of an OH-E cash advance due in June in the amount of \$6.6 million. OH-E, Ministry of Health and Ministry of Long-Term Care working together on another cash advance.

President & CEO, V. Nelson, reported that the HR indicators included additional information as requested by the Committees. As committed, further details were provided on indicator HR-2. For fiscal 23/24, there were seven retirements, 90 voluntary separations, and 12 involuntary separations. Also, in fiscal 23/24, there were 80 new hires, including 26 RNs/RPNs, and 13 PSWs which excludes internal transfers. V. Nelson reported that there are currently 14 posted positions, and most are temporary, for example maternity leaves. V. Nelson commended the human resources team for reducing the time to hire from 84 days in Q1 to 35 days in Q4. New hire information and the human resources hire rate were well received by the Board. Thereafter, there was a

**MOTION:** That the Board of Directors approves motions 1 through 7 of the (Open) Summary of Recommendations from the Finance, Resources & Audit Committee as presented.

Irene Odell/Mark Bell, **CARRIED**

**5.2 2023/24 Q4 Financials Unaudited:** was circulated with the Board package. President & CEO, V. Nelson, reported that the new reporting template provides information for the full fiscal year for the operating and capital plans, including financial highlights. V. Nelson reported that the Q4 financials were reviewed by the Committee and the results align with the draft audited statements. V. Nelson reported that in March, there were a number of adjustments made to clean up past outstanding items, resulting in a larger deficit (\$560,000 in misstatements). V. Nelson reported that the 23/24 fiscal year ended in total revenues of \$39.2M versus a plan of \$32.5M. Total expenses were (\$41.3M) versus a plan of (\$32.8M), resulting in an overall deficit of (\$2.3M) versus a planned deficit of (\$550K) after building amortization. V. Nelson reported that the annual operating plan for 2024/25 has been reviewed by the Committee and included in the agenda package. This plan excludes all one-time funding despite HHHS having received years of one-time pressure funding. There has been continued advocacy to have this funding included in the base funding amounts to around \$3M. V. Nelson reported that the 2024/25 budgeted total revenues is \$35.7M, which is less than the 2023/24 actuals of \$39.2M. Total budgeted expenses is (\$42M), which is slightly more than the 2023/24 actuals of (\$44.3M). This results in an overall deficit budget of (\$6.4M) after building amortization. V. Nelson reported that this information has been provided to Ontario Health, who the is working with HHHS to get to a better, if not balanced, position. HHHS has their part to do as well and will focus on finding efficiencies. U. Iskhagi-Bayat was commended on his work. Thereafter, there was a

**MOTION:** That the Board of Directors approves the 2023/24 Q4 Financials.

Mark Bell/John Herald, **CARRIED**

**5.3 2024/25 Operating Plan:** was circulated with the Board package. President & CEO, V. Nelson, reported the requirement to post a comprehensive annual operating plan. It was reported that one-time funding cannot be budgeted for; however, V. Nelson is cautiously optimistic that HHHS will be in a better position by March 31, 2025. Thereafter, there was a

**MOTION:** That the Board of Directors approves the 2024/25 Operating Plan.

Irene Odell/Diana McNiven, **CARRIED**

6. **REPORTS**

**6.1 Report of the Chief of Staff:** The Report of the Chief of Staff was pre-circulated. Chief of Staff, Dr. K. Hay, reported that he continues to actively work with Wendy Welch, the County's Physician Recruiter, in physician recruitment efforts. It was reported that Dr. A. Bohra, emergency medicine specialist will practice under supervision until he passes his CPSO exams, and he has three years to do so. Thereafter, there was a

**MOTION:** That the Board of Directors receives the Report of the Chief of Staff for May 2024.

Kurtis Bishop/Liz Danielsen, **CARRIED**

**6.2 Report of the President & CEO –** The Report of the President & CEO was pre-circulated. President & CEO, V. Nelson, highlighted the new Bill 192 An Act to amend the Health Protection and Promotion Act with respect to maximum patient-to-nurse ratios. The impact would be mainly to the inpatient unit, wherein more nursing staff would be needed on the night shift. It was reported that the long-term care Quality Attainment Premium (QAP) had been changed to require a successful accreditation certification to obtain funding whereas in the past funding was provided upfront and reconciled years later. It was reported that a presentation to the Gull Lake Cottagers Association over the long weekend was well attended, and topics included the Urgent Care Clinic, Master Program Master Planning, and the new CT and Mammography services. Thereafter, there was a

**MOTION:** That the Board of Directors receives the Report of the President & CEO for May 2024.

Liz Danielsen/Mark Bell, **CARRIED**

*Secretary's Note: On June 5, 2024, Bill 192 was lost on division (not moving forward.)*

**6.3 Haliburton Highlands Health Services Foundation:** A report was pre-circulated. HHHS Foundation Executive Director, M. Klodt Wong, highlighted her report. The Board noted that the Municipality of Minden Hills confirmed they would not allow the tax insert pamphlet to be mailed out, despite no cost to them, which had been noted to prevent both permanent and seasonal residents access to important information.

J. Burns West left the meeting at 2:56 pm.

Some Board members requested pamphlets to hand out themselves in Minden, to give Minden residents the information they require.

**6.4 Minden Health Care Auxiliary:** President & CEO, V. Nelson, reported that in future the Auxiliary would provide a written report after each of their Board meetings. V. Nelson circulated a summary from their most recent activities. It was reported that the Auxiliary had provided funding to HHHS Minden site, had updated their Constitution and that they have several volunteer leaders.

7. **OTHER BUSINESS**

**7.1 Next meeting date** – June 27, 2024 (Minden Boardroom), Post-Annual Meeting.

8. **CORRESPONDENCE**

**8.1 Correspondence to Minden Hills:** was pre-circulated with the Board package.

**8.2 OHA Hospital Leadership Policy Brief:** was pre-circulated with the Board package.

9. **MOTION TO ADJOURN THE OPEN MEETING & MOVE INTO THE CLOSED MEETING**

On a motion by Mark Bell, the Open meeting adjourned at 3:00 pm and the Board moved into its Closed meeting.

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Chair

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date