

MINUTES OF THE ALLIED BOARDS OF DIRECTORS
MEETING HELD ON
TUESDAY, MAY 28, 2024 AT 6:30 PM
CPDMH BOARDROOM – 211 LAKE AVE E, CARLETON PLACE

PRESENT:

✓	A. Bennett	✓	T. Moffa
✓	A. Champagne	✓	D. Oosterhoff
✓	C. A. Esnard	✓	S. Pirie
✓	J. Fournier	✓	R. Probert
✓	L. Gardiner	✓	G. Smith
✓	B. Harrington	✓	S. Snow
✓	L. Learmonth	✓	M. Vermette
✓	B. Lowry Bagshaw	✓	B. Young
✓	G. McKillop		

REGRETS:

X	G. Buckley	X	R. Larkin
X	B. Harvey		

STAFF:

✓	S. Cousineau
✓	K. Harbord
✓	T. McLelland
✓	R. Shaw

GUESTS:

✓	R. Arseneau, CPDMH Foundation Executive Director
✓	Al Roberts, AGH Foundation Managing Director
✓	L. McGreevy, CPDMH Foundation Chair

1.0	Call to Order
	<p>The meeting resumed at 6:30 pm and invited B. Harrington to provide a short introduction.</p> <p>B. Harrington thanked the Directors and proceeded to talk about background info, leadership style and thanked Directors for their warm welcome.</p>
2.0	Approval of Agenda
	<p>IT WAS MOVED AND SECONDED THAT THE AGENDA BE APPROVED.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p>
3.0	Chair's Remarks
	<p>The Chair addressed the following:</p> <ul style="list-style-type: none"> Offered condolences for the loss of a paramedic colleague, Dave Nitschmann, in a tragic accident Reminded Directors to complete their meeting evaluation which will be sent out after the meeting Noted that this is D. Oosterhoff's last meeting due to being unable to attend the AGM. The Chair thanked D. Oosterhoff for their time dedicated as a Board Director and was wished well Noted that this is G. McKillop's last Board meeting and was thanked for two years plus an extra year as Chief of Staff and for providing quality care to patients and leadership to the medical staff. G. McKillop was wished well in retirement. Noted that this is K. Harbord's last Board meeting and thanked the VP&CFO for the guidance and learning in healthcare and in finance, negotiating funding and managing it and wished K. Harbord well. Invited A. Roberts to provide additional information regarding the AGH Foundation: A. Roberts reported that an endowment fund has been set up benefiting the Hospital and Manor in perpetuity. The donors of the endowment fund will be recognized in an appropriate way. G. McKillop was

	<p>thanked again for being instrumental in receiving this gift from the donors. A. Roberts reported that the official opening of the CT Scan is still scheduled for June 30 and invited everyone to the Run for Women's Health on June 8.</p> <ul style="list-style-type: none"> Invited R. Arseneau to provide additional information regarding the CPDMH Foundation: R. Arseneau added that the Donor wall in the new ED is being built this coming week, a community BBQ will be held on June 20th and win 2024 tickets are still going strong.
4.0	Consent Agenda Matters
	<p>IT WAS MOVED AND SECONDED THAT THE FOLLOWING ITEMS CONTAINED IN THE CONSENT AGENDA BE APPROVED:</p> <ul style="list-style-type: none"> a. Minutes of the Allied Boards of Directors Meeting held March 26, 2024 b. AGH Financial Statements for fiscal year ended March 31, 2024 c. CPDMH Financial Statements for the fiscal year ended March 31, 2024 d. Authorization of the Allied Boards Chair and CEO to sign the Broader Public Sector Accountability Act Attestation Report dated May 28, 2024 on behalf of AGH e. Authorization of the Allied Boards Chair and CEO to sign the Broader Public Sector Accountability Act Attestation Report dated May 28, 2024 on behalf of CPDMH f. Authorization of the Allied Boards Chair to sign the AGH H-SAA Declaration of Compliance for the period April 1, 2023– March 31, 2024 g. Authorization of the Allied Boards Chair to sign the CPDMH H-SAA Declaration of Compliance for the period April 1, 2023– March 31, 2024 h. Authorization of the CEO to enter into a web-hosting service agreement with Med e-Care Health Care Solutions for a term of ten years on behalf of Almonte General Hospital <p style="text-align: right;"><u>MOTION CARRIED</u></p>
5.0	Business Arising from the Minutes
	There was no business arising from the minutes.
6.0	Matters Requiring Decision
	6.1 2023/24 AGH Audited Financial Statements
	<p>K. Harbord reported that at the time of the last FRAC meeting, the Audit reports were not yet finalized but have since been completed and are in the package for review. K. Harbord noted that the updated Financial Statements included a reclassification entry for employment benefits for the prior year Bill 124 benefits. K. Harbord also noted the new accounting standards. No concerns were raised.</p> <p>IT WAS MOVED AND SECONDED THAT THE AGH AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 BE APPROVED AND RECOMMENDED TO THE MEMBERS AT THE ANNUAL GENERAL MEETING FOR APPROVAL.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p> <p>L. Gardiner thanked K. Harbord, L. Varley and their team for the commitment managing two audits at the same time and noted that in order to manage the workload and timing next year, the FRAC and May Board meetings may be pushed into June.</p>
	6.2 2023/24 CPDMH Audited Financial Statements
	<p>K. Harbord reported that the updated Financial Statements included a reclassification entry for employment benefits for the prior year Bill 124 benefits. K. Harbord also noted the new accounting standards. No concerns were raised.</p> <p>IT WAS MOVED AND SECONDED THAT THE CPDMH AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024 BE APPROVED AND RECOMMENDED TO THE MEMBERS AT THE ANNUAL GENERAL MEETING FOR APPROVAL.</p>

MOTION CARRIED

6.3 AGH Auditor for Year Ending March 31, 2025

K. Harbord referred to the FRAC meeting minutes noting the Committee has recommended KPMG as the auditors for AGH for the fiscal year ending March 31, 2025. A discussion was held at the FRAC meeting regarding aligning the Auditors for the two Corporations and it was decided to keep individual auditors for one more year. No concerns were raised.

IT WAS MOVED AND SECONDED THAT RE-APPOINTMENT OF KPMG AS AUDITORS FOR THE AGH CORPORATION FOR THE FISCAL YEAR ENDING MARCH 31, 2025 BE APPROVED AND RECOMMENDED TO THE MEMBERS AT THE ANNUAL GENERAL MEETING FOR APPROVAL.

MOTION CARRIED

6.4 CPDMH Auditor for Year Ending March 31, 2025

K. Harbord referred to the FRAC meeting minutes noting the Committee has recommended BDO as the auditors for CPDMH for the fiscal year ending March 31, 2025. No concerns were raised.

IT WAS MOVED AND SECONDED THAT RE-APPOINTMENT OF BDO AS AUDITORS FOR THE CPDMH CORPORATION FOR THE FISCAL YEAR ENDING MARCH 31, 2025 BE APPROVED AND RECOMMENDED TO THE MEMBERS AT THE ANNUAL GENERAL MEETING FOR APPROVAL.

MOTION CARRIED

6.5 Loan Agreement

K. Harbord noted that the memo regarding AGH's loan agreement with RBC and SWAP agreement in place to hedge from interest rate risk. The existing banking agreement is being converted to a new agreement which requires Board authorization under Signing Policy IV#1. No concerns were raised.

IT WAS MOVED AND SECONDED THAT AUTHORIZATION OF THE PRESIDENT & CEO AND THE CFO TO ENTER INTO A LOAN AGREEMENT WITH THE ROYAL BANK OF CANADA FOR THE EXISTING LOAN BALANCE OF \$1,871,000 ON BEHALF OF ALMONTE GENERAL HOSPITAL BE APPROVED.

MOTION CARRIED

6.6 Fighting Against Forced Labour and Child Labour – Supply Chains Act Attestation

K. Harbord indicated that details of the Supply Chains Act Attestation have been included in the package. It was noted that this new requirement is based on the number of employees and CPDMH does not meet the threshold. Initiatives and policies will be needed and posted on the websites. No concerns were raised.

IT WAS MOVED AND SECONDED THAT AUTHORIZATION OF THE ALLIED BOARDS CHAIR TO SIGN THE ATTESTATION AND REPORT FOR FIGHTING AGAINST FORCED LABOUR AND CHILD LABOUR SUPPLY CHAINS ACT DATED MAY 28, 2024 ON BEHALF OF THE ALMONTE GENERAL HOSPITAL BE APPROVED.

MOTION CARRIED

6.7 Updated Common Administrative By-Laws

C.A. Esnard reported that the Governance Committee met to discuss changes needed to the By-Laws. C. A. Esnard reminded Directors that in 2022, the Governance Committee oversights and recommended to the Allied Boards of Directors amendments to its by-laws to be consistent with ONCA. These were presented and approved at the 2022 Annual General Meetings (AGM).

In October 2023, there were further changes to ONCA relating to the rules around holding electronic member's meetings, the rules for giving notice of electronic member's meeting and Board meetings, and the composition of the audit committee. Further details have been included in the memo. No concerns were raised.

	<p>IT WAS MOVED AND SECONDED THAT THE COMMON ADMINISTRATIVE BY-LAW CHANGES BE APPROVED AND RECOMMENDED TO THE MEMBERS AT THE AGH & CPDMH ANNUAL GENERAL MEETING FOR APPROVAL.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p>
	<p>6.8 Updated AGH & CPDMH Articles of Amendment</p> <p>C.A. Esnard reported that in addition to having the Allied Boards approve additional by-law updates for ONCA, the Articles of Amendment for each hospital needs to be approved by the Allied Boards and recommended to the Members at the AGM. Once approved they will be submitted to the MOH for approval and filed by October 18, 2024.</p> <p>C.A. Esnard noted that the proposed Articles of Amendment for CPDMH and AGH were included in the package along with a supporting memo with more information. No concerns were raised.</p> <p>IT WAS MOVED AND SECONDED THAT THE AGH AND THE CPDMH ARTICLES OF AMENDMENT BE APPROVED AND RECOMMENDED TO THE MEMBERS AT THE AGH & CPDMH ANNUAL GENERAL MEETING FOR APPROVAL.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p>
	<p>6.9 Draft Policy MA-013 Uninsured Services</p> <p>A. Champagne reported that the AGH and the CPDMH MAC's have reviewed and are recommending a policy for approval which state privileges will be granted based on the ability to contribute to meeting the care needs of the hospital's patients in accordance with the mandate, medical human resource needs and resource capacity of the hospital. It further states that only members of the Professional Staff who are providing regular hospital service to insured patients in accordance with the service needs of the hospital, either as set out in the Professional Staff Human Resources Plan, policies or otherwise at the discretion of the Chief of Department shall be eligible to be considered for allocation of hospital resources for uninsured services. The policy includes a procedure to be followed.</p> <p>IT WAS MOVED AND SECONDED THAT MRHA POLICY # MA-013 UNINSURED SERVICES BE APPROVED.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p>
7.0	Matters for Discussion
	<p>7.1 Report of the AGH Chief of Staff</p> <p>G. McKillop had reported the following:</p> <ul style="list-style-type: none"> • Dr. C. Deschenes will be fully retiring after 43 years at the end of June. C. Deschenes had retired from family clinic a couple of years ago but was still providing service in the OR. C. Deschenes has held many roles including Chief of Staff more than once. G. McKillop requested that a note of appreciation/congratulations be sent on behalf of the Allied Boards • Week of May 27 and June 3 is the Eastern Regional Medical Education Program's Community Week. AGH has a combined 9 first year medical students from the University of Ottawa and Queen's University who will be on-site learning from Family Physicians in the various departments they service • A meeting was held between AGH leadership and the QCH Head Radiologist Dr. John Clark to discuss the new reporting arrangements with TOH Radiologists • Work is in progress to set up a Third OB/GYN who has expressed interest in the position • Informed that G. McKillop has given notice of winding down both as Chief and family physician. A memo will be sent notifying of an Acting Chief of Staff for the month of June and that a candidate has been identified to take on the role thereafter. A recommendation from the MAC will be brought forward at the June meeting. <p>No questions were raised.</p>

	7.2 Report of the CPDMH Chief of Staff
	A. Champagne noted that the Report was included in the package. No questions were raised.
	7.3 Report of the CEO & Senior Team
	<p>B. Harrington noted that the Report was included in the package. A question was raised regarding staff trained for CT scanning. B. Harrington reported that there is a staff member already trained and more training will be completed. The DI Manager also has extensive experience with setting up the CT Scan at the Perth & Smiths Falls District Hospital.</p> <p>An additional question was raised regarding the timing of the Facility Condition Assessment Program (FCAP). R. Shaw indicated that the inspection was to occur during COVID but was delayed. R. Shaw and facility staff worked with the inspection team to ensure they completed a comprehensive review of all areas and facility systems of the hospital. The assessment draft report will be provided to the MOH and Hospital for review.</p>
	7.4 Quality of Care – Good Catch
	The Vice President Patient & Resident Services and Chief Nursing Executive L. Learmonth noted that there were several Good Catches of the Month related to a patient with dementia on the med/surg unit who does not want to stay at the hospital and therefore tries to elope. The Wander Guard system alarms and the patient is brought back to their room.
	7.5 Quality of Care - Patient Compliment/Concern
	<p>L. Learmonth shared a concern received from a husband whose wife was brought to the hospital by ambulance. The patient had nausea and vomiting, was lying on the floor and was very concerned. They felt the nurses did not speak kindly to them when asking the patient to get up off the floor. The patient also called the hospital and agreed that although it gave the patient relief, lying on the floor was likely not the best choice. The concern was reviewed with the nursing staff and they were reminded about how the family felt in this situation and how to approach situations like this differently in the future.</p> <p>L. Learmonth shared a compliment from an obstetrics patient who wrote that the staff provided outstanding care and support bringing their baby into the world. They commented on the VIP treatment they received and wished they could take the nurses home with them.</p>
8.0	Matters for Information
	The Chair noted that the Board Work Plan and a thank you note from M. Wilson Trider was included for information.
9.0	Other Business
	G. McKillop, K. Harbord, S. Cousineau, R. Shaw, L. Learmonth, L. McGreevy and A. Roberts left the meeting.
	9.1 Elected Members Discussion with CEO
	<p>IT WAS MOVED AND SECONDED THAT THE MEETING MOVE IN-CAMERA.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p> <p>Directors continued an in-camera discussion. No minutes were recorded.</p> <p>B. Harrington left the meeting.</p>
	9.2 Elected Members Only Discussion
	<p>Directors continued an in-camera discussion. No minutes were recorded.</p> <p>IT WAS MOVED AND SECONDED THAT THE MEETING MOVE OUT OF CAMERA.</p> <p style="text-align: right;"><u>MOTION CARRIED</u></p>

12.0	Next Meeting and Adjournment
	<p>The Chair indicated that the next Allied Boards meeting will consist of only an in-camera meeting to be held on June 25, 2024 prior to the AGM.</p> <p>IT WAS MOVED THAT THE MEETING BE ADJOURNED.</p>

Approved Minutes signed by:



L. Gardiner, Allied Boards Chair



B. Harrington, Allied Boards Secretary