

OPEN SESSION MINUTES OF THE AHI & TDMH JOINT BOARD OF DIRECTORS' MEETING
Wednesday, March 30, 2022
Virtually

PRESENT:*AHI*

Don Campbell (Co-Chair) Ian Blain Michelle Franklin Harold Matthews Stephanie Nevins Todd Ross

TDMH

Ruby Withington (Co-Chair) Diane Kleer Carrie Lewis Ann Loker Barbara Morgan Heather Spanjers (vacancy)

EX-OFFICIOS

Mike Bastow Dr. Jamie Cluett Cheryl Pfaff Dr. Jay Taylor

GUEST(S): Dr. Robert Butcher, Ethicist (Item 2. Ethics Education)

REGRETS:

AHI Dr. Amy Blake Tanya Pirie

TDMH Dr. Michael Surkont

RESOURCE: Mike Bastow, Chief Operating Officer and VP People and Finance; Jennifer Row, VP, Program Development and System Transformation; Loralee Heemskerck, Recording Secretary

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
OPEN SESSION		
1. CALL TO ORDER	Ruby Withington called the open session meeting to order at 5:30 pm. A brief meeting without management will immediately follow the in-camera session.	
1.1 Quorum	A quorum was present for both organizations.	

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
<p>1.2 Conflict of Interest</p> <p>1.3 Approval of Agenda</p>	<p>There were no conflicts to declare.</p> <p>Revision: Item 4.2 Quality, Risk and Patient Safety - March 25, 2022 will be moved in-camera.</p> <p><u>MOTION:</u> Moved by Harold Matthews Seconded by Michelle Franklin</p> <p>RESOLVED that the agenda be approved, including consent items, as amended. Carried.</p> <p>Consent Agenda Items</p> <ul style="list-style-type: none"> • Approval of previous open session minutes – February 23, 2022 • CNE and VP Clinical Services, Quality and Safety Report • VP, Program Development and System Transformation • AHI Joint Health and Safety Minutes – February 22, 2022 • TDMH Joint Health and Safety Minutes – February 16, 2022 • TDMH Joint Health and Safety Minutes – March 16, 2022 	<p>Obtain original signature on meeting minutes (L. Heemskerk)</p>
<p>2. BOARD CONTINUING EDUCATION SESSION: Healthcare Ethics Education by Dr. Robert Butcher, Ethicist</p>	<p>The presentation provided an overview of healthcare ethics, the organizational structures and tools as well as the decision making pathway that AHI and TDMH have in place to support ethical practices. A case study reviewed Bill 27 pertaining to the right to disconnect from work.</p> <p>Ethical challenges arise everywhere in healthcare and we need to support staff as they try to navigate those ethical challenges. The board was encouraged to think about ways in which they deliberately incorporate ethics and values into their decision-making.</p>	

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	<p>The burdens of care during the pandemic have been extraordinary. The Provincial directives changed the way in which we provide healthcare from a patient centred model of care to more of a public health model. That resulted in traumatic changes and enormous burden on patients and health care providers.</p> <p>Bill 27, <i>Working for Workers Act</i> which gives employees the right to disconnect after hours. Organizations will be required to create a policy. During discussion it was noted that at times it will be difficult to reconcile this in practice, especially when there is an emergency. It will be important how you convey information and that an emergency is a temporary matter.</p>	
<p>3. BUSINESS ARISING FROM CONSENT AGENDA - There is no business arising from the consent agenda.</p>		
<p>4. MATTERS FOR DECISION/DISCUSSION/INFORMATION</p>		
<p>4.1 President and CEO Report</p>	<p>Report highlights:</p> <ul style="list-style-type: none"> • COVID update and resumption of surgical volumes; Southwest hospitals taking a collaborative approach around masking, screening and vaccine policy for visitors • Government’s human health professional retention incentives • Expanded respiratory therapy and CT scanning. • 1st Same Day Hip was completed. Patient did amazing and was discharged home the same day. 	
<p>4.2 Quality, Risk and Patient Safety Committee – March 7</p>	<p>Discussion highlights:</p> <ul style="list-style-type: none"> • Quality report presentations • Quality, Risk and Patient Safety Report • 22-23 Quality Improvement Plan • Grateful patient story about a positive experience. 	

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<p>4.3 Governance Steering Committee – March 10, 2022</p>	<p>Meeting highlights:</p> <ul style="list-style-type: none"> • Governance education and reliance on the Ontario Hospital Association (OHA) as our governance resource • Board recruitment is ongoing and interviews are scheduled. <p><u>Item 2.2 Executive Committee Proposed Terms of Reference (By-law Revision)</u> Revised terms of reference now align with the OHA sample and the new Ontario Not-for-Profit Corporations Act (ONCA). ONCA no longer permits Executive Committees to have the same full powers as hospital boards.</p> <p><u>MOTION:</u> Moved by Don Campbell Seconded by Ian Blain</p> <p>RESOLVED that the AHI and TDMH Joint Board of Directors approve the revised Executive Committee Terms of Reference as presented. Carried.</p> <p><u>MOTION:</u> Moved by Ann Loker Seconded by Barb Morgan</p> <p>RESOLVED that the AHI and TDMH Joint Board of Directors approve the revised Executive Committee Terms of Reference as presented. Carried.</p> <p><u>Item 3.7 Code of Conduct board policy</u> In accordance with ONCA, the policy now includes a clear definition and process for director dissent as outlined in the OHA sample: <i>A director who is present at a board or board committee meeting is deemed to have consented to any resolution passed or action taken with some exceptions. A director who abstains may be deemed to consent under ONCA.</i></p>	<p>Forward by-law revision to Annual Meeting for ratification (board chairs)</p> <p>Forward by-law revision to Annual Meeting for ratification (board chairs)</p>

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<p>5. NEW BUSINESS</p> <p>6. MOTION TO MOVE TO IN-CAMERA SESSION</p>	<p><u>Item 3.2 Corporate Planning and Finance Committee – Terms of Reference</u> The terms of reference have been aligned with the OHA sample and incorporates specific requirements of ONCA.</p> <p><u>MOTION:</u> Moved by Ian Blain Seconded by Todd Ross</p> <p>RESOLVED that the AHI and TDMH Board of Directors accept the revised Corporate Planning and Finance Committee Terms of Reference as presented. Carried.</p> <p>There is no new business to address.</p> <p><u>MOTION:</u> Moved by Michelle Franklin Seconded by Diane Kler</p> <p>RESOLVED to move into the in-camera session at 7:01 pm to receive reports on items pursuant to the Board of Director’s In-camera policy. Carried.</p> <p>The meeting terminated at the completion of the closed session.</p>	<p>Follow-up (L. Heemskerck)</p>

Mike Bastow,
Interim President and CEO

Ruby Withington,
TDMH Joint Board Co-Chair