

**OPEN SESSION MINUTES OF THE AHI & TDMH JOINT BOARD OF DIRECTORS' MEETING**  
**Wednesday, November 24, 2021**  
**Virtually**

**PRESENT:**

*AHI*  
 Don Campbell (Co-Chair) Ian Blain Michelle Franklin Harold Matthews Stephanie Nevins Tanya Pirie

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

*EX-OFFICIOS*  
 Dr. Amy Blake Dr. Jamie Cluett Sandy Jansen Cheryl Pfaff Dr. Michael Surkont Dr. Jay Taylor

**REGRETS:**

*AHI* Todd Ross

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

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
<b>OPEN SESSION</b>		
<b>1. CALL TO ORDER</b>	Ruby Withington called the open session meeting to order at 5:34 pm.	
<b>1.1 Quorum</b>	A quorum was present for both organizations.	
<b>1.2 Conflict of Interest</b>	There were no conflicts to declare.	

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<p><b>1.3 Approval of Agenda</b></p>	<p><b><u>MOTION:</u></b>  <b>Moved by Ann Loker</b>  <b>Seconded by Carrie Lewis</b></p> <p><b>RESOLVED that the agenda be approved, including consent items, as circulated. Carried.</b></p> <p>Consent Agenda Items:</p> <ul style="list-style-type: none"> <li>• Approval of previous open session minutes – October 27, 2021</li> <li>• CNE and VP Clinical Services, Quality and Safety Report</li> <li>• VP, Program Development and System Transformation</li> <li>• AHI Joint Health and Safety minutes – October 26, 2021</li> </ul>	<p>Obtain original signature on meeting minutes (L. Heemskerk)</p>
<p><b>2. BUSINESS ARISING FROM CONSENT AGENDA</b></p> <p><b>2.1 COO and VP People and Finance Report</b></p>	<p><u>AHI Code Grey Update</u></p> <p>Approximately 2 weeks ago we had a significant power issue that resulted in the loss of regular power as well as our emergency power backup. A leak in a recently repaired roof caused a panel shortage resulting in the majority of the hospital being without power. The transfer switch and controller on the generator were also affected. We were able to restore regular power same day as well as put in short term contingency plans around our emergency power backup because the transfer switch wasn't functional. We have been working diligently over the past two weeks to move towards a permanent fix. 3E Power has been on site to complete prep work and were able to locate a transfer switch which was installed in two phases this week. We are now back on regular power with a functional transfer switch for our emergency power back-up. The roofing contractor was fully engaged from the beginning and able to resolve the roof leak. There was no impact to patients and no negative media.</p>	


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	<p>It was noted the transfer switch was purchased from a third party company that had never utilized it, and we were able to purchase at a cost of \$11,000 which is significantly less than brand new (\$60,000-\$80,000). The engineer confirmed the transfer switch is compatible with the new generator. Thanks to Mike and the leadership team for their dedication during this crisis which could have had catastrophic consequences.</p>	
<p><b>3. MATTERS FOR DECISION/DISCUSSION/INFORMATION</b></p>		
<p><b>3.1 President and CEO Report</b></p>	<p>Report provided a brief update on key activities at AHI and TDMH in alignment with the strategic priorities of the organization.</p> <ul style="list-style-type: none"> <li>• Leadership team is meeting to discuss and create a conceptual model as to what further integration might look like, the benefits and challenges; draft model to be reviewed by the Joint Integration Steering Committee and thereafter staff and physician group will be engaged for feedback.</li> <li>• COVID cases are high in the south west region; anticipate further restrictions to be imposed in our area; 25% of cases are in the 0-19 age category; recent injunctions have been reviewed and denied by courts; grievances to be addressed at the union level.</li> </ul>	
<p><b>3.2 Quality, Risk and Patient Safety Committee – Nov. 1/21</b></p>	<p>Meeting minutes were reviewed. A patient story highlighted the experience of an essential care partner and the critical role they play in supporting patients.</p>	
<p><b>3.3 Governance Steering Committee – Nov. 10/21</b></p>	<p>Meeting minutes were reviewed.</p>	

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	<p><u>Board Policies</u>  <b>MOTION:</b>  <b>Moved by Ian Blain</b>  <b>Seconded by Diane Kleer</b></p> <p><b>RESOLVED that the joint board of directors approved the revised board policies Conflict of Interest and Open Board Meetings – Members of the Public Attending-Addressing as presented with suggested revisions. Carried.</b></p> <p>Addendum: It was noted that the respective Chair or Vice Chair will continue to refer conflict of interest matters to the site specific Executive Committee (section 2b) as necessary rather than change to the Governance Steering Committee.</p> <p><u>Education re Ontario Not-for-Profit Corporations Act (ONCA)</u>  Miller Thomson’s Director Series recently provided an overview of the new ONCA legislation which came into force on October 19, 2021. ONCA now applies to hospitals in place of the Corporations Act.</p> <ul style="list-style-type: none"> <li>• ONCA legislation modernizes non-profit governance, simplifies the incorporation process and clarifies rules for governing a corporation</li> <li>• A three year transition period to review and revise governing documents in order to comply; after three years ONCA will automatically apply regardless.</li> <li>• New Ontario Business Registry launched to replace outdated technology allowing not-for profits corporations to complete over 90 transactions with the government simply and quickly using the on line tools.</li> <li>• AHI and TDMH Corporate By-laws are in pretty good shape as Miller Thomson conducted a 2019 by-law review for both organizations and was proactive in incorporating ONCA into those revisions.</li> </ul>	<p>Follow-up (L. Heemskerk)</p>

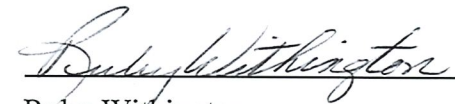
AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
	<p><u>Governance Action Items</u></p> <ol style="list-style-type: none"> <li>1. Business Registry Company Key has been requested and received for TDMH, awaiting one for AHI.</li> <li>2. Amending Articles of Incorporation – states that Classes of Members and number range for Directors must be contained in the Articles of Incorporation – not applicable as AHI and TDMH do not have Member categories (TDMH eliminated Life Members during 2019 by-law review; AHI didn't have categories); AHI/TDMH do not have a range for Directors – it is a set number stated in our Corporate By-laws.</li> <li>3. Amend By-laws – OHA is working on updating the OHA's Corporate Prototype By-Laws, which will be available in conjunction with a webinar.</li> <li>4. Align board policies – board policies will need to be reviewed and updated if necessary.</li> <li>5. Update Corporate Registers – will need to update our director, officer, member information, etc. for 21/22 upon receipt of Business Registry Company Key.</li> <li>6. Provide education to the board about ONCA and reviewing Miller Thomson's presentation tonight is the first step in that process.</li> </ol> <p><u>Oxford and Area Ontario Health Team Progress Report</u></p> <ul style="list-style-type: none"> <li>• Three priority populations have been identified: mental health and addictions, chronic disease and individuals with palliative care needs.</li> <li>• Working on component to enable all providers to more thoroughly understand what is happening with their patients no matter where they are in the system.</li> <li>• Looking at providing care providers limited access to hospital information to better understand the patient condition.</li> <li>• Ingersoll Nurse Practitioner-Led Clinic is in process of completing applications for consideration by respective MACs and boards.</li> <li>• Additional funding has been secured for clinical informatics support.</li> </ul>	

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<p><b>3.4 Framework for Supporting Ethical Practice (revised)</b></p>	<p>The Ethics Committee undertook to review and update existing ethics framework. The decision was made to leverage the Situation-Background-Assessment-Recommendation (SBAR) tool as part of our ethical decision making pathway. The goal is to adopt this new tool in our framework and provide education and training to staff in the New Year. We are also currently working with Ethicist Dr. Rob Butcher to update our existing Research and Ethics policy.</p> <p><b><u>MOTION:</u></b>  <b>Moved by Don Campbell</b>  <b>Seconded by Heather Spanjers</b></p> <p><b>RESOLVED that the Joint Board of Directors accept the revised AHI and TDMH Framework for Supporting Ethical Practice as presented. Carried.</b></p>	<p>Follow-up (C. Pfaff)</p>
<p><b>3.5 OHA Governance Essentials for New Directors Workshop</b></p>	<p>Feedback that the workshop were well worth attending and new board members should be strongly encouraged to attend. The sessions covered the following topics:</p> <ul style="list-style-type: none"> <li>• Governance Building Blocks</li> <li>• Forming Ontario Health Teams</li> <li>• Governance Roles and Responsibilities</li> <li>• Governance and Management – The Crucial Partnership</li> </ul> <p>Workshop highlights:</p> <ul style="list-style-type: none"> <li>• We are all in it together; governing in crisis; real time decision making during crisis; long-term care; strengthening integration.</li> <li>• Physician credentialing; board relies on the Medical Advisory Committee recommendation; understanding the concept of potential physician appeal process with directors as the adjudicators and therefore given minimal information so we remain neutral.</li> </ul>	

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<p>4. NEW BUSINESS</p> <p>5. MOTION TO MOVE TO IN-CAMERA SESSION</p>	<ul style="list-style-type: none"> <li>• Conflict of interest – not influencing the conversation.</li> <li>• Helped to better understand the language and board reports, OHTs and ONCA, membership structure, freedom of information; hospital professional staff relationships; role of MAC; hospital and foundation relationships; mission driven, review of the applicable legislations; weight of decisions around strategic planning.</li> </ul> <p>There is no new business to address.</p> <p><b><u>MOTION:</u></b>  <b>Moved by Carrie Lewis</b>  <b>Seconded by Stephanie Nevins</b></p> <p><b>RESOLVED to move into the in-camera session at 6:43pm to receive reports on items pursuant to the Board of Director’s In-camera policy. Carried.</b></p> <p>The meeting terminated at the completion of the closed session.</p>	

 on behalf of S. Jansen

Sandy Jansen,  
President and CEO



Ruby Wittington,  
TDMH Joint Board Co-Chair