

CHATHAM-KENT HEALTH ALLIANCE
Boards of Directors
Open Board Meeting Minutes

Date: Thursday, November 28, 2019
Time: 4:00 pm to 5:00 pm
Place: Chatham-Kent Health Alliance
Board Room, Room B122, 80 Grand Ave. W., Chatham, ON N7M 5L9.

Members: Greg Aarssen (Chair), Robert Dye (Vice Chair & Treasurer), Brian Glover, Deborah Hook, Dan Miskokomon, Geetu Pathak, Sharon Pfaff (Vice Chair), April Rietdyk, Betty Schepens, Alan Wildeman
Ex-Officio: Lori Marshall, President & Chief Executive Officer; Dr. Pervez Faruqi, Chief of Staff ; Dr. Jason Back, President Medical Staff; Lisa Northcott, VP, Chief Nursing Executive, Chief, Professional Practice; Gaye Thompson, CKHA Foundation Board Chair
Guests: Ken Deane, Governance Coach; Aaron Ryan, VP, Performance & CFO; Caen Suni, VP, Clinical Programs & Operations; Mary Lou Crowley, President & Chief Executive Officer, CKHA Foundation, Uplabdh Sharma, Administrative Resident
Recorder: Annette Zimmer, Senior Executive Assistant, Governance Coordinator
Regrets: Dan Miskokomon, Betty Schepens

1.0 Call to Order

1.1 Quorum

Greg Aarssen, Chair, Chatham-Kent Health Alliance presides. He called the meeting to order at 4:15 pm and welcomed everyone present.

Greg Aarssen, Chair began by acknowledging the land on which we are gathered is the traditional territory of the Three Fires Confederacy, made up of the Ojibwa, Odawa, and Potawatomi Nations. These nations, known as the Anishnaabeg, agreed to share its territory with the British Crown by the 1790 Treaty also referred to as the "McKee Purchase/Treaty". Today the Anishnaabeg of the Three Fires Confederacy are represented by the Walpole Island First Nation.

Part of the HuronA/Wendat Nation (also known as the Hurons or Wyandots) came to live in the area after 1701. Some Hurons/Wendats sought refuge among the Anishnaabeg and were given a temporary place to stay along the Detroit River in the territory of the Three Fires. Subsequently, many of them relocated to Ohio and then Kansas and Oklahoma. A few remained, but opted to enfranchise in the late 19th century as a First Nation in Canada.

The Ojibwa, Odawa and Potawatomi Nations remained in their Territory and are now represented by the Council of Three Fires of Walpole Island First Nation.

1.2 Conflict of Interest and Confidentiality Declarations

No member declared a conflict of interest or confidentiality declarations regarding any items on the agenda.

1.3 Approval of Agenda

The Board of the Chatham-Kent Health Alliance reviewed the agenda.

Moved by: Geetu Pathak

Seconded by: Sharon Pfaff

THAT the Board of the Chatham-Kent Health Alliance approve the agenda as presented.
CARRIED.

2.0 Board Education

2.1 Uplabdh Sharma, Administrative Resident provided a presentation entitled Strategic Plan Mid-Term Review: Together, Growing a Healthier Community. Highlights of the presentation included the CKHA Strategy Map; review of the Strategic Directions; review of the Strategic Enablers and Conclusion. Questions were answered throughout the presentation. Greg Aarsson, Board Chair thanked Uplabdh Sharma, Administrative Resident for her presentation.

3.0 Patient Story

3.1 A patient story was presented and discussed.

4.0 Approval of Consent Agenda Items

4.1 The Board of the Chatham-Kent Health Alliance reviewed the consent agenda.

Moved by: Brian Glover

Seconded by: April Rietdyk

THAT the Board of the Chatham-Kent Health Alliance accept the consent agenda as presented and endorse the acceptance, receipt and filing of information contained therein including the following:

- i) CKHA Open Board meeting minutes from the meeting held on Thursday, September 26, 2019.
- ii) CKHA Open Board meeting minutes from the meeting held on Wednesday, October 2, 2019.
- iii) Draft Governance & Nominating Committee open meeting minutes from the meeting held on Tuesday, November 12, 2019.
- iv) Draft Resources Committee open meeting minutes from the meeting held on Monday, November 18, 2019.
- v) Report from the President and Chief Executive Officer dated Tuesday, November 19, 2019.
- vi) Report from the Chief of Staff dated Monday, November 18, 2019. **CARRIED.**

5.0 Standing Committee Reports

5.1 Governance Committee Standing Committee report from the meetings held on Tuesday, November 12, 2019.

Deborah Hook, Chair, Governance & Nominating Committee reviewed the Standing Committee report from the meeting held on Tuesday, November 12, 2019. She noted the

Committee reviewed the Strategic Plan Monitoring for the Second Quarter, the By-Law No. 1 and the Chatham-Kent Health Alliance Governance Manual.

After review, discussion, deliberation on the information provided and all questions asked were answered to the satisfaction of the Board of the Chatham-Kent Health Alliance, the Board approve the following:

Moved by: Deborah Hook
Seconded by: Alan Wildeman

THAT the Board of the Chatham-Kent Health Alliance receive the Strategic Plan Monitoring – Second Quarter for the period of July 1, 2019 to September 30, 2019 report as presented and **FURTHER THAT** the Board direct Administration to post the report publicly. **CARRIED.**

Moved by: Deborah Hook
Seconded by: April Rietdyk

THAT the Board of the Chatham-Kent Health Alliance approve the following changes to the By-Law No.1 and Governance Manual as amended:

(A) By-Law No.1 be revised to reflect the following changes:

- (i) **Article 4, Board of Directors, 4.01 Board Composition, (ii) Ex-Officio Non-Voting item (E) Chair of the CKHA Foundation Board** be removed from this section of the By-Law.
- (ii) **4.03 Election and Term of Office, section (c)** to read as follows:
 - (c) Subject to paragraph (d) below, no Director may serve as Chair, Vice-Chairs, Treasurer or Secretary of the Board, for longer than two (2) consecutive **annual terms in one office**; provided however, that following a break in continuous service of at least eleven (11) months, the same person may be eligible for re-election or reappointment to any office.”
- (iii) **5.01 Officers, section (a)** read as follows:
 - (a) The Board shall elect the following officers at the first meeting immediately following the annual meeting:
 - (i) the Chair;
 - (ii) **three** Vice-Chairs;
 - (iii) Treasurer; and
 - (iv) subject to paragraph (c) below, the Secretary.
- (iv) **5.01 Officers, section (b) (iii)** to read as follows:
 - (iii) The Directors of the Corporation may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of an officer of the Board beyond the two (2) year term specified in clause (ii) above, **however, that in no event shall such member serve longer than four (4) consecutive years in one office.**”

(B) The Governance Manual be revised to reflect the following changes:

(i) **1.1 Board Charter, 1.1.3 Board Duties and Responsibilities** – new item to be added and numbered as follows:

(j) **Fund Raising**

The Board supports fund raising initiatives including donor cultivation activities.

(a) Foundation will advise the Board with regard to donations, bequests, endowments and related investments.

(ii) **1.3 Ex-Officio Non-Voting Directors Charter** - item (e) *Chair of the Foundation of Chatham-Kent Health Alliance (the "Foundation")* to be removed.

(iii) **2.1 Resources Committee Charter** amendments as follows:

i. **2.1.1 Composition**

The Committee shall consist of:

(a) a Vice-Chair of the Board, who shall act as the Committee chair;

(b) at least (3) elected Directors;

(c) the Chief Executive Officer

(d) the Chief of Staff

(e) the President of the Medical Staff.

ii. **2.1.1 Composition** - item (e) *The Chair of the Foundation* be removed;

iii. **2.1.1 Composition** – the following sentence *The chair of the Resources Committee shall be an Elected Director:* be removed.

iv. **2.1.4 Specific Duties and Responsibilities** - item (iv) *Fundraising including clauses (A) and (B)* be removed from the Resources Committee Charter;

v. **2.1.4 Specific Duties and Responsibilities** – item (vi) *Human Resources including clauses (A) and (b)* be removed from the Resources Committee Charter and renumber (c) to (a);

vi. **2.1.4 Specific Duties and Responsibilities** – new item be added under clause (ii) Financial as follows:

(I) oversee the implementation of internal control and management information systems which will allow the Board and Senior Executive Management to oversee the Corporation's achievement of the HSAA and Corporate Indicators, financial statements, cash position, and capital spending (including capital project monitoring and capital equipment purchases) against predetermined Performance Metrics, and report to the Board quarterly and annually unless operating results or the Corporation's financial position fall outside of predetermined parameters, as recommended to and approved by the Board.

(iv) **2.2 Governance & Nominating Committee Charter** be amended as follows:

i. **2.2.1 Composition** to be removed as follows:

The Committee shall consist of:

- (a) at least four (4) elected Directors; one (1) of whom shall be appointed Committee Chair;*
- (b) the Board Chair;*

ii. **2.2.1 Composition** to be amended as follows:

The Committee shall consist of:

- (a) a Vice-Chair of the Board, who shall act as the Committee chair;**
- (b) at least (3) elected Directors;**
- (c) the Chief Executive Officer; and
- (d) the Chief of Staff.

(v) **2.3 Quality Committee Charter**

i. **2.3.1 Composition** to be amended to read as follows:

The Committee Shall consist of:

- (a) a Vice-Chair of the Board, who shall act as the Committee chair;**
- (b) at least (3) elected Directors;**
- (d) the Chief Executive Officer;**
- (e) the Chief of Staff;**
- (f) the Chief Nursing Executive;**
- (g) one person who works in the Corporation and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and**
- (h) such other non-Board members as may be appointed by the Board or prescribed by regulation (but, in any event, at least one-third (1/3) of the members of the Committee must be Directors).**

ii. **2.3.5 Specific Performance and Enterprise Risk Management Duties and Responsibilities** - *item b) oversee the implementation of internal control and management information systems which will allow the Board and Senior Executive Management to oversee the Corporation's achievement of the HSAA and Corporate Indicators, financial statements, cash position, and capital spending (including capital project monitoring and capital equipment purchases) against predetermined Performance Metrics, and report to the Board quarterly and annually unless operating results or the Corporation's financial position fall outside of predetermined parameters, as recommended to and approved by the Board;* to be removed.

(vi) **2.5 Executive Committee Charter** to be incorporated into the Governance Manual as amended as follows:

2.5 EXECUTIVE COMMITTEE CHARTER

2.5.1 Composition

The Committee shall consist of:

- (a) The Chair, who shall be committee chair;
- (b) The **three Vice-Chairs**;
- (c) The Chief Executive Officer; and
- (d) The Chief of Staff.

2.5.2 The Executive Committee shall

- (a) Act for and on behalf of the Board on any matter delegated to it by the Board;
- (b) Study and advise or make recommendations to the Board on any matter as directed by the Board; and
- (c) In all matters of administrative urgency, if a quorum of the Board is unavailable by a given deadline, exercise the full powers of the Board, reporting every action at the next meeting of the Board. For greater certainty, all Board of Directors shall be entitled to attend Executive Committee meeting subject to the Conflict of Interest provisions of the By-Law.

2.5.3 Responsibilities

- (a) Overseeing a succession management process for the position of Chief Executive Officer and Chief of Staff;
- (b) Overseeing senior executive compensation and compensation and performance policies.
- (c) Overseeing the annual performance evaluation of the Chief Executive Officer and Chief of Staff.
- (d) Monitoring the annual goals and objectives on a quarterly basis of the Chief Executive Officer and Chief of Staff.

2.5.4 General

The Committee shall have the following additional general duties and responsibilities:

- (a) Annually approve a work plan to ensure the Committee fulfills its mandate and completes its work efficiently and effectively;
- (b) Reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee;
- (c) Maintaining minutes or other records of meetings and activities of the Committee;
- (d) Reviewing and assessing the adequacy of this Charter at least annually and submitting any proposed amendments to the Governance & Nominating Committee and the Board for approval.

(vii) **3.1 Position Description for the Chair**, be amended to read as follows:

- i. (d) The Chair is an ex-officio member of all Board committees **except the Special Credentialing Disclosure Committee**. The Chair may elect to share this responsibility with a Vice-Chair.

(viii) **3.2 Position Description for a Vice-Chair**, be amended to read as follows:

- i. **3.2.1 Role Statement**
 - (a) The Board shall appoint **three** Vice-Chairs.
- ii. **3.2.2 Responsibilities**
 - (d) Committee Membership

A Vice-Chair shall serve as the chair of the Quality Committee. **Another (the other) Vice-Chair shall serve as the chair of the Resources Committee. Another Vice-Chair shall serve as the Vice Chair of the Governance & Nominating Committee.**

(ix) **3.5 Position Description for a Board Committee Chair** be amended to read as follows:

i. **3.5.4 Term**

Committee chairs shall be elected annually by the Board on the recommendation of the Governance & Nominating Committee for a maximum of **two (three)** one-year terms. In exceptional circumstances and with Board approval, the term may be extended.

ii. **3.6.2 Chair Selection**

The appointment of Chair requires approval of the Board and follows a rigorous selection and mentorship process, including serving for a period of at least one year as Vice-Chair. **Notwithstanding, in exceptional circumstances, the Board may select a Chair from within the Board who is not a Vice-Chair.**

(x) **4.11 Signing Authorities - Schedule A** the following sections be revised to read as follows:

Banking & Borrowing:

| Category, Documents, Instruments | Value Restriction | Positions of Signing Authority | Prior Approval |
|--|-------------------|---|----------------|
| Assign & transfer to the bank all or any stocks, bonds or other securities | | 1 of CEO, Board Chair or Vice Chair – AND - 1 of Secretary or 1 of the Vice Presidents JOINTLY | Board |

Real Estate / Property:

| | | | |
|--|------------|---|-------|
| Purchase and Sale agreements | | 1 of the Board Chair, Vice Chair or designated elected Director – AND – 1 of the Secretary or person appointed by the Board or CEO to be in charge of finance – OR – such persons indicated by Board resolution | Board |
| Significant lease offers and/or lease agreements longer than 2 years | ≥\$100,000 | 1 of the Board Chair, Vice Chair or designated elected Director – AND – 1 of the Secretary or person appointed by the Board or CEO to be in charge of finance – OR – such persons | Board |

| | | | |
|--------------|------------|---|--|
| | | indicated by Board resolution | |
| Lease offers | <\$100,000 | 1 of the Board Chair, Vice Chair or designated elected Director – AND – 1 of the Secretary or person appointed by the Board or CEO to be in charge of finance – OR – such persons indicated by Board resolution | |

Government & Other Contracts:

| | | | |
|--|----------------------------------|--|-------|
| Union Agreements | <Annual Budget >Annual Budget | CEO or designate CEO after specific Board Approval | Board |
| Group Physician Contracts | | CEO and COS | MOH |
| Individual Physician Contracts | | CEO and COS | CEO |
| Chief of Department/Medical Director Contracts | | COS and Appropriate VP | Board |
| Master Affiliation Agreements with University & Colleges | | CEO or designate | |
| Memoranda of Understanding, Letters of Intent for service Partnership | | CEO or designate | Board |
| Key: CEO Chief Executive Officer CFO Chief Financial Officer COS Chief of Staff MOH Ministry of Health Officers Board Chair Board Vice Chairs Secretary Treasurer | | Note: Where specifically authorized by the Board, the CEO or the Board Chair may be signatory to agreements or contracts on behalf of the Board | |

and, **THAT** a review of the By-Law and Governance Manual, no less than annually, be added to the work plan of the Governance & Nominating Committee in the future. **CARRIED.**

5.2 Resources Committee Standing Committee report from the meeting held on Monday, November 18, 2019.

Robert Dye, Chair, Resources Committee reviewed the Standing Committee report from the meeting held on Monday, November 18, 2019. He noted the Committee reviewed the Compliance Charter Report; the Financial Results up to September 30, 2019; the Information Technology Strategy & Performance Update and the Semi-annual Consultants Fees and Senior Officer Expense Report.

After review, discussion, deliberation on the information provided and all questions asked were answered to the satisfaction of the Board of the Chatham-Kent Health Alliance, the Board approve the following:

Moved by: Robert Dye
Seconded by: Geetu Pathak

THAT the Board of the Chatham-Kent Health Alliance endorse the Compliance Charter for the period ending October 31, 2019 and **FURTHER THAT** the Board direct Administration to post the Compliance Charter publically. **CARRIED.**

Moved by: Robert Dye
Seconded by: Brian Glover

THAT the Board of the Chatham-Kent Health Alliance accept the financial results for the period ending September 30, 2019 as presented. **CARRIED.**

Moved by: Robert Dye
Seconded by: Geetu Pathak

THAT the Board of the Chatham-Kent Health Alliance receive the Information Technology Strategy & Performance Update for November 2019 for information. **CARRIED.**

Moved by: Robert Dye
Seconded by: Brian Glover

THAT the Board of the Chatham-Kent Health Alliance receive the External Consultant Fees Report and Executive Staff and Board Expense Reports for the period April 1, 2019 to September 30, 2019 as presented and **FURTHER THAT** the Board direct Administration to post the applicable reports publically. **CARRIED.**

6.0 Matters for Review

6.1 Briefing note from Lori Marshall, President & Chief Executive Officer dated Tuesday, November 12, 2019 regarding Chatham-Kent Health Alliance Communications Plan 2019-20.

Lori Marshall, President & Chief Executive Officer reviewed the report dated Tuesday, November 12, 2019 regarding Chatham-Kent Health Alliance Communications Plan 2019-2020. She noted major changes to the plan are found in the stakeholder relations section relative to the emerging needs such as sustaining the medium-sized hospital funding and the proposed Chatham-Kent Ontario Health Team. The majority of tactical approaches in the remainder of the document remain the same.

After review, discussion, deliberation on the information provided and all questions asked were answered to the satisfaction of the Board of the Chatham-Kent Health Alliance, the Board approve the following:

Moved by: Robert Dye
Seconded by: Sharon Pfaff

THAT the Board of the Chatham-Kent Health Alliance approve the Chatham-Kent Health Alliance Communications Plan 2019-2020 as presented. **CARRIED.**

6.2 Briefing note from Lori Marshall, President & Chief Executive Officer dated Monday, November 18, 2019 regarding Privacy Report and Freedom of Information Report.

Lori Marshall, President & Chief Executive Officer reviewed report dated Monday, November 18, 2019 regarding Privacy Report and Freedom of Information Report. She noted there have been 19 new Freedom of Information reports since May 2019 all but one of which was related to security footage and all are complete. As well, two privacy breaches have been reported to the IPC since the last report. One related to unauthorized use and one related to unintentional disclosure.

After review, discussion, deliberation on the information provided and all questions asked were answered to the satisfaction of the Board of the Chatham-Kent Health Alliance, the Board approve the following:

Moved by: Robert Dye
Seconded by: Alan Wildeman

THAT the Board having reviewed the Privacy Report and the Freedom of Information Report, noting no areas of concern, receive the Privacy Report and the Freedom of Information Report for information. **CARRIED.**

6.3 Commitment to Chatham-Kent Health Alliance Foundation.

Greg Aarssen, Chair noted on behalf of the Board of the Chatham-Kent Health Alliance he expressed thanks to the Senior Leadership Team for their time and commitment given to CKHA and the community. He thanked Mary Lou Crowley, President & CEO of the Chatham-Kent Health Alliance Foundation for all the work the Foundation has been doing in the community. He reminded Board Members of the upcoming Christmas WISH Tree Lighting events sponsored by the CKHA Foundation on December 16th at the CKHA Wallaceburg Site and December 17th at the CKHA Chatham Site and further challenged Board members to support the CKHA Foundation in 2020 by providing a financial contribution as a great way for the Board to show 100 percent support of the CKHA Foundation.

Mary Lou Crowley, President & CEO thanked Greg Aarssen, Board Chair for recognizing the Christmas WISH Tree Lighting events and noted the WISH Tree Lighting is celebrating its 30th year. She noted the importance of giving this time of year and it doesn't matter how big or small; without the support from people like the Board Members it can't be done alone. Mary Lou Crowley noted there is a donor wall in both hospital sites and if there is somewhere specific in the hospital that someone wants their donation directed to that can be accommodated. Also, if someone wishes their donation to be kept confidential those wishes are honored as well.

7.0 Other Business / Emerging Risks and Trends

7.1 No items were presented.

8.0 Next Meeting and Adjournment

8.1 The next regular Open Board meeting is scheduled for Thursday, January 23, 2020 at 4:00 pm, Board Room, Room B122, 80 Grand Ave. W., Chatham, ON.

There being no further business, the Open Board meeting adjourned at 5:15 pm.

Greg Aarssen, Board Chair
Chatham-Kent Health Alliance

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