

OPEN SESSION MINUTES OF THE AHI & TDMH JOINT BOARD OF DIRECTORS' MEETING
Wednesday, May 25, 2022
Virtually

PRESENT:

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

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

EX-OFFICIOS
Dr. Jamie Cluett Nadia Facca Cheryl Pfaff Dr. Michael Surkont Dr. Jay Taylor

REGRETS:

AHI Dr. Amy Blake

RESOURCE: Mike Bastow, Chief Operating Officer and VP Finance; Jennifer Row, Chief Transformation Officer and VP, Human Resources; Loralee Heemskerk, Recording Secretary

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
<p>OPEN SESSION</p> <p>1. CALL TO ORDER</p> <p>1.1 Quorum</p> <p>1.2 Conflict of Interest</p>	<p>Ruby Withington called the open session meeting to order at 5:31 pm.</p> <p>A quorum was present for both organizations.</p> <p>There were no conflicts to declare.</p>	

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
<p>1.3 Approval of Agenda</p>	<p><u>MOTION:</u> Moved by Ann Loker Seconded by Harold Matthews</p> <p>RESOLVED that the agenda be approved, including consent items, as circulated. Carried.</p> <p>Consent Agenda Items:</p> <ul style="list-style-type: none"> • Approval of previous open session minutes –April 27, 2022 • CNE and VP Clinical Services, Quality and Safety Report • COO and VP Finance Report • Chief Transformation Officer and VP Human Resources Report • Board Correspondence 	<p>Obtain original signature on meeting minutes (L. Heemskerk)</p>
<p>2. BUSINESS ARISING FROM CONSENT AGENDA</p>	<p>- There is no business arising from the consent agenda.</p>	
<p>3. MATTERS FOR DECISION/DISCUSSION/INFORMATION</p>		
<p>3.1 President and CEO Report</p>	<p>The report provided an update on key activities at AHI and TDMH in alignment with the organization’s strategic priorities.</p>	
<p>3.2 Quality, Risk and Patient Safety Committee – May 2/22</p>	<p><u>21-22 Pay for Performance</u> The results of the 21-22 pay for performance indicators and percentage pay out for senior leaders was reviewed in detail.</p>	
	<p><u>MOTION:</u> Moved by Tanya Pirie Seconded by Todd Ross</p> <p>RESOLVED that the AHI Board of Directors approve the AHI 21-22 executive compensation pay for performance payout of 83.3%. Carried.</p>	<p>Follow-up (M. Bastow)</p>

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
	<p><u>MOTION:</u> Moved by Barb Morgan Seconded by Diane Kleer</p> <p>RESOLVED that the TDMH Board of Directors approve the TDMH 21-22 executive compensation pay for performance payout of 31.3%. Carried.</p> <p><u>22-23 Pay for Performance Priority Indicators</u> There is a recommendation coming forth to roll over the priority indicators and weighting from last year. Discussion ensued with regards to the 21-22 payout and the executive compensation restrictions as per the legislation. For 22-23 the executive compensation pay for performance percentages will remain at the initial 5% for the CEO and 2% for remaining executive leaders. The interim CEO executive compensation will also be calculated based on 5%.</p> <p><u>MOTION:</u> Moved by Michelle Franklin Seconded by Tanya Pirie</p> <p>RESOLVED that the AHI Board of Directors approve the AHI 22-23 executive compensation pay for performance priority indicators and weighting as follows:</p> <ul style="list-style-type: none"> • ED length of stay for non-admitted patients (CTAS 1, 2, 3) = 50% weighting • Patient Satisfaction Surveys (ED) = 25% weighting • Patient Satisfaction Surveys (In-patient) = 25% weighting <p>Carried.</p>	<p>Follow-up (M. Bastow)</p>

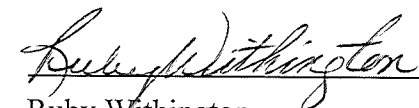
AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
<p>3.3 Governance Steering Committee – May 12, 2022</p>	<p><u>MOTION:</u> Moved by Heather Spanjers Seconded by Barb Morgan</p> <p>RESOLVED that the TDMH Board of Directors approve the TDMH 22-23 executive compensation pay for performance priority indicators and weighting as follows:</p> <ul style="list-style-type: none"> • Emergency Department length of stay for non-admitted patients (CTAS 1,2,3) = 25% weighting • Emergency Department length of stay for non-admitted patients (CTAS 4,5) = 25% weighting • Patient Satisfaction Surveys (ED) = 25% weighting • Patient Satisfaction Surveys (In-patient) = 25% weighting <p>Carried.</p> <p><u>Patient Story</u> The story provided an example of how we were able to implement process improvements based on receiving constructive patient feedback. We are currently working on streamlining the discharge processes at TDMH.</p> <p><u>22-23 AHI Nomination</u> Confirmation that candidate application is in order and a recommendation is forthcoming to nominate Scott Davis to the AHI Board of Directors. Nominations will be forwarded to the Annual Meeting of the Corporate Members for consideration.</p> <p><u>MOTION:</u> Moved by Stephanie Nevins Seconded by Ian Blain</p> <p>RESOLVED that the AHI Board of Directors approve the 22-23 nomination of Scott Davis for election to the AHI Board of Directors. Carried.</p>	<p>Forward to Nominating Committee Report (Don Campbell)</p>

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<p>3.4 Corporate Planning and Finance Committee – May 18, 2022</p>	<p><u>22-23 Nominating Committee Report</u> The report is formulated based on board approved nominations and director re-elections. Nominations will be forwarded to the Annual Meeting.</p> <p><u>MOTION:</u> Moved by Diane Kleer Seconded by Stephanie Nevins</p> <p>RESOLVED that the Joint Board of Directors approve the 22-23 Nominating Committee Report as presented. Carried.</p> <p><u>22-23 Joint Board Standing Committee Membership</u> Committee membership was drafted based on member feedback and committee terms of reference. Some members have been shifted in order to provide them with a broader experience. Standing Committee membership will be finalized and approved at the Organizational Meeting in June.</p> <p><u>22-23 Joint Board Continuing Education Plan</u> Board members were encouraged to forward any suggested topics for inclusion in the plan.</p> <p><u>Broader Public Sector Accountability Act – Board Attestation (April 2021-March 2022)</u> Presentation from hospital administration confirmed that both AHI and TDMH are compliant with the Broader Public Sector guidelines.</p> <p>In response to a question it was clarified that OneChart Phase 1 costs are a combination of capital as well as operating. A request for proposal process does not apply as regional hospitals already have an affiliate relationship with London Health Sciences Centre (who oversees the standardized Cerner agreement).</p>	<p>Forward to Annual Meeting (Don Campbell/Ruby Withington)</p> <p>Forward to Organizational Meeting – June 22, 2022 (R. Withington)</p>

AGENDA ITEM	DISCUSSION/OUTCOME	ACTION PLAN/ TIMEFRAME & RESPONSIBILITY
3.5 Board Continuing Education	<p><u>Miller Thomson Session: Annual Meeting Essentials and the Ontario Not-for-Profit Corporations Act (ONCA) – May 12, 2022</u></p> <p>The session provided an overview of the new ONCA legislation as well as the launch of the Ontario Business Registry. It was noted that AHI and TDMH have already made changes to some of our policies and committee terms of reference in accordance with ONCA. We also underwent a corporate by-law review in 2019 which incorporated elements of the new legislation.</p>	
3.6 Ontario Hospital Association’s Board Self-Assessment Tool	<p>The Ontario Hospital Association have now completed the update for their board self-assessment tool. AHI and TDMH have participated annually in the past and found this to be an effective tool for quality improvement. Assessing governance practices is an Accreditation Canada standard. The survey will be distributed to members in June.</p>	<p>Circulate survey tool in June (L. Heemskerk)</p>
4. NEW BUSINESS	<p>There is no new business to address.</p>	
5. MOTION TO MOVE TO IN-CAMERA SESSION	<p><u>MOTION:</u> Moved by Don Campbell Seconded by Michelle Franklin</p> <p>RESOLVED to move into the in-camera session at 6:36 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>	



Nadia Facca,
President and CEO



Ruby Withington,
TDMH Joint Board Co-Chair