

# CONFIRMED MINUTES

## OPEN BOARD OF DIRECTORS MEETING

At the **Open Board of Directors Meeting** on **Mar 1, 2022** these minutes were **confirmed as presented**.

<b>Name:</b>	Temiskaming Hospital
<b>Date:</b>	Tuesday, January 25, 2022
<b>Time:</b>	5:30 PM to 8:33 PM
<b>Location:</b>	Virtual, GoToMeeting
<b>Board Members:</b>	Bruce Hawkins (Chair), Dan Fenety, Denise Balch, Jim Rowe, Jocelyn Moreno, Pascal Simard, Richard Males, Sandra Perreault, Christine Beeson
<b>Attendees:</b>	Adrian Thiel, Carla Porter, Mike Baker, Angie Manners
<b>Apologies:</b>	Dr. Colleen Davies, Dr. Ryan Sayer
<b>Guests:</b>	Mark Fecenko, BLG Louis Gravel, Integrated ONE Manager
<b>Notes:</b>	<b>Please complete the Director Self-Assessment Survey electronically and return to the Governance Committee c/o Board Liaison by January 25, 2022.</b>

### 1. Welcome

#### 1.1 Call to Order

The meeting was called to order at 1734 hours.

#### 1.2 Declaration of Conflicts of Interest

#### 1.3 Approval of Agenda

The agenda was presented for approval with no objections.

### 2. ONE Initiative – Meditech Expanse

#### 2.1 NewCo Governance

Mike Baker provided opening remarks. The project go-live date has been postponed to September 2023 as a result of delays in hiring staff for the operation, the impact of COVID on many operating partners and delays in developing the governance documents.

**Mark Fecenko joined the meeting at 1750 hours.**

Mark Fecenko summarized his background as it relates to HIS, Hosting Procurement, and HIS Governance. The presentation included: a snapshot of HIS arrangements

and the three basic approaches to HIS governance; Mark's assumptions from the review; and a review of HIS package that includes: Membership Agreement (including constating docs), Master Services Agreement, and the Statements of Work.

Adrian Theil reviewed the Total Cost of Ownership (TCO) document noting no significant changes since presenting it to the Board in April 2021.

Questions were held. Directors did raise hesitancy with the few items requiring follow up eg. updating payment stream commencement date.

#### **Mark Fecenko exited the meeting at 1926 hours.**

The three options available were raised for consideration. Mike Baker and the Senior Team recommend signing the Membership Agreement, the Master Services Agreement, the Statement of Work documents and the Bylaws required for the creation of NewCo.

## **2.2 Motion - ONE Initiative - Meditech Expanse**



### **Motion - ONE Initiative - Meditech Expanse**

Whereas the Board of Directors, in addition to several other presentations on the matter, held a Special Board Meeting on 20-Apr-21 to review the ONE Initiative - Meditech Expanse program;

And that the Board of Directors, at the 27-Apr-21 Board of Directors Meeting, approved the purchase of the new Meditech Expanse system and approved the President & CEO to sign the Memorandum of Understanding (MOU) for the ONE Project, as presented. The approval included the submission of a termination letter to NEON, support of participation in the ONE Project implementation as well as the creation of a new corporation that will support the provision of MEDITECH services. The motion also included a statement that Temiskaming Hospital has every intention of signing the membership and master services agreements as long as they align with the ONE Project MOU.

Be it resolved that the Board of Directors approves the President and Chief Executive Officer to sign the Membership Agreement, the Master Services Agreement, the Statement of Work documents and the Bylaws required for the creation of NewCo.

**9 Supported:** Bruce Hawkins , Christine Beeson , Dan Fenety , Denise Balch , Jim Rowe , Jocelyn Moreno , Pascal Simard , Richard Males , Sandra Perreault

**0 Opposed:**

**0 Abstained:**

**Decision Date:** Jan 25, 2022

**Mover:** Richard Males

**Second:** Dan Fenety

**Outcome:** Approved

## **3. Approval of Previous Minutes**

### **3.1 November 23, 2021**

**Open Board of Directors Meeting Nov 23, 2021**, the minutes were confirmed as presented.

## 4. Reports

### 4.1 Board Chair

Pre-circulated for members' information, see attached.

### 4.2 President & Chief Executive Officer

Pre-circulated for members' review and information was Mike Baker's report, see attached.

The operations scorecard for the period ending December 31, 2021 and COVID trend charts were pre-circulated for members' information. Brief discussion held on COVID-19 trends.

### 4.3 Chief Nursing Executive

Angie Manner's report was pre-circulated for members' information, see attached. The report covered patient occupancy and capacity; ALC occupancy and management; occupancy surge mitigation; COVID-19; and PEACH.

### 4.4 Chief Financial Officer

The report was pre-circulated for members' review, see attached. Adrian Thiel reported on the following items: line of credit, COVID Incremental Funding, HAPS (Budget) 2022-23, and human resources.

### 4.5 Hospital Foundation

Jim Rowe reported on the 50/50 draw and Christmas mailer campaign. The Radiothon is scheduled for February 24th.

## 5. Committee Reports

### 5.1 Quality & Service Planning Committee - Minutes of January 12, 2022

The minutes were pre-circulated for review, see attached. Sandra Perreault provided a summary.

Mike Baker informed members' that due to physician shortages in the Emergency Department we have affiliated with Ontario Health (Health Force) to assist with filling open shifts through their Emergency Department Locum Program.

### 5.2 Motion - November Year End Projection



#### Motion - November Year End Projection

*That the Report of the Treasurer be approved.*

9 Supported

0 Opposed

0 Abstained

**Decision Date:** Jan 25, 2022

**Mover:** Denise Balch

**Seconder:** Dan Fenety

**Outcome:** Approved

### 5.3 2022-23 Budget - Preliminary

The hospital was informed that a HAPS will not be required this year. The budget presentation will be postponed to next month.

### 5.4 Motion - Scotiabank Line of Credit



#### Motion - Scotiabank Line of Credit

*That the Board of Directors approve the increase to the permanent line of credit from \$750,000, to \$2,600,000, and a temporary line of credit in the amount of \$900,000 for a total available balance of \$3,500,000.*

**9 Supported:** Bruce Hawkins , Christine Beeson , Dan Fenety , Denise Balch , Jim Rowe , Jocelyn Moreno , Pascal Simard , Richard Males , Sandra Perreault

**0 Opposed:**

**0 Abstained:**

**Decision Date:** Jan 25, 2022  
**Mover:** Jim Rowe  
**Second:** Sandra Perreault  
**Outcome:** Approved

### 5.5 Medical Advisory Committee, Minutes of December 14, 2021 + January 11, 2022

Minutes were pre-circulated for review, see attached.

### 5.6 Motion - Medical Services Committee - Terms of Reference



#### Motion - Medical Services Committee - Terms of Reference

*That the Board of Directors approves the amended Terms of Reference for the Medical Services Committee as presented in Appendix D of the Medical Services Committee minutes of December 8, 2021.*

**9 Supported:** Bruce Hawkins , Christine Beeson , Dan Fenety , Denise Balch , Jim Rowe , Jocelyn Moreno , Pascal Simard , Richard Males , Sandra Perreault

**0 Opposed:**

**0 Abstained:**

**Decision Date:** Jan 25, 2022  
**Mover:** Dan Fenety  
**Second:** Christine Beeson  
**Outcome:** Approved

## 6. Correspondence / For Information Purposes

### 6.1 Newspaper Clippings, Facebook Posts & Other Media

Pre-circulated for information purposes were:

- newspaper clippings; and
- Facebook posts.

## 7. In-Camera Business

### 7.1 Motion - Move to In-Camera



#### Motion - Move to In-Camera

*That the meeting move in-camera at 2025 hours.*

9 Supported

0 Opposed

0 Abstained

**Decision Date:** Jan 25, 2022

**Mover:** Denise Balch

**Seconder:** Dan Fenety

**Outcome:** Approved

### 7.2 Motion - Reconvene Open Meeting



#### Motion - Reconvene Open Meeting

*That the Open Board meeting reconvenes at 2033 hours.*

9 Supported

0 Opposed

0 Abstained

**Decision Date:** Jan 25, 2022

**Mover:** Sandra Perreault

**Seconder:** Pascal Simard

**Outcome:** Approved

## 8. Director Self-Assessment Surey

### 8.1 DUE January 25, 2022

## 9. Adjournment

### 9.1 Adjourn the meeting

**Next meeting:** Open Board of Directors Meeting - Mar 1, 2022, 5:30 PM

Meeting without Management to follow.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_