

M I N U T E S
MICs Annual General Meeting
Wednesday, June 26th, 2019 – 1800 Hours
The Royal Canadian Legion, Iroquois Falls

| ANSON GENERAL HOSPITAL | |
|--------------------------------------|---|
| x | Danielle Delaurier – Chair |
| x | Ann Zsigmond – Vice-Chair |
| x | Stan Denault - Treasurer |
| x | Darcy Cybolsky – Municipal Representative |
| BINGHAM MEMORIAL HOSPITAL | |
| x | Bob Dennis – Chair |
| x | Irma Clarke – Vice-Chair |
| x | Roy Onlock – Treasurer |
| x | Jenny Gibson – Municipal Representative |
| LADY MINTO HOSPITAL | |
| x | Patricia Dorff – Chair |
| | Vacant – Vice-Chair |
| | Vacant – Treasurer |
| x | Desmond O’Connor – Municipal Representative |
| MICs GROUP OF HEALTH SERVICES | |
| x | Paul Chatelain – MICs Chief Executive Officer |
| x | Isabelle Boucher – MICs Chief Nursing Officer / Executive Leader of Clinical Services |
| x | Dr. Stephen Chiang – MICs Chief of Staff |
| x | Dr. Joey Tremblay – MICs President of Medical Staff |
| GUESTS | |
| x | Suzanne Gadoury – MICs Executive Assistant (<i>Recording Secretary</i>) |
| x | Gail Waghorn – MICs Chief Financial Officer / Executive Leader of Corporate Services |
| x | Chad Lauzon – Auditor for the MICs Group of Health Services |
| x | Joan Ludwig – Chief Nursing Officer, Timmins and District Hospital |

1. CALL TO ORDER

- D. Delaurier called the meeting to order

2. WELCOMING REMARKS OF THE CHAIR

- D. Delaurier welcomed everyone and thanked them for coming out.

3. CONFIRMATION OF QUORUM

- It was recorded that there was a quorum.

4. NOTICE OF MEETING

As per Article 3.3 of the Corporate By-Laws, notice of the Annual meeting was published in the Cochrane Times-Post and the Enterprise on June 12th and June 19th, 2019 and posted on the MICs website on June 3rd, 2019.

In addition, notices were e-mailed to all of the Corporate Members on May 23rd, 2019.

Therefore we have satisfied the notice requirements for the Annual Meeting of the Corporation as required in the By-laws.

5. INTRODUCTION OF THE BOARD MEMBERS

- D. Delaurier asked the members in attendance to introduce themselves.
- D. Delaurier invited Paul Chatelain to introduce Joan Ludwig, Chief Nursing Officer of Timmins and District Hospital.

6. PRESENTATION

- Ms. Ludwig presented on the TDH Ontario Health Team submission.

7. MINUTES OF PREVIOUS MEETING

7.1 Minutes of the MICs Corporation meeting held June 20th, 2018 were provided for information.

Chair asked if there were errors or omission.

Hearing none, the Motion was declared.

THAT the MICs Board of Directors approve the minutes of the Corporation meeting held June 20th, 2018 as presented.

8. BUSINESS ARISING FROM MINUTES

- There were no items of business arising from last year's Annual meeting.

9. RATIFICATION AND APPROVAL OF BY-LAW CHANGES

By-law amendments as recommended by legal counsel are supported by the Anson General, Bingham Memorial and Lady Minto Hospital Boards of Directors and presented to the Hospital Corporations for approval as follows:

PREAMBLECurrent Wording:

WHEREAS it is the intent of the Hospital to serve the community, and whereas the objects of the Hospital are:

1. To establish, equip, staff, maintain, operate a public hospital, including, without limiting the generality of the foregoing, active treatment programs and services, chronic care, community health, emergency services, out-patient services, rehabilitation therapeutic services;
2. To operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, and pharmacies or dispensaries;
3. To participate in all phases of education pertaining to healthcare, including specifically the education of physicians, dentists, nursing staff and other healthcare personnel;
4. To provide such other healthcare services as may be required by the community, including without limitation, the provision of long-term care services and programs and in-home healthcare services and programs, in accordance with all applicable legislation as may be amended from time to time;
5. To give care and treatment to the sick;
6. To maintain and improve community health; and
7. To perform such lawful acts as are deemed necessary or expedient to promote the attainment of these goals.

Revision:

WHEREAS it is the intent of the Hospital to serve the community, and whereas the objects of the Hospital are:

1. To establish, equip, staff, maintain, operate a public hospital, including, without limiting the generality of the foregoing, active treatment programs and services, chronic care, community health, emergency services, out-patient services, rehabilitation therapeutic services;
2. To operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, and pharmacies or dispensaries;
3. To participate in all phases of education pertaining to healthcare, including specifically the education of physicians, dentists, nursing staff and other healthcare personnel;
4. To provide such other healthcare services as may be required by the community, including without limitation, the provision of long-term care services and programs and in-home healthcare services and programs, in accordance with all applicable legislation as may be amended from time to time;
5. To give care and treatment to the sick;
6. To maintain and improve community health; and

7. To perform such lawful acts as are deemed necessary or expedient to promote the attainment of these goals.
8. To guarantee access to quality programs and services at Villa Minto in both official languages on a permanent basis according to its French language services designation under the *French Language Services Act*.

Motion:

Moved by: R. Onlock

Seconded by: I. Clarke

Be it resolved,

THAT the Corporations of Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital approve the By-law amendment as presented.

Carried.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

Current Wording:

1.1 Definitions

In this By-law, the following words and phrases shall have the following meanings, respectively:

(ff) “**Legislation**” means relevant statutes and regulations that govern the provision of health care to patients of the Corporation, including without limitation the *Broader Public Sector Accountability Act*, 2010, the *Child and Family Services Act* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), the *Corporations Act* (Ontario), the *Dentistry Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Freedom of Information and Protection of Privacy Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Local Health System Integration Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Midwifery Act* (Ontario), the *Not-for-Profit Corporations Act*, 2010 (Ontario), the *Nursing Act* (Ontario), the *Occupational Health and Safety Act* (Ontario), the *Personal Health Information Protection Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Quality of Care Information Protection Act*, 2004 (Ontario), the *Regulated Health Professions Act* (Ontario), the *Substitute Decisions Act* (Ontario), and the *Workplace Safety and Insurance Act* (Ontario)

Revision:

1.1 Definitions

In this By-law, the following words and phrases shall have the following meanings, respectively:

(ff) “**Legislation**” means relevant statutes and regulations that govern the provision of health care to patients of the Corporation, including without limitation the *Broader Public Sector Accountability Act*, 2010, the *Child and Family Services Act* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), the *Corporations Act* (Ontario), the *Dentistry Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Freedom of*

*Information and Protection of Privacy Act (Ontario), the Health Care Consent Act (Ontario), the Health Insurance Act (Ontario), the Local Health System Integration Act (Ontario), the Medicine Act (Ontario), the Mental Health Act (Ontario), the Midwifery Act (Ontario), the Not-for-Profit Corporations Act, 2010 (Ontario), the Nursing Act (Ontario), the Occupational Health and Safety Act (Ontario), the Personal Health Information Protection Act (Ontario), the Public Hospitals Act (Ontario), the Quality of Care Information Protection Act, 2004 (Ontario), the Regulated Health Professions Act (Ontario), the Substitute Decisions Act (Ontario), and the Workplace Safety and Insurance Act (Ontario), *the French Language Services Act**

Motion:

Moved by: A. Zsigmond

Seconded by: J. Gibson

Be it resolved,

THAT the Corporations of Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital approve the By-law amendment as presented.

Carried.

ARTICLE 4 BOARD OF DIRECTORS

Current Wording:

4.3 Corporation Board Composition

- (a) The Directors of the Corporation shall supervise the management of the activities and affairs of the Corporation.
- (b) The Board of Directors shall be comprised of the following Directors:
 - (i) Elected Voting Directors
Three (3) persons elected by the Members of the Corporation from the Catchment Area for respective terms not to exceed three (3) years.
 - (ii) Ex-Officio Voting Directors
One (1) ex-officio Director selected, following the Board's consideration of the Mayor's recommendation, from amongst the elected members of the Municipal Council.
 - (iii) Ex-Officio Non-Voting Partner Directors
The eight (8) voting directors of the other MICs Hospital Corporations
 - (iv) Ex-Officio Non-Voting MICs Officers
 - (1) The Chief Executive Officer;
 - (2) The Chief of Staff;
 - (3) The MICs President of Medical Staff; and
 - (4) The Chief Nursing Executive.
- (c) The ex-officio non-voting Directors shall hold office until their successors are appointed and each appointment must be confirmed yearly.

Revision:

4.3 Corporation Board Composition

- (a) The Directors of the Corporation shall supervise the management of the activities and

affairs of the Corporation.

- (b) The Board of Directors shall be comprised of the following Directors:
 - (i) Elected Voting Directors
Three (3) persons elected by the Members of the Corporation from the Catchment Area for respective terms not to exceed three (3) years.
 - (ii) Ex-Officio Voting Directors
One (1) ex-officio Director selected, following the Board's consideration of the Mayor's recommendation, from amongst the elected members of the Municipal Council.
 - (iii) Ex-Officio Non-Voting Partner Directors
The eight (8) voting directors of the other MICs Hospital Corporations
 - (iv) Ex-Officio Non-Voting MICs Officers
 - (1) The Chief Executive Officer;
 - (2) The Chief of Staff;
 - (3) The MICs President of Medical Staff; and
 - (4) The Chief Nursing Executive.
- (c) The ex-officio non-voting Directors shall hold office until their successors are appointed and each appointment must be confirmed yearly.
- (d) In order to reflect the bilingual nature of the catchment area, the elected membership of the LMH Board of Directors will include a minimum of 40% representation from the Francophone community.

Motion:

Moved by: P. Dorff

Seconded by: R. Onlock

Be it resolved,

THAT the Corporations of Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital approve the By-law amendment as presented.

Carried.

ARTICLE 4 BOARD OF DIRECTORS

Current Wording:

4.9 Duties and Responsibilities of the Board

The Board shall govern the Corporation and supervise the management of the activities and affairs of the Corporation. In doing so, the Board shall discharge the following responsibilities of the Board:

- (m) Language and Culture
 - (i) Respect the cultural, linguistic, religious and ethnic characteristics of the communities served;
 - (ii) Ensure services are provided in the predominate languages within the Community recognizing that the working language of the Hospital is English and services of a translator may be used as required.

- (iii) The Hospital recognizes and supports the principle of French-speaking clients accessing health care services in their own language, and, as such, its goal is to provide services in both English and French.

Revisions:

4.9 Duties and Responsibilities of the Board

The Board shall govern the Corporation and supervise the management of the activities and affairs of the Corporation. In doing so, the Board shall discharge the following responsibilities of the Board:

- (m) Language and Culture
 - (i) Respect the cultural, linguistic, religious and ethnic characteristics of the communities served;
 - (ii) Ensure services are provided in the predominate languages within the Community recognizing that the working language of the Hospital is English ~~and services of a translator may be used as required.~~
 - (iii) ~~The Hospital recognizes and supports the principle of French-speaking clients accessing health care services in their own language, and, as such, its goal is to provide services in both English and French.~~ For Villa Minto which is designated under the *French Language Services Act*, the LMH Board of Directors and the Chief Executive Director are responsible for ensuring the delivery of quality French language services.
 - (iv) A French Language Services Committee will oversee the development of a plan for the provision of French language services in accordance to its mandate and the Corporation's French Language Services Policy. The LMH Board of Directors ensures the implementation of the French Language Services Policy.
 - (v) Villa's Minto French language services annual report, mandated by the Ministry of Health and Long-Term Care, approved by the LMH Board of Directors, shall be presented at the Annual General Meeting.

Motion:

Moved by: D. Cybolsky

Seconded by: J. Gibson

Be it resolved,

That the Corporations of Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital approve the by-law amendments as presented.

Carried.

ARTICLE 7 COMMITTEES OF THE BOARD

Current Wording:

7.1 Establishment of Committees

- (a) The Committees of the Board shall be:
 - (i) Audit/Finance Committee;
 - (ii) Executive Committee;

- (iii) Medical Advisory Committee;
 - (iv) Quality Committee; and
 - (v) such other committees (hereinafter referred to as “Special Committees”) as it determines are necessary for the execution of the Board's responsibilities.
- (b) The Board may conduct the duties and responsibilities of any or all of the Board Committees, except for the Medical Advisory Committee and Quality Committee, as a committee of the whole.

Revisions:

7.1 Establishment of Committees

- (a) The Committees of the Board shall be:
- (i) Audit/Finance Committee;
 - (ii) Executive Committee;
 - (iii) Medical Advisory Committee;
 - (iv) Quality Committee;
 - (v) **Fiscal Advisory Committee; and**
 - (vi) such other committees (hereinafter referred to as “Special Committees”) as it determines are necessary for the execution of the Board's responsibilities.
- (b) The Board may conduct the duties and responsibilities of any or all of the Board Committees, except for the Medical Advisory Committee and Quality Committee, as a committee of the whole.
- (c) **The committees of the LMH Board of Directors will include a minimum of 40% representation from the Francophone community, which is the percentage reflective of the Francophone population of the catchment area.**

- Corporation Members were invited to ask questions.

Motion:

Moved by: I. Clarke

Seconded by: J. Gibson

Be it resolved,

THAT the Corporations of Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital approve the By-law amendment as presented.

Carried.

10. FRENCH LANGUAGE SERVICES REPORTS

10.1 Bingham Memorial Hospital

Motion:

Moved by: R. Onlock

Seconded by: J. Gibson

Be it resolved,

THAT the Bingham Memorial Hospital Board of Directors approve the French

Language Services report as presented.

Carried.

10.2 Anson General Hospital

Motion:

Moved by: D. Cybolsky

Seconded by: S. Denault

Be it resolved,

THAT the Anson General Hospital Board of Directors approve the French Language Services report as presented.

Carried.

10.3 Lady Minto Hospital

Motion:

Moved by: P. Dorff

Seconded by: D. O'Connor

Be it resolved,

THAT the Lady Minto Hospital Board of Directors approve the French Language Services report as presented.

Carried.

11. REPORTS OF THE CHAIRS

- The Chairs' reports were provided in the Annual Report.

12. REPORT OF THE CHIEF EXECUTIVE OFFICER

- The CEO Report was provided in the Annual Report.
- Paul addressed the assembly and highlighted the key achievements of the last fiscal year.
- He welcomed the new board members
- He commented on the Executive team's passion for the MICs Group
- This year, we focussed on person centred care; there is more work to do but we will get there
- We continue to strengthen our relationship with the MOHLTC
- MICs applied and received Exceptional Circumstance Funding and partnered with Honeywell on an energy retrofit project
- All hospitals balanced their budgets this year and met their targets
- Paul thanked the executive team, medical staff and board members for their hard work

13. REPORT OF THE CHIEF NURSING OFFICER

- The Chief Nursing Officer's Report was provided in the Annual Report.

14. REPORT OF THE CHIEF OF STAFF

- The Chief of Staff's report was provided in the Annual Report.

15. REPORT OF THE HOSPITAL AUXILIARY PRESIDENTS

- The Hospital Auxiliary Presidents' reports were provided in the Annual Report.

Motion: That the reports of the Board Chairs, Chief Executive Officer, Chief Nursing Officer, Chief of Staff and Auxiliary Presidents are approved as presented.

Moved by: I. Clarke

Seconded by: D. Cybolsky

Carried.

16. REPORT OF THE AUDITOR

Chad Lauzon presented the summary financial statements for the year ending March 31st, 2019 for all three sites which were provided for information in the Annual Report.

The Audited Financial Statements are available for viewing on the MICs website.

Motion: approval of the Auditor's Report

Moved by: S. Denault

Seconded by: B. Dennis

Be it resolved,

THAT the MICs Board of Directors approve the Auditor's Reports for Anson General Hospital, South Centennial Manor, Bingham Memorial Hospital, Lady Minto Hospital and Villa Minto ending March 31st, 2019 as presented.

Carried.

17. APPOINTMENT OF AUDITOR

Motion:

Moved by: S. Denault

Seconded by: D. O'Connor

Be it resolved,

THAT Baker Tilly HKC, Chartered Accountants be re-appointed as the auditors for the fiscal year 2019-2020 as recommended by the MICs Audit and Finance Committee.

Carried.

18. ELECTION OF GOVERNORS TO THE BOARD

- The Nominating Committee recommends the following:

Bob Dennis be re-elected to the BMH Board of Governors for a one-year term

Irma Clarke be re-elected to the BMH Board of Governors for a three-year term

- There being no other Nominations, the following motion was proposed:

THAT the slate of nominations be approved by acclamation.

Moved by: P. Dorff
Seconded by: R. Onlock
Carried.

19. CLOSING REMARKS

- D. Delaurier thanked everyone for coming out.

20. ADJOURNMENT

Motion to adjourn:

Moved by: P. Dorff
Seconded by: A. Zsigmond

There being no further business, the meeting adjourned at 7:23 p.m.
Carried.

CHAIR, Bingham Memorial Hospital

CHAIR, Anson General Hospital

CHAIR, Lady Minto Hospital

SECRETARY, MICs CEO