

**Minutes of the Meeting of the MICs Board of Directors**  
**Wednesday, February 22<sup>nd</sup>, 2017 – 1800 Hours**  
**Via videoconference @ MICs Boardrooms (AGH Lead Site)**

<b>ANSON GENERAL HOSPITAL</b>	
x	Johanne Edwards – Chair
x	Patrick Britton – Vice-Chair
x	Lee-Ann Boucher – Treasurer
x	Stéphanie Giguère – Municipal Representative
<b>BINGHAM MEMORIAL HOSPITAL</b>	
x	Bob Dennis – Chair
x	Paul Michaud – Vice-Chair
regrets	Irma Clarke – Treasurer
regrets	Doug Bender – Municipal Representative
<b>LADY MINTO HOSPITAL</b>	
x	Patricia Dorff – Chair
regrets	Gilles Chartrand – Vice-Chair
x	Jack Solomon – Treasurer
regrets	Renelle Belisle – Municipal Representative
<b>MICs GROUP OF HEALTH SERVICES</b>	
x	Paul Chatelain – MICs Chief Executive Officer
regrets	Karen Hill – 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
<b>GUESTS</b>	
x	Suzanne Gadoury – MICs Executive Assistant ( <i>Recording Secretary</i> )
x	Gail Waghorn – MICs Chief Financial Officer / Executive Leader of Corporate Services

**1.0 Call to Order & Chairs Remarks (J. Edwards)**

- 1.1 J. Edwards opened the meeting with a welcome and asked Board Members if there were any declarations of conflict. No conflicts were declared.

**2.0 Consent Agenda (J. Edwards)**

- 2.1 Approval of the Consent Agenda (items 3 to 5)

Motion:

Moved by: S. Giguère

Seconded by: P. Dorff

Be it resolved,

**THAT** the Consent Agenda be approved as presented.

Carried.

**3.0 MICs News (J. Edwards)**

- February 2017 MICs News was provided for information.

**4.0 MICs Medical Staff** (J. Edwards)

- Minutes of the MICs MAC meeting held November 16<sup>th</sup>, 2016 were provided for information.

**5.0 Next Meeting Dates**

- As per agenda.

**6.0 Approval of the Regular Board Meeting Agenda** (J. Edwards)

The agenda was reviewed.

Add: 14.11 Capital item “Medical Gas System Overhaul Estimate”

Add: 14.12 “Open new bank account for SCM fundraising”

Add: 14.21 “Motion to close a dormant bank account”

Motion:

Moved by: B. Dennis

Seconded by: P. Michaud

Be it resolved,

**THAT** the MICs Board of Directors approve the board agenda for the regular board meeting as amended.

Carried.

**7.0 Approval of Minutes** (J. Edwards)

- 7.1 Minutes of the MICs Board of Directors meeting held January 25<sup>th</sup>, 2017 were provided for information. Add on page 16: “for SCM” in CEO report” and page 18, 15.5 add “and process after medical policy”

Motion:

Moved by: L. Boucher

Seconded by: J. Solomon

Be it resolved,

**THAT** the MICs Board of Directors approve the minutes of the meeting held January 25<sup>th</sup>, 2017 as amended.

Carried.

**8.0 Follow-Up Items**

- 8.1 Minutes of the MICs Strategic Planning Committee  
▪ Minutes of the meeting held January 18<sup>th</sup>, 2017 were provided for information
- 8.2 Minutes of the MICs Board Governance Committee  
▪ Minutes of the meeting held January 31<sup>st</sup>, 2017 were provided for information
- 8.3 Minutes of the Nominating & By-Law Committee meeting  
▪ Minutes of the meeting held February 8th, 2017 were provided for information
- 8.4 Review of 2016-2017 Board Work Plan

- The Board Work Plan was reviewed.
- Will need to add “Review of RFP for investments” in April; has to be externally reviewed before going out

## 9.0 MICs Finance

### 9.1 December 2016 Financial Statements – G. Waghorn

- Chief Financial Officer gave a detailed overview of the financial statements for the three hospitals since the MICs Audit & Finance Committee meeting was cancelled
- **BMH:** operating at a surplus of \$165,340 at the end of December 2016; total margin of revenue was 3.05%; operating revenue was \$235,640 under budget; operating expenses were \$122,404 under budget; budgeted expenditures were \$5.50 million; salaries were \$128,738 under budget; overtime costs were \$68,713; total sick time costs were \$73,882; benefit costs running at 28% of salaries; all departments are essentially operating close to budget; balance sheet showing a current ratio of 17.79
- Investments: snapshot of investment types from Hollis Wealth; they provide us with statements that show our rate of return
- Capital Budget Update: total budgeted items for 2016-2017 to Dec. 31, 2016 is \$572,387.34; 65% of approved items were purchased from the total budgeted dollars
- **AGH:** reported a 3rd quarter deficit of \$90,725; operating revenues were \$137,062 under budget; operating expenses were \$12,200 under budget; budgeted expenditures were \$6.8 million; salaries were \$17,161 over budget; overtime costs were \$138,662; total sick time costs were \$81,016; benefit costs were running at 29% of salaries; other supplies and expenses were over budget by \$70,425; large maintenance costs this past year – over budget by \$75,000; balance sheet showing a negative – this is money owing to the partnership; current ratio is 0.75
- Investments: RBC Wealth Management statement provided
- Capital Budget Update: total budgeted items for 2016-2017 to Dec. 31, 2016 are \$1,630,606.61 of which \$1,501,390.60 were purchased; some items were put aside in order to purchase more urgent items although the approved budget was adhered to
- **SCM:** operating at a deficit of \$62,035; sick and overtime costs were depicted on a graph; RN salaries are on target; slightly over budget by \$18,000 for RPN salaries
- **LMH:** operating at a surplus of \$122,913; total margin as a percentage of revenue was 1.24%; operating revenue was under budget by \$254,539; operating expenses were \$364,178 under budget; budgeted expenditures were \$10.15 million; salaries were under budget by \$94,081; overtime costs were \$313,542; total sick costs were \$157,672; benefit costs were running at 31% of salaries; other supplies and expenses were \$62,624 under budget; balance sheet showing a current ratio of 1.67; LMH is also getting into a deficit position with the partnership; hospital can easily bring this liability down
- Investments: snapshot from portfolio showing split between equities, fixed income, mutual funds and cash
- Capital Budget Update: total budgeted items for 2016-2017 to Dec. 31, 2016 are \$1,056,734.00 of which \$1,146,973.48 were purchased
- **VM:** operating at a deficit of \$42,153; transition to 4 extra beds caused change in staffing patterns; will continue to monitor; budget for extra beds is balanced

Motion:

Moved by: B. Dennis  
Seconded by: P. Dorff

Be it resolved,

**THAT** the MICs Board of Directors approve the Q3 statements for Bingham Memorial Hospital, Anson general Hospital, South Centennial Manor, Lady Minto Hospital and Villa Minto as presented.

Carried.

## 10.0 Trustee Education/Presentations

10.1 N/A

## 11.0 Presentations/Reports (J. Edwards)

### 11.1 Chief Executive Officer Report: (P. Chatelain)

- The report was provided for information. CEO provided the following overview:
- Architects 49 are on site at SCM; will be meeting with staff tomorrow, Redevelopment Committee, Fundraising Committee and members of the community
- Roof is slated to be completed by May 2017
- Hospice bed is complete at AGH; slight delay at BMH but should be complete by next week; LMH should be complete by mid-March
- Planning grand opening for all three hospice rooms: week of March 13<sup>th</sup>
- Open forum in Matheson on March 1<sup>st</sup>; April 5<sup>th</sup> in Cochrane
- Board Members were invited to ask questions.

### 11.2 Chief Nursing Officer Report: (P. Chatelain)

- The CEO provided a report and overview of the information submitted
- No compliance visits since last report
- Outbreak at SCM has been declared over
- MICs LTC homes comparison with the LTC provincial averages was provided
- Stats were provided for medical pharmacies quality assurance audits
- Karen will provide a follow-up of the provincial numbers & graphs at the next meeting
- Board Members were invited to ask questions.

### 11.3 Chief of Staff Report: (Dr. Chiang)

- The Chief of Staff provided a report on the following items:
- Educational conference: conference held on February 3<sup>rd</sup> was well attended; everyone found it very educational; there will be other conferences of this type in the future
- Praxbind presentation by Dr. Lieberman: he is the Medical Director of the Timmins Cluster; this is a reversal drug for Pradaxa; it is very costly (\$3,000) per dose; MAC will be developing a protocol; each site will have one dose of Praxbind; once it expires, the drug company will exchange it for a new dose; this drug is rarely used
- Update on MAID Protocol: MICs physicians will form a committee to develop a MAID protocol; the CEO, CNO and some board members will be asked to join the committee
- Update on negotiation between OMA and MOHLTC: the ministry of health and the premier have changed their approach; they will sit down with the physicians to negotiate in good faith

#### 11.4 BMH Board Chair CAC Report: (B. Dennis)

- B. Dennis spoke of the highlights of the BMH CAC meeting held on Feb. 6<sup>th</sup>, 2017
- Hospice opening in March
- Painting at Rosedale has been done but the shower room has not been completed
- Jenny Gibson has joined the CAC
- Randy Cox is the new co-chair; he and Bob will alternate chairing
- Isabelle spoke about Accreditation
- Paul gave an update on the SCM redevelopment and the MAID policy

#### 12.0 **LHIN / MOHLTC Business**

- There was some restructuring at the NE LHIN
- R. Joly, formerly of the NE CCAC, now reports to Louise Paquette

#### 13.0 **MICs Quality Committee**

##### 13.1 QIP Scorecard – P. Chatelain

- The Scorecard was provided for information
- Paul gave an overview: ALC days are an issue at AGH; everything in green is good news; LTC resident satisfaction is 39% for VM; this is the response rate and not the level of satisfaction; percentages for pressure ulcers and anti-psychotic meds were not available for Q3
- Isabelle presented this at the Quality meeting last week and will be presenting the Quality Improvement Plan at the March 22<sup>nd</sup> Board of Directors' meeting
- B. Dennis has requested that “Inappropriate use of anti-psychotics” and “pressure ulcers” be discussed in more detail at the next board meeting.

#### 14.0 **Site Business** (J. Edwards)

##### 14.1 Anson General Hospital:

- 14.11 Approval of Medical Gas System Overhaul Estimate; this upgrade is necessary to bring the system up to standards as some deficiencies have been identified

Moved by: P. Britton

Seconded by: S. Giguère

Be it resolved,

**THAT**, the AGH Board of Directors approve the capital cost of the medical gas system overhaul in the amount of \$26,830.29 as per the estimate

Carried.

- 14.12 New Bank Account for SCM Redevelopment Fundraising

In order to sell lottery tickets, we need a special bank account.

Moved by: S. Giguère

Seconded by: L. Boucher

Be it resolved,

**THAT**, the AGH Board of Directors approve opening a new bank account for the South Centennial Manor for fundraising events

Carried.

14.2 Bingham Memorial Hospital:

14.21 Motion to close a dormant bank account which contains \$20,885. Gail would like to close that account and transfer the funds to the investment portfolio.

Moved by: B. Dennis

Seconded by: P. Michaud

Be it resolved,

**THAT**, the BMH Board of Directors approve closing the dormant bank account containing \$20,885 and transferring these funds to the investment portfolio.

Carried.

14.3 Lady Minto Hospital:

- N/A

**15.0 In Camera**

15.1 Motion to go in camera

Moved by: P. Dorff

Seconded by: P. Britton

15.2 Discussion of physician's hospital privileges

15.3 Motion to go out of in camera

Moved by: L. Boucher

Seconded by: J. Solomon

**16.0 Partnership Business (J. Edwards)**

16.1 January 2017 Board Effectiveness Survey Results

- 11 out of 15 surveys were submitted.
- Reviewed some of the comments: length of meeting – should be able to take a small break when the meeting runs long; agenda is sporting new timelines that need to be followed; aim for a two-hour meeting; changes are implemented based on comments

16.2 February Board Effectiveness Survey

- The survey was emailed via Survey Monkey.

16.3 GOV-017.Travel Expense Policy

- All the per diems can be combined with other meals now totalling \$55.00 per day. Receipts must still be submitted. These amounts are for all regions. Dollar amounts were compared with other hospitals as well as the treasury. The MICs policy is in line with other not-for-profit agencies. The mileage was also revised. Board members should always use the most economical mode of travel.

Motion:

Moved by: B. Dennis

Seconded by: J. Solomon

Be it resolved,

**THAT**, the MICs Board of Directors approve the GOV-017 policy as presented.

Carried.

16.4 GOV-019.Board Chair’s Role and Responsibilities Policy

- This is a new policy that was developed by the MICs Board Governance Committee

Motion:

Moved by: P. Michaud

Seconded by: P. Dorff

Be it resolved,

**THAT**, the MICs Board of Directors approve the GOV-019 policy as presented.

Carried.

16.5 GOV-020.Board Director’s Role and Responsibilities Policy

- This is a new policy that was developed by the MICs Board Governance Committee
- This policy was mostly taken from the OHA site to help guide board members in their board duties.

Motion to approve the policy as presented

Moved by: P. Britton

Seconded by: L. Boucher

Be it resolved,

**THAT** the MICs Board of Directors approve the GOV-020 policy as presented.

Carried.

16.6 GOV-021.CEO Succession Planning Policy

- This is a new policy that was developed by the MICs Board Governance Committee
- From now on, Paul will advise the board of any lengthy absences.

Motion:

Moved by: S. Giguère

Seconded by: P. Michaud

Be it resolved,

**THAT**, the MICs Board of Directors approve the GOV-021 policy as presented.

Carried.

16.7 Approval of Dr. Erin McKay’s hospital privileges

Motion:

Moved by: B. Dennis

Seconded by: P. Dorff

Be it resolved,

**THAT**, the MICs Board of Directors approve Dr. McKay’s locum tenens privileges as recommended by the MICs Medical Advisory Committee as presented.

Carried.

16.8 Approval of revised Terms of Reference.MICs Board Governance Committee

We polled other hospitals to see what their membership consisted of and most do not have the Chief of Staff as a member

We also changed “annual” board retreat to “regular”

Moved by: B. Dennis

Seconded by: L. Boucher

Be it resolved,

**THAT** the MICs Board of Directors approve the revised Terms of Reference as presented.

Carried.

16.9 GCE Board Self-Assessment Results

- Results were provided for information: most results were below provincial average
- Only 7 out of 15 (58%) directors from all three sites completed the survey
- These surveys are offered twice a year and we do them in the spring to give new board members time to gain some experience
- Reviewed the neutral and low scores
- Performing board roles: we had not done the CEO and CoS performance appraisals at the time the survey was done; this will change now that it is being done; performance measurement system results were mostly neutral; this needs to be discussed; board speaks with one voice: results were either N/A or neutral which is confusing
- Board Quality: board size was discussed at retreat but no conclusion; low score on board orientation for new members; needs assessment required to see what board members want out of their orientation session
- Meeting Processes: respondents felt that they couldn't ask questions in the consent agenda; meetings without management; many responded that they didn't know this existed; minutes accurately reflect board discussions – many neutral responses given
- We will wait until the next survey in April to see how everyone responds before further discussion ensues; this should typically be discussed at the board retreat

16.10 Review of GCE Individual Directors' Self-Assessment Results

- Results were provided for information
- Only 8 out of 16 board members submitted the survey
- We need to do something with the results
- Board members who haven't returned their self-assessment will be asked to submit them and results will be recalculated for the next board meeting

16.11 Board Retreat Timelines

- We have board education every second month during the Board of Directors' meetings
- We will have a finance and auditing educational session in May

16.12 Board Orientation Needs Assessment

- This new form was developed by the MICs Board Governance Committee
- New members can request a one-on-one finance session with Gail

- All board members are asked to complete the Orientation Needs form and return to Suzanne by the end of March
- This will help us standardize an orientation program for all board members

16.13 By-law Review

- Board members were asked to review the by-laws and make recommendations for changes if required
- No changes were brought forward

**17.0 General Information / Questions** (J. Edwards)

- Will discuss CEO Succession Planning at the next Board Governance Meeting

**18.0 Next Meeting Date** (J. Edwards)

- Wednesday, March 22<sup>nd</sup>, 2017 at 6:00 p.m. (LMH Lead Site)

**19.0 Generative Thinking** (J. Edwards)

- N/A

**20.0 Adjournment** (J. Edwards)

- There being no further business, the meeting adjourned at 8:52 p.m.

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CHAIR, Bingham Memorial Hospital

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CHAIR, Anson General Hospital

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CHAIR, Lady Minto Hospital

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SECRETARY, MICs C.E.O.