

Minutes of the Meeting of the MICs Board of Directors
Wednesday, April 27, 2022 – 18h00
Via Zoom (BMH Lead Site)

ANSON GENERAL HOSPITAL	
x	Danielle Delaurier – Chair
x	Ann Zsigmond – Vice-Chair
x	Fern Morrissette – Treasurer
x	Darcy Cybolsky – Municipal Representative
BINGHAM MEMORIAL HOSPITAL	
x	Bob Dennis – Chair
x	Oswald Silverson – Vice-Chair
x	Melissa Laderoute – Treasurer
x	Jenny Gibson – Municipal Representative
LADY MINTO HOSPITAL	
x	Pat Dorff – Chair
x	Susan Nelson – Vice-Chair
	Vacant – Treasurer
R	Desmond O’Connor – Municipal Representative
MICs GROUP OF HEALTH SERVICES	
x	Paul Chatelain – MICs Chief Executive Officer
x	Isabelle Boucher – MICs Chief Nursing Officer
R	Dr. Joey Tremblay – MICs Chief of Staff
x	Dr. Auri Bruno-Petrina – MICs President of Medical Staff
GUESTS	
x	Suzanne Gadoury – MICs Executive Assistant (<i>Recording Secretary</i>)
x	Gail Waghorn – MICs Chief Financial Officer

1.0 Call to Order & Chairs Remarks (B. Dennis)

1.1 The chair opened the meeting and welcomed everyone. He then inquired if there were any declarations of conflict of interest. There were none.

2.0 Approval of Agenda (B. Dennis)

The agenda was reviewed.

Motion:

Moved by: P. Dorff

Seconded by: A. Zsigmond

Be it resolved,

THAT the MICs Board of Directors approve the board agenda as presented.

Carried.

3.0 Trustee Education / Presentations

- 3.1 Trustee Education/Presentations
- N/A

4.0 Approval of Minutes (B. Dennis)

- 4.1 Minutes of the MICs Board of Directors meeting held March 23, 2022 were provided for information.

Motion:

Moved by: F. Morrissette

Seconded by: D. Cybolsky

Be it resolved,

THAT the MICs Board of Directors approve the minutes of the meeting held March 23, 2022 as presented.

Carried.

5.0 Follow-Up Items

- 5.1 Review of the 2021-2022 Board Work Plan
- The Board Work Plan was reviewed for the month of April.
 - The CEO and Chief of Staff performance appraisals are in progress
 - We will be presenting the insurance renewal tonight
 - All items are being presented today except for the Hospital Improvement Plan as the ministry has not requested one

6.0 MICs Finance

- 6.1 February 2022 Operating Statements – G. Waghorn
- The CFO presented the operating statements for all three sites
 - Working on year-end audit reports
 - Finance notes were also provided for information
 - No change to financial situation; continue to receive COVID funding

BMH

- Operating Revenue: \$8,472,376
- Total Operating Expenses: \$8,251,784
- Surplus: \$220,592

AGH

- Operating Revenue: \$11,350,544
- Total Operating Expenses: \$10,344,190
- Surplus: \$1,006,354

SCM

- Total Revenue: \$6,129,024
- Surplus: \$37,448

LMH

- Operating Revenue: \$14,906,602
- Total Operating Expenses: \$15,014,197
- Deficit: \$(107,595)

VM

- Total Revenue: \$3,108,613
- Deficit: \$(8,535)
- Board members were invited to ask questions.

Motion to approve February 2022 Operating Statements

Moved by: P. Dorff

Seconded by: O. Silverson

Be it resolved,

THAT, the MICs Board of Directors approve the February 2022 Operating Statements for Bingham Memorial Hospital, Anson General Hospital, South Centennial Manor, Lady Minto Hospital and Villa Minto as presented.

Carried.

6.2 Approval to terminate Line of Credit with Caisse Populaire – G. Waghorn

- The CEO presented the operating statements for all three sites

Motion to approve termination of the line of credit with the Caisse

Moved by: A. Zsigmond

Seconded by: F. Morrissette

Be it resolved,

THAT, the MICs Board of Directors approve terminating the MICs Group of Health Services' Line of Credit with the Caisse Populaire as presented.

Carried.

6.3 Approval to open a Line of Credit with TD Bank – G. Waghorn

- The CEO presented the operating statements for all three sites

Motion to approve the line of credit with TD Bank

Moved by: S. Nelson

Seconded by: D. Cybolsky

Be it resolved,

THAT, the MICs Board of Directors approve opening a line of credit in the amount of \$1,000,000 with TD Bank as presented.

Carried.

7.0 Presentations/Reports (B. Dennis)

7.1 Chief Executive Officer Report: (P. Chatelain)

- The report was provided for information.
- The CEO provided the following overview:
 - COVID-19 update:
 - vaccine policy has been modified for LTC staff and Essential Caregivers to be “fully vaccinated” as defined by Health Canada; does not include the booster dose at this time; had to revoke third dose policy as it would create a staffing shortage in LTC since Ministry of Long-Term Care has revoked Directive #6.
 - Most of our LTC residents have received their fourth vaccine and most of the staff have received their booster shot.

- continue to run and staff three testing centers - 2 days per week in Cochrane and in Iroquois Falls, and 1 day in Matheson; funding to continue into 2022-2023; will have to find a new venue for Cochrane as the town needs the pavilion in June.
- submitted the SCM Redevelopment Financial Budget to the external auditors for their review; they are very busy with tax season but hope to get them back soon.
- received approval from the Ministry to carry over our HIRF and ECP funding grants to this fiscal year as most of the projects are delayed due to material and contractor availability; significant delayed projects include Lab Phase II at LMH and Air Handling Unit for VM; work on freight elevator at AGH has begun as well as the Medical vacuum system upgrade at BMH.
- still waiting for the 2022-23 base funding allocations; expecting some good news given the provincial election in June
- The Ministry of Long-Term Care has introduced new legislation “Fixing the Long-Term Care Act” as of April 11, 2022; there are many “phased in” changes including Infection Control Practices; this is a major impact to long-term care homes and will require a lot of education and additional resources.
- Discussed the redevelopment of the manor; planning an open forum once the audited financial statements are received; many of the other LTC homes in the province will not be able to redevelop due to the high cost of materials and lack of subsidy from the ministry
- Board Members were invited to ask questions.

7.2 Chief Nursing Officer Report: (I. Boucher)

- The CNO reported on the following items:
- Nursing recruitment efforts are ongoing; staffing levels are reviewed regularly; hired a few nurses but also lost some; currently have five agency nurses throughout MICs; should see a reduction as we hire more nurses
- Our COVID numbers remain higher than provincial average
- Biggest challenge has been the lack of Human Resources; we have a high percentage of staff off; had to reallocate staff to ensure stability of services
- Scopes are still on pause at AGH due to staffing shortages; this is continually being re-evaluated
- The pharmacy accreditation team will be on site to assess our medications in May
- Meeting our targets with our hand hygiene program
- Board members were invited to ask questions.

8.0 **Medical Staff (Dr. S. Tremblay)**

8.1 Chief of Staff Report:

- Dr. Tremblay provided a verbal update on the following:
 - deferred
- Board members were invited to ask questions.

8.2 Medical Advisory Committee Minutes

- Minutes of the MAC meetings held February 23, 2022 and March 23, 2022 were provided for information.

9.0 **Ontario Health North / MOHLTC Business (P. Chatelain)**

9.1 N/A

10.0 MICs Quality Committee (I. Boucher)

10.1 Integrated Risk Management Plan

- The report was provided for information
- Infection control as it is still relevant due to the pandemic, information management and ongoing risk of cyber security were added to the policy this year
- Migrated to a new insurance provider – HIROC which will provide us with the ability to monitor this plan through their platform; could not participate in this before as we were not fully integrated in HIROC

10.2 Approval of HIROC Insurance

- The HIROC Binder of Insurance was included in the agenda and the agreement was available in the board files on SharePoint for the board's review
- We are saving approximately \$84,000 annually by switching to HIROC Canada from Marsh Canada
- Board members were invited to ask questions.

Moved by: P. Dorff

Seconded by: A. Zsigmond

Be it resolved,

THAT the MICs Board of Directors approve the HIROC Insurance Renewal in the amount of \$328,000 for 2022-2023 as presented.

Carried.

11.0 Physician & HR Recruitment

11.1 Worker Bees Update – P. Chatelain

- The Worker Bees responded to the board's decision regarding their request for funding on March 30, 2022
- They are still waiting for the board to reverse their decision regarding the annual contribution
- The Worker Bees were tasked with approaching all businesses for contributions not just the mines
- The MICs Group of Health Services will contribute once the Worker Bees hire a full-time physician recruiter
- MICs has already paid \$4,000 to the recruiter to attend a recruitment fair in Ottawa
- Recommend waiting until the Worker Bees provide a meeting date

12.0 Indigenous and French Language Issues

12.1 Approval of ADM-120 FLS for Villa Minto Policy – P. Chatelain

- The Board Ad Hoc Committee reviewed the policy and recommend approval

Moved by: P. Dorff

Seconded by: J. Gibson

Be it resolved,

THAT, the MICs Board of Directors approve the ADM-120 policy as recommended by the MICs Board Ad Hoc Committee as presented.

Carried.

12.2 Approval of ADM-125 Active Offer Policy – P. Chatelain

- The Board Ad Hoc Committee reviewed the policy and recommend approval

Moved by: A. Zsigmond
Seconded by: D. Delaurier
Be it resolved,

THAT, the MICs Board of Directors approve the ADM-125 policy as recommended by the MICs Board Ad Hoc Committee as presented.

Carried.

13.0 Site Business (B. Dennis)

13.1 Anson General Hospital:

13.11 Approval of two high school bursaries – Chair

Moved by: D. Cybolsky
Seconded by: A. Zsigmond

Be it resolved,

THAT the AGH Board of Directors approve one \$500.00 bursary for an English-speaking graduate and a \$500.00 bursary for a French-speaking graduate from Iroquois Falls and surrounding area going into the health sciences as presented.

Carried.

13.2 Bingham Memorial Hospital:

13.21 Approval of two high school bursaries – Chair

Moved by: O. Silverson
Seconded by: J. Gibson

Be it resolved,

THAT the BMH Board of Directors approve one \$500.00 bursary for an English-speaking graduate and a \$500.00 bursary for a French-speaking graduate from Black River-Matheson going into the health sciences as presented.

Carried.

13.3 Lady Minto Hospital:

13.31 Approval of two high school bursaries – Chair

Moved by: P. Dorff
Seconded by: S. Nelson

Be it resolved,

THAT the LMH Board of Directors approve one \$500.00 bursary for an English-speaking graduate and a \$500.00 bursary for a French-speaking graduate from Cochrane going into the health sciences as presented.

Carried.

14.0 Partnership Business (Bob Dennis)

14.1 March 2022 Board Effectiveness Survey Results

- 9 out of 11 surveys were submitted.

14.2 April Board Effectiveness Survey

- The survey was emailed to the board members following the meeting.

14.3 Approval of the GOV-002 Conflict of Interest Policy

- The Board Ad Hoc Committee reviewed the policy provided by the OHA and recommends its approval to the MICs Board of Directors

Moved by: P. Dorff

Seconded by: O. Silverson

Be it resolved,

THAT the MICs Board of Directors approve the GOV-002 Conflict of Interest policy as recommended by the MICs Board Ad Hoc Committee as presented

Carried.

14.4 MICs Board Ad Hoc Committee Terms of Reference

- The document was revised based on the OHA's sample

Moved by: P. Dorff

Seconded by: O. Silverson

Be it resolved,

THAT the MICs Board of Directors approve the revised MICs Board Ad Hoc Committee Terms of Reference as recommended by the MICs Board Ad Hoc Committee as presented

Carried.

14.5 New Board Corporate By-Laws

- The Ontario *Not-for-Profit Corporations Act, 2010* (ONCA) was proclaimed in force on October 19, 2021. It removes not-for-profit corporations, including public hospitals, from the framework of the *Corporations Act*.
- The 2021 OHA Prototype Corporate By-law was designed to fully reflect ONCA's requirements.
- It was also designed:
 - with a closed membership model where the Directors and Members are one and the same
 - for a public hospital where all Members have full voting rights, that is, where the *ex-officio* non-voting Directors have voting rights as Members at Members' meetings and when signing written Members' resolutions
 - to simplify drafting in light of the membership model selected for the purposes of this By-law, and
 - to apply plain language drafting principles.
- The Board Ad Hoc Committee reviewed the by-laws and recommends their approval to the MICs Board of Directors

Moved by: F. Morrisette

Seconded by: J. Gibson

Be it resolved,

THAT the MICs Board of Directors approve the new MICs Board Corporate By-Laws for Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital as recommended by the MICs Board Ad Hoc Committee as presented

Carried.

14.6 GOV-006 Code of Conduct Policy

- This is a new policy that was provided by the OHA

Moved by: P. Dorff

Seconded by: O. Silverson

Be it resolved,

THAT the MICs Board of Directors approve the GOV-006 Code of Conduct policy as recommended by the MICs Board Ad Hoc Committee as presented.

Carried.

14.7 Annual Declaration and Consent Form

- The Board Ad Hoc Committee recommends that the current Declaration be replaced with the new form that was provided by the OHA

Moved by: P. Dorff

Seconded by: O. Silverson

Be it resolved,

THAT the MICs Board of Directors approve the Annual Declaration and Consent Form as recommended by the MICs Board Ad Hoc Committee as presented.

Carried.

14.8 ISDA Master Agreement Resolution

- A PowerPoint presentation was provided on the financing of the ONE Capital Expenditure ISDA (International Swaps and Derivatives Association)
- An ISDA is required for both foreign exchange and interest rate hedging
- A Board motion to support the ISDA document is required
- Based on this motion, MICs will sign the ISDA, make a recommendation on Interest Rate Hedging and Foreign Exchange Hedging
- This puts the necessary documentation in place for when/if we decide to hedge against interest rate and foreign exchange risk
- It is another “step” in completing the work necessary for our ONE loan

Moved by: A. Zsigmond

Seconded by: P. Dorff

Be it resolved,

THAT, Bingham Memorial Hospital, Anson General Hospital and Lady Minto Hospital (the "Partners") be and are hereby authorized to enter into an ISDA Master Agreement (the "Agreement") with the Toronto-Dominion Bank dated as of the 27th day of April 2022. The General Partners are hereby authorized and directed to perform all obligations of the General Partners set forth in the agreement.

Be it further resolved, that the MICs Group of Health Services be and are hereby authorized for and on behalf of the Partners to execute and deliver, under seal or otherwise, any documents as in their discretion may consider necessary, desirable, or useful for the purpose of giving affect to this resolution.

Certified to be a true and correct copy of a resolution consented to in writing by the General Partners of Bingham Memorial Hospital, Anson General Hospital and Lady

Minto Hospital which resolution remains in full force and effect, unamended this 27th day of April, 2022 as presented.

Carried.

15.0 In Camera

15.1 Motion to go in camera

Moved by: O. Silverson

Seconded by: F. Morrissette

15.2 Ratification of SEIU Agreement

15.3 CEO & Chief of Staff Performance Appraisals

15.4 Discussion of physician privileges

15.5 Non-Union Salary Increase

15.6 Motion to come out of in-camera

Moved by: S. Nelson

Seconded by: D. Cybolsky

15.7 Motion to approve the Ratification of the SEIU Agreement

Moved by: F. Morrissette

Seconded by: J. Gibson

Be it resolved,

THAT, the MICs Board of Directors approve the ratification of the SEIU agreement for 2022-2024 as presented.

Carried.

15.8 Approval of Physician Privileges

Moved by: D. Delaurier

Seconded by: A. Zsigmond

Be it resolved,

THAT the MICs Board of Directors approve the appointment of ELDP physician, Dr. Ching Lee, as locum tenens in the Critical Care/Emergency Department as recommended by the MICs Medical Advisory Committee

Carried.

15.9 Approval of Non-Union Salary COLA Increase

Moved by: P. Dorff

Seconded by: S. Nelson

Be it resolved,

THAT the MICs Board of Directors approve a 1% salary (COLA) increase to the non-union group excluding the Executive Team effective April 1, 2022 for a total annual cost of \$38,607

Carried.

16.0 MICs News (B. Dennis)

- April MICs Newsletter was provided for information.

17.0 Next Meeting Date (B. Dennis)

- Wednesday, May 25, 2022 at 6:00 p.m. (AGH Lead Site) via Zoom

18.0 Upcoming Meeting Dates

- As per agenda.

19.0 Adjournment (B. Dennis)

- There being no further business, the meeting adjourned at 7:57 p.m.

CHAIR, Bingham Memorial Hospital

CHAIR, Anson General Hospital

CHAIR, Lady Minto Hospital

SECRETARY, MICs CEO