



BOARD OF DIRECTORS OF THE RELIGIOUS HOSPITALLERS OF SAINT JOSEPH OF THE HOTEL DIEU OF KINGSTON 2014 January 29 meeting commencing at 1700 Hours in the Henderson Boardroom

Present:

Board of Directors:

Sherri McCullough, Chair
Michael Hickey, Vice-Chair
Eric Bennett (Early Departure 5:45)
Robert Boucher
George Caron
Alan Cosford
Lola Hulton
Sister Joan Kalchbrenner
Peter Milliken

Voting ex-officio Directors:

Peter Candlish, Past Board Chair
Caroline Manley, Representative of the Archbishop of Kingston
Dr. Richard Reznick, Representative of the Principal of Queen's University

Non-voting ex-officio Directors:

Dr. David Pichora, Chief Executive Officer

Mike McDonald, Chief of Patient Care/Chief Nursing Executive
Dr. John Leverette, Interim Chief of Staff and Chair, Medical Advisory Committee
Dr. Vladimir Kratky, President, Medical Staff

Administration:

Elizabeth Bardon, Chief of Public Relations & Community Engagement
Mike McDonald, Chief Patient Care, and Chief Nursing Officer
Scott MacInnes, Chief Human Resources Officer
Steve Miller, Chief Operating Officer and Chief Financial Officer
Beverley Carty, Recording Secretary

Regrets:

Peter O'Brien
Janine Schweitzer, Chief of Quality, Risk Management & Corp. Education

Welcome and Prayer

Mrs. McCullough welcomed everyone to the meeting.

Sister Kalchbrenner opened the meeting with prayer and referenced an article written by Ellen Fleming Religion can play important health role in the Kingston Whig Standard. Sister Kalchbrenner asked that Sister Gaffney who passed away on January 17th be remembered in our prayers. Sister Gaffney had started Pastoral Care in 1971 and Archives in 1973.

Mrs. McCullough asked that Mrs. Rose Beeler, who was a long term volunteer and served twice as President of Volunteers be remembered in our prayers. Mrs. Beeler passed away on January 21, 2014.

Adoption of Agenda – Mrs. S. McCullough, Board Chair

Motion: Moved by Mr. Hickey, Seconded by Mrs Manley and Carried THAT the January Agenda be accepted noting that at the end of the meeting the Board would be meeting without Management.

Declaration – Conflict of Interest

There was no conflict of interest declared.

Reports of Standing Committees

1. Quality Improvement Committee (QI) – Mrs. C. Manley, Chair

Correction to January QI Minutes was noted indicating that Mr. Caron did attend the January meeting. Mrs. Manley reported that the Laboratory Services proposal, the point of care feedback, and the mandatory indicators for hospitals and those for this hospital in the Quality Improvement Plan were reviewed.

2. Ethics and Values Audit Committee – Sister J. Kalchbrenner, Chair

No report.

3. Resources Planning – M. Hickey, Chair

Mr. Hickey reported there have been two Resource Planning meetings since the last Board meeting in November. At the January meeting, the Resources Planning Committee was advised that there would be a third party review by EORLA who will be offering strategic advice and the risks involved in having an external provider for laboratory services. The report should be received at the end of February and will be reported to the Board.

Neurosciences Lab Project

Briefing note is on page 56 of the Board package. This project continues to be fully funded by the Canadian Foundation for Innovation (CFI) research grant. The testing lab is proposed to be adjacent to the Gait Laboratory on Centenary 1. HDR Architecture Associates Inc. recommended the lowest bid received from Emmons and Mitchell Construction. The bid of \$420,000 is less than the estimate of \$487,233.

MOTION:

WHEREAS the Ministry of Health and Long-term Care approved the tender call on 2013 November 5;

AND WHEREAS HDR Architecture Associates Inc, our prime consultant, is recommending acceptance of the lowest bid received from Emmons and Mitchell Construction (2000) Ltd, in the amount of \$420,000;

Moved by Mr. M. Hickey, Seconded by Mr. A. Cosford and carried THAT as recommended by the Resources Planning Committee, the Board of Directors approves that the construction contract for the Neurosciences Clinical Testing Project be awarded to Emmons and Mitchell Construction (2000) Ltd, in the amount of \$420,000, subject to the approval of the Ministry of Health and Long-term Care.

Bi-Annual Work plan Audit (Pages 51, 69)

Page 69A was distributed at meeting as this was missed in the Board package.

MOTION: Moved by Mr. Hickey, Seconded by Mr. Bennett and Carried THAT as recommended by the Resources Planning Committee, the Board of Directors accepts the Resources Planning Committee Work Plan Audit for September – December 2013.

Management Fiduciary Statements

October, November and December statements were pre-distributed. The Statement for December will not be reviewed by the Resources Planning Committee until their February 6th meeting. October and November statements are aligned with last year's reports and the deficit for the end of November was

unfavourable by \$34,000. Plans remain to have a balanced budget for year end. Further discussion will be held at the next Resources Planning Committee.

Eco System

The Resources Planning Committee received an update on the Eco Systems project (Page 70 of the Board package). There has been a slight delay in the project by two weeks but will be substantially completed by the end of April 2014 except for the decommissioning of the existing steam line, which cannot be done until weather permits in the spring.

The Resources Planning Committee also received an update on the Johnson St. roof which had to be delayed due to weather. There was an add-on for the roof over the Auditorium for approximately \$48,000 which can be signed off by Dr. Pichora as this amount does not require Board approval. The contractor will guarantee both rooftops for a period of two years.

Laboratory Services

An update on laboratory service plan was given regarding the SE LHIN's opinion on the laboratory current service with Kingston General Hospital. Their opinion is that HDH is a customer of KGH and therefore if HDH used services of an external vendor it would not be disintegration. Mr. Huras, CEO of the SE LHIN encouraged both hospitals to work together. Kingston General Hospital is looking at their cost for this service. Dr. Pichora has signed a MOU for a third party review of any contract we would look at with a third external vendor.

Dr. Reznick advised that he was encouraged with this new wave of discussions. Academic implication issues have come to his attention a number of times as Dean and CEO of SEAMO. SEAMO would have to rework their language about outsourcing of work. The biggest concern is that the average physician thinks the two hospitals are not getting along.

A Medical Director was encouraged that Administration was looking for alternatives for lab services due to the increase in lab expenses.

240 Brock Street, Detox Centre Building

Ms Bardon advised that Corporate approval is required to transfer 240 Brock St. to the Hospital. The property is considered as a donation to Hotel Dieu Hospital. The Resources Planning Committee will receive a full report at its meeting on February 6, 2014. Ms Bardon has been working with Patricia Brennan, Director Corporate Affairs, Catholic Health International to ensure language meets the needs of the Corporation for Canonical approval. Fair market value on this property will be established.

Update re Clinic Transfer from Kingston General Hospital

Mr. McDonald received an update regarding the clinic transfer from Kingston General Hospital. The difference in agreement is now at \$75,000 which it is felt that that is a reasonable amount and doesn't require a meeting with the SE LHIN to further close this gap.

Motion: Moved by Mr. Hickey, Seconded by Mr. Boucher and Carried THAT the Board of Directors meeting move to an In CAMERA session.

Motion: Moved by Mrs. Manley, Seconded by Mr. Boucher, and Carried THAT the Board of Directors meeting move out of the In Camera session.

4. Governance Committee, R. Boucher, Chair

The minutes of the Governance Committee was pre-distributed. Mr. Boucher thanked everyone for completing the Governance Centre of Excellence Board Self-Assessment Survey. The results were very positive and will be discussed at the next Board meeting once the Governance Committee has reviewed the results to determine any items for improvement or action.

5. Nominating, Board Membership & Evaluation Committee

No report.

REPORTS OF OFFICERS

1. Chair Board of Directors, Mrs. S. McCullough, Board Chair

Mrs. McCullough provided the following information in her report.

- The Food Bank Drive is being held on May 14th and encouraged involvement of the Board of Directors. She asked that each of the Chairs of Standing Committees consider being a team leader for this drive.
- WIFI is now available in the Henderson Boardroom. Mrs. McCullough is meeting with Troy Jones, Chief Information Management on the progress for a Board portal and its policies.
- In the January Catholic Health Association of Ontario (CHAO) Board meeting attended by Mrs. McCullough, it was discussed that CHAO would do a research paper on the added value of the Catholic health care delivery system. CHAO will use metrics to prove this statement and she added how our Hotel Dieu Hospital has been number one in-patient satisfaction and for care in our Urgent Care Centre. The Catholic health care delivery system has been financially responsible, has high satisfaction rates, and long retention of employees. London hospital is spear heading this research and it will cost \$50,000. A PhD student will be conducting this research.
- The Leadership Breakfast will be held May 15th. Details will follow at a later date.
- Mrs. McCullough took the opportunity to present Dr. Mercer with and a present to thank his for his term and hard work and dedication to the position of Chief of Staff as he is stepping down from this position. She complimented Dr. Mercer on his judgement, excellence, and compassion as a physician and as the Chief of Staffing noting that Hotel Dieu Hospital is very grateful for all of his time and efforts he expended as Chief of Staff.

Dr. Mercer thanked Mrs. McCullough, the Board, and Dr. Pichora for the “honour and privilege to do this job”. He also acknowledged the Senior Leadership Team as he said they are a prime example of why this Hospital is considered a ‘can do organization’.

2. Chief Executive Officer – Dr. D. Pichora

Dr. Pichora thanked Dr. Mercer for his hard work and dedication in his role as Chief of Staff noting that he has done a tremendous job and also for his years of experience as Department Head and for his work with the College of Physicians and Surgeons of Ontario.

Dr. Pichora also noted that he is grateful that Dr. John Leverette has agreed to be the interim Chief of Staff until a replacement is found.

Bariatrics

Dr. Pichora advised the following:

- There needs to be an agreement with Kingston General Hospital (KGH) regarding Bariatric Surgery and the issue of someone having to be transferred to KGH if there are serious complications.
- A physician would be hired for this surgery.
- Staff already are running the assessment clinic.
- Page 41 is a copy of the SE LHIN letter giving us support in principle for a short stay bariatric surgery program at HDH.
- There are senior directors at KGH and HDH working on this project. They met yesterday and the meeting went reasonably well. KGH realizes that there is a lot of interest with the Ministry of Health and Long Term Care, SE LHIN and the University in making this project work. We have a business case and the objective is to have a minimal amount of impact at KGH. Mike McDonald has been working on this project and Dr. Mercer with the medical staff.
- Ms Susan Fitzpatrick, Deputy Minister is rescheduled to tour HDH which will include the Bariatric Clinic. In response to questions, Dr. Pichora advised that we would be allowed 300 cases for this surgery.
- The usual length of stay is a week and we are looking at a two to three day stay. The candidates for surgery at HDH would not be severe cases.

Request for a Proposal (RFP) for a Research Consultant

This is a joint initiative with Queen's University (QU) and the three hospitals to guide us in bringing the three Hospitals together for joint research initiatives and with the University. QU has a new model for internal research that has an effect on research in total.

Dr. Reznick noted that joint research was discussed before but it was not the right time. The Hospitals and QU have decided to now move forward on one or more elements and research was the first element to be looked at. We have now arrived at a point where we are ready to more fully decide what the model should look like. The decision to hire a consultant is to help guide us through to the next phase of a straw dog model and the issue of a joint venture. Individually our four institutions struggle in being a viable player in this Province for research. Together we would be a main stream player in the Province.

WIFI

Dr. Pichora advised that we are committed to rolling out a WIFI service where it is needed in the hospital which is anticipated to cost \$500,000. Troy Jones, Chief of Information Management has completed a strategic analysis of our current and proposed needs for the future and will be focusing on what must be done.

Strategic Plan

Our 5-Year Strategic Plan is near its end. It has served us well over these years. The six directives were reviewed and the consensus is that its structure is very relevant with some modification by collapsing the six directives into four.

Sustainability

A committee has formed to review the list of RFP responses for sustainability. Both Steve Miller and Dr. Pichora are on this committee. Page 121 lists a number of capital projects.

Amalgamation Task Force re Operating Agreement Draft Terms of Reference

Briefings note re Operating Agreement, Draft Terms of Reference was pre-distributed and discussed. The plan is to have one foundation. The assets of the Foundations would be transferred in with restrictions. The structure of the membership would be such that the faith based foundations' values and mission would be recognized.

This Task Force just finished a meeting today at 5:15 which Denise Cumming, Executive Director, University Hospitals Kingston Foundation attended where a suggestion was made that the CEO's attend the UHKF Board meetings but would not be able to vote.

There will be two sets of Committee members, Class A would be board members and Class B would be members from the hospitals.

Our Board raised a concern regarding requiring new assets and in response it was noted that currently Hotel Dieu Hospital goes to the Jeanne Mance Foundation and assets within would still be maintained for HDH but now requests would go to UHKF who would review the request for appropriate allocation of funds. This model is similar to the United Way.

Page 123, 2nd paragraph was questioned regarding solicitation of donations other than directly from the UHKF. These would be subject to prior review and approval by UHKF. This is a way to keep track of who is soliciting who. People do not like being approached by a number of groups soliciting them for hospital money.

Ms Cumming was asked if there would need to be more staff hired to accommodate this amalgamation. She responded that this has its own corporate entity. Currently all of the UHKF staff is considered KGH employees. The new board will do all of this through Ms Cumming and her team based on the cost of a dollar raised. Currently it is as low as 8 cents and as high as 26 cents.

Notice of South East LHIN Support to Obtain an Inpatient Acute Care Master Number

(See Page 43 Board Package). In response to a question raised on the reporting cost for hips and knees, Dr. Pichora advised that the issue is we have not been funded properly for hips and knees as we are an ambulatory centre. This new master number for us is specific to hips and knees and if Bariatric surgery is approved it will also be included under this master number. This helps with the concerns raised from our partners regarding funding for bariatric surgery and is retroactive to 2013. Two beds in EPACU are allocated for hips and knees. It is debatable if we want all the beds the beds to be designated as inpatient beds.

Joint Operating Room Planning Process

Dr. Pichora advised that we are well into a Joint Operating Room planning process with Kingston General Hospital and working with Agnew Peckham. The Ministry is requiring a joint business case before they will review operating room renovations. The planning process looks at potential models to see if any are appropriate for Kingston. Agnew Peckham will report more information back to the Joint Operating Room group in the near future.

Hotel Dieu Hospital Research Institute

We have had the second meeting of the Hotel Dieu Hospital Research Institute. Activity is being done to put some of the structural pieces in place.

Pre-Surgical Screening

Question was raised in regard to the status of negotiations with Kingston General Hospital on pre-surgical screening services. Quality Based Procedure discussions are close to being negotiated. Certain items are becoming part of a bundle in a per case funding model and trying to reconcile this takes time.

There is some uncertainty about going into the rest. Looking at QBP stuff first. H&K getting 100% and we are doing pre-op and follow-up. With respect of pre-surg – KGH share is \$900,000. QPB would be percentage of that 900,000. It is on the radar to keep working on it.

This new funding model of the government has created new budget stresses and that as both hospitals are obliged to balance these discussions are important.

3. Medical Advisory Committee – Dr. D. Mercer, Chair

Clinical Executive Committee

A group is formed comprised of Dr. D. Zelt, Chief of Staff, KGH; Jim Flett, Chief Operating Officer, KGH; Eleanor Rivoire, VP Patient Care Services; Dr. J. Leverette, Steve Miller, and Mike McDonald from HDH, and Clinical Heads to look at the issues that appear to be seen as the two hospitals not getting along in funding allocations.

Dr. Mercer requested that the Board of Directors move to an in camera session to discuss the Board hearing.

Motion: Moved by Mr. Boucher, Seconded by Mr. Caron, and Carried that the Board of Directors move to an in-camera session.

Motion: Moved by Mr. Candlish, Seconded by Mr. Cosford, and Carried that the Board of Directors move out of the In Camera session.

4. Medical Staff, Dr. V. Kratky, President

The Medical Staff met in November and their next meeting is February 27th where they will be having a presentation from Dr. John Smythe on “**What is Mindfulness? Why is This Training Relevant to My Medical Practice?**” The MSA is also attempting to invite someone from the local “French Language Health Services Network” to be a guest speaker and outline the program and clarify how it may affect physician recruitment in the future.

CONSENT AGENDA

Motion: Moved by Mr. Hickey, Seconded by Mr. Boucher, and Carried that the Consent Agenda be approved.

- 1. Board Minutes- November 27 - (Pages 1-10)**
- 2. Quality Improvement Committee - (Pages 11-12)**
- 3. Resources Planning Committee (Pages 13-113)**
 - a. Management Fiduciary Statement – October 2013 (Pages 27-39), November 2013 (Pages 81-91) and December 2013, 2013 (Pages 103-140)
- 4. Governance Committee - (Pages 114-115)**
- 5. Nominating, Board Membership & Evaluation Committee**
- 6. Chief Executive Officer Report- (Pages 116-120)**
- 7. MAC Report and Motions- (Pages 126-142)**

8. **Medical Staff Report**

9. [OHA governance information website www.ohatoday.com](http://www.ohatoday.com)

Adjournment

Regular Meeting adjourned at 1900 hours.

Meeting with board of directors without management (in camera)

Board of Directors met without Management in an In Camera session.