

Directors Present

B. Payne, Chair, K. Blanchette, Vice Chair, M. Horrobin, Past Chair, J. Clark, A. Daher, C. Gallant, D. Wellington, S. Segave, H. Ambreen, L. Lombardo, E. Kelly

Directors Absent

C. DeBiasio, P. Soulliere, H. Ambreen

Ex-Officio Present

J. Kaffer, Chief Executive Officer, Dr. A. Steen, Chief of Staff, F. Bagatto, CHI Director, M. Campigotto, Chief Nursing Officer, L. O'Rourke, Patient Family Advisory Rep, B. Masotti, Patient Family Advisory Rep, Dr. M. Askew, President Professional Staff Association

Ex-Officio Absent

Administration Present

D. Dutot (Recorder), B. Marra, M. Campagna, C. den Boer, M. Benson-Albers, S. Grbevski, J. Karb, S. McGeen, J. Dawson, S. Laframboise, A. Babensee

1.0 CALL TO ORDER

The Board Chair called the meeting to order at 4:32 pm

1.1 Land Acknowledgement & Prayer/Reflection

1.2 Introduction of Dr. Michelle Askew, President Professional Staff Association
Dr. A. Steen introduced Dr. Askew to the Board.

1.3 Roll Call

Names of the Board were read and attendance confirmed

1.4 Confirmation of Quorum

Confirmed

1.5 Declaration of Conflict of Interest/Duty

No conflicts were declared

2.0 EDUCATION; Cybersecurity

Mazen Joukhadar from Transform Shared Service Organization attended the meeting to provide education to the Board regarding Cybersecurity. A confidential PowerPoint was circulated to the Board in advance of the meeting for the Board's background information.

M. Joukhadar outlined some key highlights and steps that TSSO has taken in mitigating Cybersecurity. The hospitals across the region have made large strides improving the overall security of their systems. With investments there have been improvements to the digital perimeter. Data is being secured by third parties that have the competencies and capabilities to ensure that data is protected. Completed annual threat/risk assessments to ensure that there has been no increased the risk. Five year strategy to improve security posture; we are starting year three of that strategy with a focus on remote connected users. Increased number of staff working remotely and want to ensure those resources are access through the appropriate channels. In the materials circulated in advance,

there is additional information regarding projects taken by TSSO to test the systems as well as where there are current risks. As part of the work done by the hospitals to improve their Health Information Systems, TSSO has been afforded the ability to tap into the resources from the largest healthcare vendors (Cerner) in the world using their product and data centres; HDGH patient data is additionally secured. Staff is run through regular testing 'phishing' and other ways that cyber criminals use to ensure the system is not compromised. This is done by a third party, not by TSSO.

3.0 REVIEW OF CONSENT AND FULL AGENDA

The Chair asked if anyone wished to remove anything from the Consent agenda to the full agenda for discussion; the consent agenda remained as distributed.

3.1 Approval of Full Agenda

It was moved by K. Blanchette and seconded by J. Clark THAT the full agenda for the March 31, 2021 Open Board meeting be approved as written. CARRIED

3.2 Approval of Consent Agenda

It was moved by L. Lombardo and seconded by F. Bagatto THAT the Consent Agenda for the March 31, 2021 Board meeting, consisting of the proposed recommendations and reports be approved as distributed. CARRIED

3.2.1 Minutes of the Previous Meeting; January 27, 2021

THAT the Board of Directors approve the minutes of the January 27, 2021 Open Board Meeting as distributed

3.2.2. Finance and Audit Committee Recommendations

3.2.2.1. Year-to-date Financial Statements; February 28, 2021

THAT the Board of Directors approve the February 28, 2021, Year-to-date Financial Statements as recommended by the Finance and Audit Committee

3.2.2.2. WE Spark Health Institute

THAT the Board of Directors approve the contribution of \$100,000.00 for FY 2021/2022, for the third year of a five year commitment to WE Spark Health Institute as recommended by the Finance and Audit Committee

3.2.2.3. HSAA & MSAA Extensions

THAT the Board of Directors approve the extension of the Hospital Service Accountability Agreement and Multi-Sector Accountability Agreement to March 31, 2022, with schedules subject to the changes in funding as indicated in various funding letters, as recommended by the Finance and Audit Committee

3.2.3. Governance Committee Recommendations

3.2.3.1. Policies; III-4 to III-6, V-6 to V-12, V-14, V-15, V-17, VI-2

THAT the Board of Directors approve policies; III-4 to III-6, V-6 to V-12, V-14, V-15, V-17, VI-2, be approved as recommended by the Governance Committee

3.2.3.2. By-laws

THAT the Board of Directors approve the amendment of the November 25, 2020 By-law, to include principle residence of Directors in: Windsor-Essex, Ontario, Canada or the Erie St. Clair sub-region area (Chatham/Kent/Sarnia/Lambton) as recommended by the Governance Committee and request approval by the members

3.2.3.3. Appointment of President Professional Staff Association

THAT the Board of Directors approve the appointment of Dr. Michelle Askew, President Professional Staff Association, to the Board of Directors as ex-officio non-voting member for one (1) year, as recommended by the Governance Committee

4.0 BUSINESS ARISING

None

5.0 ITEMS REQUIRING DECISION

5.1 Financial

M. Horrobin reviewed the information included in the meeting package on behalf of P. Soulliere.

i. 2021/2022 Capital Budget

Proposed budget of \$8,242,900M;

- Outlined in the briefing note
- Problem Gambling renovation
- Outpatient Rehab renovation
- Patient TV project
- Vigorous process followed in budget planning
- Various sources of funding

It was moved by M. Horrobin and seconded by E. Kelly THAT the Board of Directors approve the 2021/2022 Capital Budget, with a draw down on reserves of \$3.4M to offset the shortfall of funding, as recommended by the Finance and Audit Committee. CARRIED

ii. 5-Year Capital Plan

Board began discussing some time ago, the need to have an ongoing 5 year plan for capital expenses. The proposed plan provides a plan for \$43.7M. Most significant cost over the next 5 years will be the transferring of the 60 Acute Mental Health beds from WRH to HDGH (Prince Road), it is anticipated this will be funded from the municipal levy as included in the new hospital system proposal submitted to the Ministry.

It was moved by A. Daher and seconded by L. Lombardo THAT the Board of Directors approve the 5-Year Capital Plan as recommended by the Finance and Audit Committee. CARRIED

iii. 2021/2022 Interim Operating Budget

Interim Budget narrative included in the meeting package \$2.9M deficit planned. Key to this is essentially a roll forward from last year with no additions or reductions; so many unknown factors, so it is status quo planning.

HIS one-time costs as well as ongoing software costs etc. are identified, COVID impact is expected to be funded but additional has been included should there not be full funding. Some reductions with vacancies and budget mitigation.

Tough process ahead to mitigate this budget, end of Q2 hoping to have more information for funding and other details so more concrete plan be made. \$2.5M structural deficit that is being carried through, not able to resolve this in the immediate future. Structured framework from the Ministry that assists in looking for savings, this tool will be utilized over the coming months.

It was moved by M. Horrobin and seconded by S. Segave THAT the Board of Directors approve the 2021/2022 Interim Operating Budget as recommended by the Finance and Audit Committee. CARRIED

6.0 COMMITTEE REPORTS

6.1 Medical Advisory Committee; February 3 and March 3, 2021

Dr. A.Steen discussed the reports included in the meeting package; providing the following highlights;

- Reapplication deadline for physicians for privileges to HDGH is today
- Successful Geriatric Conference with over 116 attendees, two HDGH physicians presented
- Grand Rounds with psychiatrist speaking about burnout and resilience for physicians
- First year that psychiatrist group graduating in Windsor

6.2 Quality Committee; March 11, 2021

J. Clark highlighted the following items;

- Moved the patient story to the open agenda; Mental Health and Addictions Urgent Care Centre

- 100% compliance of hand hygiene, no C-diff, MRSA or VRE
- Culture of quality at HDGH embedded in everything; propose to bring forward a quality presentation to the Board

6.3 Finance and Audit; March 24, 2021

M. Horrobin reported on behalf of P. Soulliere. The meeting highlights provided:

- COVID expenses; some still pending
- KPMG audit presentation; added value is to identify some best practices in Risk Management

7.0 ITEMS FOR INFORMATION

7.1 Patient Family Advisory Council Annual Report

L. O'Rourke reviewed the first annual report provided for the Board from PFAC;

- Took this year to fine tune the PFAC structure
- Scorecard highlights some of the areas of focus
- Participation in DCP orientation, virtual visits
- Successful benevolent fund
- New member handbook
- Working group established to enhance the current recruitment and membership
- Thankful for the support from HDGH staff, leadership, and Board of Directors. PFAC feels very much part of the team at HDGH.

7.2 Chief Nursing Officer Report

M. Campigotto noted the following from the report;

- No current outbreaks, and no COVID positive patients for the last couple of weeks
- Met with WRH and Public Health to begin vaccinations of inpatients; 80 vaccinated to date

7.3 Schulich School of Medicine and Dentistry

Dr. Larry Jacobs attended the meeting to provide the Board and update on activities over the last year and review the report included in the meeting package.

- Pre-clinical learnings; changes this year to a hybrid model of face to face and virtual
- Clinical learning; challenging but HDGH was very accommodating to the students to assist them in meeting all their requirements for graduation
- Residency; family medicine and psychiatry here in Windsor
- Two things moving forward; concurrent and international students

8.0 EXECUTIVE HIGHLIGHTS

8.1 Chief of Staff Report

i. Q4 Objectives

Dr. A. Steen reviewed the update on the objectives included in the meeting package;

- Quality Improvement initiative with the CPSO; requested to update and improve by adding in psychiatry

8.2 President and Chief Executive Officer Report

ii. Q4 Objectives

J. Kaffer highlighted the COVID has contributed a great deal to work/oversight. The renovations for the 60 Acute Mental Health bed move to Prince Road was included in the 2021/2022 Provincial Budget; details to come.

8.3 Board Chair Report

The Chair advised the Board that the governance relationship of the hospitals in the region has remained strong throughout the last year. Chair's stay in close contact and support each other, hope to resume the previously planned hospital/board visits when regular business resumes.

9.0 DATE OF NEXT MEETING

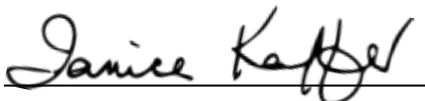
*Tentative April 28, 2021

Confirmed May 19, 2021

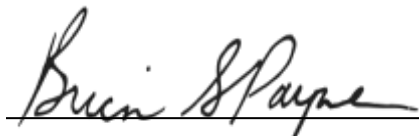
10.0 ADJOURNMENT/TERMINATION OF MEETING

The Chair adjourned the meeting at 5:30pm

A break and media questions were held from 5:30 – 5:45pm



Janice Kaffer, CEO



Brian Payne, Board Chair