



**Board Meeting**  
 June 27, 2022 at 5:30 pm  
**Minutes**

Decision Making Framework

NDMH is committed to ensuring decisions and practices are ethically responsible and align with our vision, mission, values, philosophy and strategic directions. All decision makers should consider issues from an ethics perspective, including their implications of patients/residents and their families, staff and the community. The following questions should be considered for each issue:

- 1 Does the decision put **Patient’s First** by responding respectfully to needs, values and preferences of our patients/residents and their families, our communities and by considering input from our Patient/Resident and Family Advisory Council?
- 2 Does the decision support the pursuit of high-**Quality** care through the adoption of best practices and innovation?
- 3 Does the decision demonstrate **Accountability** by advancing a high-quality patient/resident experience that is socially and fiscally accountable?
- 4 Does the decision demonstrate **Respect** by honoring the uniqueness of each individual and the diversifying natures of our communities?
- 5 Does the decision foster **Compassion, Fairness, Integrity and Teamwork**?

Agenda

1.0	Roll Call											
	Membership	O	T	V	R	A	Non-Voting Membership	O	T	V	R	A
	Nancy Gladun, Vice Chair	X					Cathy Eady, CEO	X				
	Ed Wawia, Director			X			Madison Boudreau, CNE	X				
	Eric Rutherford, Director	X					Lauren Haskell, CFO	X				
	Gordon Mackenzie, Director	X					Shannon Jean, Director, NDFHT	X				
	James Foulds, Director	X					Dr. Ravi Dhaliwal, Chief of Staff	X				
	Robert Beatty, Director	X					Dr. Doug Scott, Physician Lead					X
	Vacancy						Dr. Robert Foulds, Pres., MAC					X
							Janice Nicol Vella, EA/Bd Liaison	X				

O: On-site / T: Telecon. / V: Videocon. / R: Regrets / A: Absent

Guest: Lydia Wakulowsky, Borden Ladner Gervais

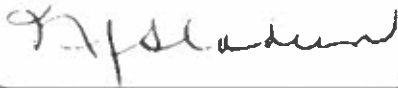
	Presenter	Item & Purpose
		R: Recommendation Decision/Action    E: Education    D: Discussion    I: Information
<b>2.0</b>	<b>Call to Order at 5:28 p.m.</b>	
2.1	N. Gladun	<p><u>Indigenous Land Acknowledgement Protocol/Opening Remarks</u></p> <p><i>Welcome and boozhoo. We acknowledge the Indigenous Peoples of all the lands that we are on today. While we meet today in-person and/or on a virtual platform, let’s take a moment to acknowledge the importance of the land, which we each call home.</i></p> <p><i>We do this to reaffirm our commitment and responsibility in improving relationships between nations and to improving our own understanding of local Indigenous peoples and their cultures.</i></p> <p><i>We acknowledge the ancestral and unceded territory of all the Inuit, Métis, and First Nations people that call this nation home, and acknowledge the territory of the Ojibwe/Chippewa/Anishnaabe, Oji-Cree and Mushkegowuk/Cree peoples of Northwestern Ontario, the traditional territory of the Anishinaabe peoples of the Robinson-Superior Treaty, Treaty 9 and Treaty 5.</i></p> <p><i>Please join in a moment of reflection to acknowledge the harms and mistakes of the past and to consider how we can each, in our own way, move forward in a spirit of reconciliation and collaboration. Thank you, miigwetch.</i></p>
2.2	N. Gladun	<p><u>Quorum</u></p> <p>With 6/6 members present, quorum was met.</p>
2.3	N. Gladun	<p><u>Conflict of Interest</u></p>

	Presenter	Item & Purpose
		R: Recommendation Decision/Action E: Education D: Discussion I: Information
		There were no conflicts of interest declared.
2.4	N. Gladun	<p><u>Additions/deletions to agenda, approval of the agenda, Motion #1</u>            Motion: E. Rutherford            Second: G. Mackenzie            Opposed: None</p> <p><i>"That the agenda for the NDMH and the NDFHT Board of Directors meeting for June 27, 2022 be accepted as presented."</i> CARRIED.</p>
<b>3.0</b>	<b>Education / Presentation</b>	
3.1	Guest: L. Wakulowsky	<p><u>ONCA (Ontario Not-for-profit Corporations Act-confirm)</u>            Lydia Wakulowsky from BLG will present via Zoom, how the ONCA has changed the NDMH and NDFHT bylaws, advising the board that the changes stem from ONCA (Ontario Not-for-profit Corporations Act) and that BLG recommended a quick transition to comply with ONCA. In addition to the memo provided by L. Wakulowsky, she provided more details and answered questions related to the required updates. It was recommended by BLG and determined that NDMH would not move forward with Articles of Amendment because the objects are sound and don't have to be expanded, the board composition is well thought out, any chance that the chair has to cast a tie breaking vote would be rare and is not a pressing concern, and changes to these articles would be costly.</p> <p>Updates to policies will come once the bylaws are finalised, and there are only a few that require revision.</p> <p>A question was asked about whether conflicts of interest have to be provided in writing, and the board being advised that stating the conflict can be stated/requested that it be entered into the minutes suffices, and if one is not at a meeting, the conflict/request can be sent via email. The yearly declaration is another route.</p> <p><u>Changes to the NDMH and NDFHT Bylaws</u>            A summary has been provided by L. Wakulowsky of the changes made to the bylaws.</p>
3.2	C. Eady	<p><u>Patient Story</u>            A story of a situation where a person escaped from their handler was brought forward. This story highlighted the lack of process to manage these types of situations. Last week, the CEO met with DSSAB, the mayor and OPP regarding transitional housing; proposals and partnerships were discussed. A question was raised about whether a victim services group existed, and while there is one, housing is an ongoing challenge.</p>
<b>4.0</b>	<b>Meeting Minutes</b>	
4.1	N. Gladun	<p><u>NDMH Board Meeting Minutes, May 30, 2022, Motion #2</u>            Motion: J. Foulds            Second: R. Beatty            Opposed: None</p> <p><i>"That the minutes for the NDMH Board meeting for May 30, 2022 be accepted as presented."</i> CARRIED.</p>
4.3	N. Gladun	<p><u>MAC Meeting Minutes, June 8, 2022, Motion #4</u>            A comment was added that HSIPP funding is being sought for another Nurse Practitioner.            Motion: E. Rutherford            Second: J. Foulds            Opposed: None</p>

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		R: Recommendation Decision/Action E: Education D: Discussion I: Information
		<i>"That the minutes for the MAC meeting for June 8, 2022 be accepted as presented."</i> CARRIED.
<b>5.0</b>	<b>Generative</b>	
5.1	N. Gladun	<u>Board Chair Report, Recruitment Update</u> The governance committee met regarding board member recruitment, and names will be presented at the AGM on July 5 at 9am. Those selected will go forward to the AGM for approval. J. Foulds has indicated he will not seek re-election.
5.2	C. Eady	<u>Senior Management Report, June 2022, Motion #5</u> In addition to the report provided, the following updates were added: The mayor of Nipigon will lobby the government regarding the hospitals extension and letters have been provided. Students are seeking more involvement in the nursing units, and Gr 11/nursing prospects. Bridging and funding is available from PSW to RPN and from RPN to RN. There are university nursing students returning to NDMH to work as Personal Support Workers (PSW) for summer relief. Moved: G. Mackenzie Seconded: E. Wawia Opposed: None <i>"That the Senior Management Report for June 2022, be accepted as presented."</i> CARRIED.
5.3	R. Dhaliwal	<u>Chief of Staff Report, June 2022, Motion #6</u> A verbal report was provided, indicating that Dr. Scully will start officially on July 25 <sup>th</sup> , which should help facilitate another physician and as discussed with the MAC minutes. Moved: R. Beatty Seconded: J. Foulds Opposed: None <i>"That the Chief of Staff Report for June 2022, be accepted as presented."</i> CARRIED.
<b>6.0</b>	<b>Strategic</b>	
6.1	C. Eady / N. Gladun	<u>Draft NDMH Bylaws, 2022-2023, Motion #9</u> The NDMH Corporate Bylaws and memo were provided to the board to review. Moved: R. Beatty Seconded: J. Foulds Opposed: E. Wawia is not in favour, expressing that one person cannot 'vote' if they are not there. It was clarified that with regards to voting, one can vote against and disagree and still have a say if they are going to be absent from a meeting.  <i>"That 1. the corporate by-law of Nipigon District Memorial Hospital ("Corporation") relating generally to the conduct of the activities and affairs of the Corporation ("By-law"), in the form presented to the board of directors of the Corporation ("Board"), is approved and adopted as the by-law of the Corporation, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-law, effective on the date that the By-law is formally approved by the Board and then confirmed by the members of the Corporation; 2. the By-law be submitted to the Members for confirmation; and 3. following confirmation by the Members, the Chair and the Secretary of the Corporation are authorized and directed to certify a copy of the By-law as confirmed by the Members and to place such certified copy in the minute book of the Corporation."</i> CARRIED.
6.2	C. Eady / N. Gladun	<u>NDMH Policy updates, Motions #9</u> The revised policies and memo were provided to the board to review. Moved: R. Beatty Seconded: J. Foulds

	Presenter	Item & Purpose			
		R: Recommendation	Decision/Action	E: Education	D: Discussion
		<p>Opposed: None</p> <p><i>“That each of the following governance policies and documents, dated October 2021:</i>  <i>BRD 07: Annual Declaration</i>  <i>BRD 08: Meetings</i>  <i>BRD 09: Attendance Requirement</i>  <i>BRD 10: Conflict of Interest</i>  <i>BRD 11: Code of Conduct</i>  <i>are revoked and replaced with the following governance policies and documents, in the form presented to the directors, dated June 2022:</i>  <i>BRD 07: Annual Declaration and Consent</i>  <i>BRD 08: Meetings (with correction on pg 69/138)</i>  <i>BRD 10: Conflict of Interest</i>  <i>BRD 11: Code of Conduct” CARRIED.</i></p>			
6.6	C. Eady	<p><u>NDMH Board Meeting Schedule</u>  The October board meeting will be held on October 24, instead of October 31.</p>			
6.7	C. Eady	<p><u>Briefing Note: OHS 71 Vaccination Policy</u>  The results of a staff survey regarding whether staff would work with unvaccinated staff were discussed. The facility then had to manage a COVID-19 outbreak. Staff will bring the questions to the resident’s council and further discussion and decisions can be made. The board was advised that there have been arbitrations to support mandatory vacations and the board would like clear legal advice going forward. The decision was made to revisit the policy in September and follow the current mandatory vaccination policy until then.</p>			
6.8	C. Eady	<p><u>NDMH Draft Annual Report</u>  The set up of the report was complimented on, with a revision required to the financials. Additional comments were that it was positive and well written, and that BRHC info should be included.</p>			
<b>7.0</b>	<b>Fiduciary</b>				
7.1	L. Haskell	<p><u>Declaration of Compliance: M-SAA (Multi-Sector Accountability Agreement)</u>  The CFO provided an overview of the M-SAA’s Declaration of Compliance, advising that the hospital has taken the necessary steps to comply with the requirements (e.g. French language service provisions). She advised the board that the annual Declaration of Compliance will be signed by the board and submitted to Ontario Health North (OHN).</p>			
7.2	L. Haskell	<p><u>BPSAA (Broader Public Sector Accountability Act Attestation)</u>  The CFO provided an overview of the BPSAA attestation, indicating that the hospital remains committed to improved openness and transparency, and that we have taken the necessary steps to ensure all organizational policies and practices comply with the BPSAA requirements. The annual Attestation of Compliance will be signed by the board and submitted to OHN by June 30, 2022, and posted to the website.</p>			
7.3	L. Haskell	<p><u>Report on the Use of Consultants</u>  The CFO provided an overview of the ‘use of consultants’ requirement, indicating that between April 1, 2021 to March 31, 2022, NDMH did not make use of consultants during the fiscal year. This document will be submitted to OHN.</p>			
<b>8.0</b>	<b>Adjournment to In-Camera Meeting</b>				
8.1	N. Gladun	<p><u>Adjournment to In-Camera Meeting, Motion #13</u>  Motion: G. Mackenzie  Second: J. Foulds</p>			

Presenter		Item & Purpose
		R: Recommendation Decision/Action    E: Education    D: Discussion    I: Information
		Opposed: None <i>"That the NDMH/NDFHT Board of Directors move to in-camera at 6:53 p.m."</i> CARRIED.
<b>9.0</b>	<b>Adjournment</b>	
9.1	N. Gladun	<u>Return to regular board meeting</u>
9.2	N. Gladun	<u>Meeting evaluation</u>
9.3	N. Gladun	<u>Next Meeting Date, Adjournment, Motion #14</u> SGM and AGM: July 5, 2022 at 9 a.m. Next regular board meeting: September 26, 2022 at 5:30 p.m. Motion: E. Rutherford Second: G. Mackenzie Opposed: None <i>"That the Board of Directors meeting be adjourned at 7:50."</i> CARRIED.



N. Gladun, Chair



C. Eady, Secretary