

# MINUTES

Committee:	<b>Annual Meeting - Members of SHHA Corporation</b>		
Date:	June 29 <sup>th</sup> , 2023	Time:	7:51pm-8:18pm
Chair:	Glen McNeil, Acting Board Chair	Recorder:	Alana Ross
Present:	Allan Ball, Dr. Daters, Brian Heagle, Heather Hern, Anthony Hodzman, Steve Ireland, Aileen Knip, Christie MacGregor, Glen McNeil, Dr. Natuik, Dr. Nelham, Susan Reis, Jane Sager, Laura Stire, Jimmy Trieu, Michelle Wick		
Regrets:	Bruce Shaw, Tara Oke, Pat O'Rourke, Dr. Ryan		
Guests:	Matt Trovato, Paul Seebach, Rob Tait (SHH Foundation), David Greer, Nancy Hughes, Liz Petrie, Barb & Graham McEwan, Kimberley Payne, Krista McCann		
<b>1</b>	<b>Call to Order / Welcome</b>		
1.1	<ul style="list-style-type: none"> <li>Mr. McNeil welcomed everyone and called the meeting to order at 7:51pm               <ul style="list-style-type: none"> <li>Thank you to all the volunteers, staff and physicians attending and representing our catchment areas</li> <li>Thank you to all for your commitment to those who look to use for guidance and leadership in our respective communities</li> </ul> </li> </ul>		
1.2	<p><u>Confirmation of Notice to Members and Quorum:</u></p> <ul style="list-style-type: none"> <li>The SHHA Board consists of 19 individuals, including thirteen (13) elected members, one (1) representative each from the Auxiliary and the Foundation, and four (4) non-voting directors, including the Chief Executive Officer, Chief of Staff, President of Medical Staff, and the Chief Nursing Executive.           <ul style="list-style-type: none"> <li>Ten (10) voting members were present</li> </ul> </li> <li>Mr. Trieu confirmed that the Notice of the AM was delivered to all members via email as prescribed in the SHHA By-laws; and Mr. Trieu also confirmed quorum was met as per By-Laws (Quorum=10)</li> </ul> <p><u>Declaration of Conflict of Interest:</u></p> <ul style="list-style-type: none"> <li>Mr. McNeil asked if anyone had a conflict of interest to declare based on information contained in the package           <ul style="list-style-type: none"> <li>A Conflict of Interest was declared by Christie MacGregor, Glen McNeil, Susan Reis, and Laura Stire, in regards the elections and re-elections, and by Mr. Trieu in regards to the ex officio officers; regrets received from Bruce Shaw</li> </ul> </li> </ul>		
1.3	<p><u>Land Acknowledgement:</u></p> <p>We will begin this meeting by acknowledging that the land we stand on today is the traditional territory of many First Nations including the Anishinabek, the Ojibway, and the Haudenosaunee peoples, and is now home to many diverse First Nations, Inuit and Metis people. We also acknowledge that Huron Perth and Area is covered by Treaty 29 and Treaty 45½. Huron Perth &amp; Area is built on sacred land that is part of an agreement between Indigenous peoples and then extended to allied nations to care for it in a peaceful and respectful way. We make this land acknowledgement today as part of Truth and Reconciliation that honours the land and the Indigenous heritage. We commit to our ongoing learning in the journey towards reconciliation.</p> <p><u>Pronunciations:</u> Anishinaabeg: Awe – Nish – Nah – Beck / Haudenosaunee: Hoe – De – Nah – Show – Nee Ojibwa: Oh – Jib – Ba – Way / Wendat: When – Dat</p>		
<b>2</b>	<b>Previous Annual Meeting Minutes</b>		
2.1	<p><u>Presentation of Amended and Restated By-Law #2022-1</u></p> <ul style="list-style-type: none"> <li>2023-06-SHHA By-Law (draft corporate), circulated</li> <li>The Amended and Revised By-Law may be reviewed upon request at the Administrative offices or available on the SHHA web site along with a summary of the changes</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b> <b><u>MOTION: BE IT RESOLVED THAT:</u></b></p>		

	<ol style="list-style-type: none"> <li>1. <i>The By-Law, being a by-law relating generally to the conduct of the business and affairs of the Corporation, is hereby confirmed as a By-Law of the Corporation by the Members of the Corporation</i></li> <li>2. <i>By the confirmation of the By-Law, all prior By-Laws of the Corporation are hereby repealed, subject to any exceptions relative to the repeal of the By-Laws as are contained in the said By-Law</i></li> <li>3. <i>A copy of the By-Law shall be submitted to the Charities Directorate of the Canada Revenue Agency to update their files. CARRIED.</i></li> </ol> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b>9. BOARD OF DIRECTORS</b>  <i>(a) Board Composition</i>  <i>The affairs of the Corporation shall be managed by a Board of <b>fourteen (14)</b> Directors:</i>  <b>ELECTED DIRECTORS</b>  <i>(i) <b>Fourteen (14)</b> Directors, who shall be elected by the Members;</i>  <i>(ii) <b>Expired terms will be filled annually by elections for three (3) year terms, notwithstanding the foregoing, a Director may be elected for less than three years to fill the unexpired term of a Director who has retired; CARRIED.</b></i></p>
2.2	<p><u>Presentation of the Amended and Restated SHHA Professional Staff By-Law:</u></p> <ul style="list-style-type: none"> <li>• SHHA Professional Staff By-Laws Approved at 2023-04-MAC, circulated</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept SHHA Professional Staff By-Law as recommended to the Board by MAC on April 13<sup>th</sup>, 2023. CARRIED.</u></b></p>
2.3	<p><u>Previous AM Minutes:</u></p> <ul style="list-style-type: none"> <li>• Approval of the Members of the SHHA Corporation Annual Meeting Minutes of June 16<sup>th</sup>, 2022, circulated</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To approve the Members of the SHHA Corporation Annual Meeting Minutes of June 16<sup>th</sup>, 2022, as circulated. CARRIED.</u></b></p>
2.4	<p><u>Business from Previous Minutes:</u></p> <ul style="list-style-type: none"> <li>• No discussion</li> </ul>
<b>3</b>	<b>Reports</b>
3.1	<p><u>Report from the Chair of the Board:</u></p> <ul style="list-style-type: none"> <li>• We have realized through the corporation of SHHA &amp; AMGH that we are stronger coming together than independently, which allows us to direct our future rather than have it directed for us             <ul style="list-style-type: none"> <li>○ Appreciation extended to Allan Ball who started the collaboration process and to Bruce Shaw in continuing bringing the two Boards together to reach common ground with open and interested discussion</li> <li>○ Thank you to the Senior Leadership team for achieving efficiencies in directing more dollars to bedside care</li> <li>○ Thank you to the community for its involvement, allowing everyone to feel a part of their care</li> </ul> </li> </ul>
3.2	<p><u>Report from President/CEO:</u></p> <ul style="list-style-type: none"> <li>• CEO presented the HHS SHHA &amp; AMGH Annual Report (circulated)             <ul style="list-style-type: none"> <li>○ Thank you to Board, Staff, Physicians and Volunteers for their collaboration over the past year as we faced extreme pressures and challenges throughout the pandemic; staff demonstrated exceptional courage, resilience, dedication and expertise</li> <li>○ Over F2223, SHHA &amp; AMGH embarked on a partnership to realize a Common Board, Leadership Team and By-Laws</li> <li>○ Reviewed staff numbers and stats from the annual report</li> </ul> </li> </ul>
3.3	<p><u>Report from Chief of Staff:</u></p> <ul style="list-style-type: none"> <li>• Primary concern is Health Human Resources (HHR)             <ul style="list-style-type: none"> <li>○ Dr. Nelham recognized all staff and physicians at SHHA for keeping the hospital open despite ongoing challenges and hospital closures in the area</li> </ul> </li> <li>• Board Chair thanked the physicians for their ongoing efforts in keeping the ED open</li> </ul>
3.4	<p><u>Report from President of Medical Staff:</u></p>

	<ul style="list-style-type: none"> <li>On behalf of Dr. Ryan, Dr. Nelham noted the importance and prioritization of the South Huron Medical Clinic to accommodate physician recruiting to the area <ul style="list-style-type: none"> <li>An inter-professional application has been submitted to the Ministry for SHMC to become an FHT; anticipating a response in the Fall</li> <li>Needs of the community are increasing</li> </ul> </li> </ul>
3.5	<p><u>Report from Chief Nursing Executive:</u></p> <ul style="list-style-type: none"> <li>2023-06-Report to Annual Meeting-CNE, circulated <ul style="list-style-type: none"> <li>Review and appreciation of accomplishments over the past year</li> <li>Recognized the high quality healthcare from all physicians and staff in both hospitals</li> <li>Expressed appreciation to be part of the team and looking forward to the next few years</li> </ul> </li> </ul>
3.6	<p><u>Report from Auxiliary:</u></p> <ul style="list-style-type: none"> <li>Board Chair expressed appreciation for the ongoing dedication and efforts of the SHHA Auxiliary</li> </ul>
3.7	<p><u>Report from Foundation:</u></p> <ul style="list-style-type: none"> <li>Mr. Tait expressed anticipation in working with SHHF, Ms. McCann, and HHS</li> </ul>
3.8	<p><u>Motion to Accept Report of June 29, 2023:</u></p> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the Report to the Members of the SHHA Corporation Annual Meeting of June 29th, 2023, as presented. CARRIED.</u></b></p>
<b>4</b>	<b>Auditor's Financial Report</b>
4.1	<p><u>Review of Auditor's Report:</u></p> <ul style="list-style-type: none"> <li>Mr. P. Seebach provided a short overview of the Auditor's Report and Management Letter, and the Audited Financial Statements (circulated) to March 31<sup>st</sup>, 2023 <ul style="list-style-type: none"> <li>Noted that the Ministry baseline funding increase is not enough to support ongoing pressures and expenses of running the hospital</li> <li>Impact of Bill 124 on deficit</li> <li>Ministry capital funding received for rewiring and increase of Wi-Fi</li> </ul> </li> </ul>
4.2	<p><u>Report of the Board on Audited Financial Statements:</u></p> <ul style="list-style-type: none"> <li>Based on the recommendation of the Audit &amp; Finance Committee held on June 29, 2023, a motion was made that the Board approve the Final Auditor's Report and Audited Financial Statements</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To accept the Auditor's Report and Audited Financial Statements to March 31<sup>st</sup>, 2023, as recommended by the Board on June 29<sup>th</sup>, 2023, and to recommend signing of the Final document by two Board representatives. CARRIED.</u></b></p>
4.3	<p><u>Motion to Approve Appointment of Seebach &amp; Company as Auditor for 2023/2024:</u></p> <ul style="list-style-type: none"> <li>Approval</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To approve the appointment of Seebach &amp; Company as Auditor for 2023 / 2024. CARRIED.</u></b></p>
<b>5</b>	<b>New Business</b>
5.1	<p><u>Governance &amp; Nominating Committee:</u></p> <ul style="list-style-type: none"> <li>Nomination and Election of Directors; Mr. McNeil &amp; Mr. Trieu made the following recommendations for approval (with appropriate declarations of conflict of interest made)</li> </ul>
a)	<p><u>Election and Re-election of Directors:</u></p> <ul style="list-style-type: none"> <li>According to Section 13 a i D (Board Composition) Directors will be elected for a three-year term: <ul style="list-style-type: none"> <li>Resolutions passed by Governance &amp; Nominating on May 26<sup>th</sup>, 2023 and affirmed by SHH Board on June 8<sup>th</sup>, 2023, to elect: <ul style="list-style-type: none"> <li>Ms. Christie MacGregor for her 2<sup>nd</sup> three-year term</li> <li>Mr. Glen McNeil for his 4<sup>th</sup> three-year term</li> <li>Ms. Susan Reis for her 2<sup>nd</sup> three-year term</li> <li>Mr. Bruce Shaw for his 3<sup>rd</sup> three-year term</li> <li>Ms. Laura Stire for her 2<sup>nd</sup> three-year term</li> </ul> </li> </ul> </li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b></p>

	<p><b><u>MOTION: To elect Christie MacGregor for her 2<sup>nd</sup> three-year Term on the HHS Common Board of Directors. CARRIED.</u></b>  <b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To elect Glen McNeil for his 4<sup>th</sup> three-year Term on the HHS Common Board of Directors. CARRIED.</u></b>  <b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To elect Susan Reis for her 2<sup>nd</sup> three-year Term on the HHS Common Board of Directors. CARRIED.</u></b>  <b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To elect Bruce Shaw for one year of his 3<sup>rd</sup> three-year Term on the HHS Common Board of Directors. CARRIED.</u></b>  <b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To elect Laura Stire for her 2<sup>nd</sup> three-year Term on the HHS Common Board of Directors. CARRIED.</u></b></p> <ul style="list-style-type: none"> <li>• Appreciation was extended to the directors for their continued commitment and dedication to SHH</li> </ul>
b)	<p><b><u>Recognition SHHA &amp; AMGH Chairs:</u></b></p> <ul style="list-style-type: none"> <li>• Mr. Trieu expressed thanks and appreciation to Mr. Bruce Shaw and Mr. Glen McNeil for their collaboration and dedication in making a successful partnership between SHHA &amp; AMGH, and development of the Huron Health System; congratulations to both as Mr. Shaw moves out of the Chair position and Mr. McNeil moves into the Chair position of HHS</li> </ul> <p style="text-align: center;"><b><i>Thank you Mr. Shaw and Mr. McNeil</i></b></p>
<b>6</b>	<b>Adjournment</b>
6.1	<p><b><u>Adjournment:</u></b>          Motion to adjourn the meeting:</p> <ul style="list-style-type: none"> <li>• The Board of Directors will hold the first meeting of the year immediately following the Annual Meeting via MS Teams</li> </ul> <p><b><u>MOVED AND DULY SECONDED</u></b>  <b><u>MOTION: To adjourn the Annual Meeting of the SHHA Corporation of June 29<sup>th</sup>, 2023 at 8:18pm. CARRIED.</u></b></p>