



Minutes For	AMGH Annual General Meeting		
Date	July 11 th , 2016	Time	7:07pm– 7:54pm
Chair	Barbara Major-McEwan	Recorder	Jennifer Yule
Present	Matthew Armstrong, Allan Ball, Gwen Brimmer, Joelene Duncan, Rowland Howe, Barbara Major-McEwan, Samantha Marsh, Glen McNeil, Myles Murdock, Mike Niglas, Dr Hilary Watson, Dr. Julie Moore, Dennis Schmidt,		
Regrets	Pamela Somers, Dr. Dan Noel		
Members of the Corporation	Dr. D. Neal, Dr. S. Appavoo, Dr. M. Dawson, G. Dawson, Dr. M. Fiaani, Dr. P. Gill, Dr. T. Kittmer, Alix Stevenson, Dr. T. Steinmann,		
Regrets	M. Abbas, Dr. M. Fiaani, Dr. L Krishna, Dr. R. Lal, L. Rodger, Dr. K. Treasurywala, J. Vijayaraghavan, L. Noel, Lindsey Rodger		
Guests	P. Seebach (Vodden, Bender & Seebach), J. Trieu (VP Corporate & Support Services) J. Liswood (Miller Thomson) (Teleconference), D. Partridge (Board Member incoming) Myles Murdock, Dean Whalen, Brenda Teichert, Kathleen Babcock		

#	Items	Key Discussion Points & Decisions	Motions
1			
1.1	Welcome	<ul style="list-style-type: none"> Barb welcomed all and called the meeting to order at 7:07pm All to sign attendance record Handout provided Voting cards were distributed for motion purposes 	
2			
2.1	Previous Minutes	<ul style="list-style-type: none"> Approved Abstain - Alix Stevenson 	MOVED: Rowland Howe SECONDED: Dennis Schmidt MOTION: <u>To approve the Board of Directors meeting minutes of June 22nd 2015, as circulated. CARRIED.</u>
3			
3.1	Report from Chair of the Board	<u>Barb Major-McEwan:</u> <ul style="list-style-type: none"> Alexandra Marie and General Hospital (AMGH) has had another great year. Our team at AMGH has again demonstrated their dedication to providing exceptional patient care, exceeding our quality improvement targets, and staying on budget. As we continue our proud legacy of 100 plus years, AMGH intends to remain a high achiever in clinical services while responding to the evolving health care landscape and seeking input from the communities we serve.” Huron County is the largest producer of agricultural products in Ontario, Sifto is the largest salt-mine in the world, Bruce Power is the largest power plant in the world. Therefore it is the fiduciary duty of this hospital to provide the very best care to our farmers, miners and others who are working and residing in this 	

Best of the Past...Innovative Future

		<p>community.</p> <ul style="list-style-type: none"> • This does not come without commitment, passion, teamwork, innovation, excellence and accountability by each one of us here this evening and those we represent those who report to us, those who work with us, those who volunteer with us and those who donate. • Thank you to the physicians, senior leadership and staff who 24/7, 365 days a year provide the very best in patient care. We are very proud of you! Thank you. • Thank you to the AMGH Foundation as represented by Myles Murdock, Dean Whalen, Brenda Teichert, and Kathleen Babcock, we really appreciate your commitment and passion for AMGH. It is tremendous! We are very grateful for the resources you provide for much needed capital equipment. This is not an easy task! The Board of Directors looks forward to building an even stronger relationship in the coming year. • Thank you to the AMGH Auxiliary. AMGH is fortunate to have such an active Auxiliary. Gwen please extend our "thank you" to all of the members for their countless hours. We are grateful for the Auxiliary contributions. • Thank you to our Municipal colleagues for their support and feedback. AMGH is especially fortunate to have two councilors who sit on our board – Myles Murdock, Town of Goderich and Glen McNeil, ACW. • I would also like to acknowledge the collaboration of our health care partners in Huron and Perth Counties and the SWLHI, where we have been able to leverage relationships to enhance patient care. They have also been very supportive during our leadership transition. • I would like to say "Thank you" to the Board of Directors. Matthew Armstrong, Allan Ball, Gwen Brimmer, Jolene Duncan, Rowland Howe, Samantha Marsh, Glen McNeil, Myles Murdock, Mike Niglas, Dr. Hillary Watson, Dr. Julie Moore, Dennis Schmidt and Pamela Somers as volunteers you have given your time to govern AMGH. Your support to me as Chair has been awesome. With the strength of our combined backgrounds we have continued to direct and protect the Corporation to maximize safe patient care within the available resources. We have worked with Members, Directors and interested individuals to update our Corporate By-laws. We are working at strengthening our relationships, for example, open board meetings and AGM and putting in place a Community Advisory Committee to enable community input into Board decisions. • We are in a CEO and President Leadership transition; we are on schedule to hire a permanent CEO with the requisite skills, abilities and values to provide strong leadership for AMGH. We must be a strong partner contributing to the success of our community, the SWLHIN and all the partner organizations to achieve the very best health care for all we serve. 	
3.2	Report from President / CEO	<p><u>Barb Major-McEwan:</u></p> <ul style="list-style-type: none"> • Barb reported on behalf of the Executive and Resources Committee as we are currently without a CEO and in place have a reporting structure up to the Executive and Resources Committee of the Board so if there is something that requires the President/CEO it will be based upon policy and procedure. If an item is outside of the current policy and procedures it will be addressed by the Executive and Resources Committee. The SWLHIN is aware and supports this decision for the interim, while the Board focuses on recruiting the permanent CEO. 	


		<ul style="list-style-type: none"> Barb highlighted some achievements and goals for the upcoming year. We have available to you this evening the 2015-2016 AMGH Facts and Stats. Thank you to Samantha, Jimmy, Crystal and Jen for preparing. Although we have had ups and downs and choices were required through the year, a huge thank you to our staff and physicians for ending the year with a balanced budget. This document highlights the services we provided with our resources. This past year we have been focused on the next phase of our Clinical Services Plan and our three centres of excellence – Services for Seniors, Women's Health and Mental Health. Allan Ball, First Vice Chair and Samantha Marsh, CNE/VP Clinical Services, will be presenting further details. Each year our organization submits a Quality Improvement Plan with goals and targets. We are pleased to report that the targets were achieved and, in the spirit of continuous quality improvement, new goals and targets set for 2016-2017. Looking ahead, we will keep working within our strategic priorities of people, quality, finance and integration to provide excellence in patient care for our community. We are in a position of strength as we move into 2016-2017 where we will continue with strong clinical services and supports within our budget, clinical services plan implementation, accreditation, a focus on deliberately strengthening relationships, with the physicians, the community, the Foundation (capital needs), the Auxiliary, our Health Care Partners, the SWLHIN and MoHLTC. These goals will all be within the context of an evolving health care environment with the expected passing of Bill 210, the Patients First Act into Law. On behalf of the Executive, I look forward to another great year for AMGH and the people we serve. "You can count on me". 	
3.3	Report from Medical Advisory Committee	<p><u>Dr. Hillary Watson:</u></p> <ul style="list-style-type: none"> First I'd like to thank you for your vote of confidence in selecting me to be the next Chief of Staff of AMGH. I've been in this position now for 11 days and have managed to be on holidays for the first 10 of those days. Not a bad way to start. Unfortunately, our previous Chief of Staff, Dr. Noel could not be here tonight so this report will have more focus on the future of AMGH than on what has happened in the last year. We all know these are interesting times to be had in healthcare. Money is tight. It has been tight for years and will be for some time yet. We are continually being asked to do more with less. Bill 210, the Patients First Act will certainly bring its own challenges. It may bring exciting opportunities for AMGH, but also uncertainty and obstacles outside of our control. Over the last month, though, as I've become more involved in hospital and board activities, I have come to believe that this hospital and our patients are in good hands. <ul style="list-style-type: none"> This Board has recently gone out of their way to listen and acknowledge other perspectives, including those of physicians. I have been impressed over two full days of interviewing for the new CEO position how focused the board is on finding the right person to build relationships and take AMGH to the next level. Our Executive Leadership Team and hospital staff are excellent. The physicians and other community members have come out in force to support our hospital. Relationships between the hospital, the physicians, the staff, the community and the LHIN are actively being strengthened. Looking forward to next year's AGM, when I have more than 11 days under my belt, I 	

		<p>hope to be able to tell you about the progress we have made towards putting our clinical services plan into practice and how we have built and strengthened our programs centering around women's health, mental health, and care for the elderly. We will have new Professional Staff By-Laws to ratify. We will have a new CEO. We will welcome members from a robust Community Advisory Committee. We will celebrate our success in partnership with the Foundation and Auxiliary</p> <ul style="list-style-type: none"> • So yes, it is a challenging time to be in healthcare, but a great time to be at AMGH. With ongoing focus on promoting accessible, quality care, close to home, we will continue to live up to our mission and assure our patients, our staff, our community, that "You can count on us". 	
3.4	Report from Foundation	<p><u>Myles Murdock:</u></p> <ul style="list-style-type: none"> • It's been a year of transition both internally and from a hospital stand point. This has created opportunities for us. I'd like to thank the Foundation Board for their tireless efforts and to all of our volunteers on the Foundation. We've been working very hard improving the relationships within and amongst the hospital. In terms of coming up with a communication strategy and fundraising campaign that raises the profile of the hospital within our greater community with the idea ultimately that would assist us in ensuring that the residents of the area supports the hospital in its endeavors. We are all in this together. I can hardly wait until we end up with our new CEO, that's very exciting news. As a member of the Hospital Board, you should be aware of the fine work they've done over the course of the last year, it has not been an easy year. They have done tremendous work on behalf of the hospital. Please be aware of that. • Another thing that the Foundation has done has created a contract position for Shannon Lahay, who is the face of our Foundation and she is our Foundation Coordinator. The Foundation has transferred over \$500,000.00 this year and that's to meet some of the urgent needs that we have. We would like to give more, we just need to go out and make more and we will do that. Lastly, it is very good that Glen and I are on two different councils, because we know that we have to form a better bond and relationship between the municipalities in our area and with the hospital and the Foundation. Again this is a tremendous employer for this area, we know that Compass Minerals employs arguably 500 people. I would hazard to guess that if you look at just the hospital and then add in the Clinic and other related healthcare you're at least going to get that. I really enjoyed working with Barb, she's a tremendous Chair. 	
3.5	Report from Auxiliary	<p><u>Gwen Brimmer:</u></p> <ul style="list-style-type: none"> • This year, our Auxiliary will celebrate its 95th anniversary of continuous service to Alexandra Marine and General Hospital. We will be hosting a reception in October and all are welcome to celebrate with us. • The past year has been a successful one for the Auxiliary. Our largest fund raising effort – a \$5,000.00 lottery – was well supported by the community and we were pleased that two out of the three prizes went to AMGH staff. Our ticket booth on the Square during Saturday market days provided an opportunity to recruit new Auxiliary members and we have gained seven new members this year. • Other fundraising efforts include the Gift Shop, well-received Christmas and Easter bake sales, card parties and a yearly Tag Day. These fundraisers have allowed us to contribute to the purchase of specialized bed alarms to support patient falls reduction 	

		<p>programs and also to needed Physiotherapy equipment.</p> <ul style="list-style-type: none"> The Auxiliary has also been able to provide education grants to three hospital staff who attended our June meeting to describe how the grants have been used to further their learning and contributions to AMGH. Auxiliary members are visible around the hospital assisting at Prenatal and Outpatient Clinics, helping patients in Admitting and Day Surgery, portering in the Emergency Department, maintaining pamphlets and toys in Speech Therapy, calling clinic patients with appointment reminders and providing holiday tray favours for patients. During the past year the Auxiliary has contributed 10,000 hours in fundraising and services to AMGH. We truly enjoy our contact with patients and staff and are committed to providing services and funds to AMGH well into the next 95 years. 	
3.6	Motion to accept Reports		<p>MOVED: Matthew Armstrong SECONDED: Allan Ball MOTION: <u>To accept the reports of the AGM as presented on July 11th, 2016.</u> CARRIED.</p>
4			
4.1	Review of Auditor's Report	<p><u>Dennis Schmidt:</u></p> <ul style="list-style-type: none"> Thank you from the Board of Directors to the Finance Team, Leadership Team and all the Departments and Physicians for their fiscal responsibility for assisting AMGH to meet their budgeted goals. Great job, well done everyone. <p><u>Paul Seebach (Vodden, Bender & Seebach LLP – Chartered Professional Accountants):</u></p> <ul style="list-style-type: none"> The amount reported to the Ministry was a surplus of approximately \$1,300.00 and the hospital spent approximately \$800,000.00 in capital, which was financed through the Foundation (\$500,000.00) and the remainder through hospital operations funds. The hospital ended the year in a stronger financial position than in the past and Paul thanked Sulav and his Finance Team for their support in assisting with the year-end process and reports. 	
a)	Motion to approve the Auditor's Report	<ul style="list-style-type: none"> 	<p>MOVED: Dennis Schmidt SECONDED: Myles Murdock MOTION: <u>To approve the Auditor's Report of March 31st, 2016.</u> CARRIED.</p>
b)	Motion to approve Appointment of Vodden, Bender & Seebach as Auditor for 2016-2017	<ul style="list-style-type: none"> Myles thanked Dennis Schmidt, as he is the liaison between the AMGH Board and the Foundation and sits on the Foundation Finance Committee and they appreciate all the time he spends on financial responsibilities. 	<p>MOVED: Dennis Schmidt SECONDED: Myles Murdock MOTION: <u>To approve appointment of Vodden, Bender and Seebach as Auditor for 2016 / 2017.</u> CARRIED.</p>
5			
5.1	Governance and Nominating	<p><u>Mike Niglas:</u></p> <ul style="list-style-type: none"> The governance of AMGH is entrusted to 16 individuals. We have 10 elected Directors, 	<p>MOVED: Mike SECONDED: Glen McNeil</p>

	Committee Report	<p>two voting Directors representing the Foundation and Auxiliary and four non-voting Directors, Chief Executive Officer, Chief Nursing Executive, Chief of Staff and President of the Medical Staff.</p> <ul style="list-style-type: none"> The 10 elective Directors serve for a three year term to a maximum of three terms. We are currently at the end of the three year term for three of our Directors. All three have consented to stand for re-election. On April 15 the Governance committee met and reviewed the candidates and recommended for re-election to the Board of AMGH, Joelene Duncan, Rowland Howe and Matthew Armstrong. The re-election was accepted by the Board on May 2, 2016 at the AMGH Board Meeting. 	<p><u>MOTION: To approve the Governance & Nominating Committee Report of July 11th, 2016. CARRIED.</u></p> <p>MOVED: Mike Niglas SECONDED: Glen McNeil <u>MOTION: To approve the re-election of Directors Jolene Duncan, Matthew Armstrong and Rowland Howe. CARRIED.</u></p>
a)	Motion to approve Election of Directors	<p><u>Mike Niglas:</u></p> <ul style="list-style-type: none"> Mike Niglas announced that Donna Partridge has been appointed as a Director to the AMGH Board by resolution at the May 2, 2016 Board of Directors meeting. As of July 1, 2016 two new Directors were appointed by virtue of their new positions, Dr. Hilary Watson, Chief of Staff and Dr. Julie Moore, President of the Medical Staff. Congratulations! 	<p>MOVED: Mike Niglas SECONDED: Glen McNeil <u>MOTION: To approve the election of Director Donna Partridge. CARRIED.</u></p>
5.2	Recognition of Retiring Directors <ul style="list-style-type: none"> Dr. Don Neal, President of the Medical Staff Dr. Dan Noel, Chief of Staff 	<ul style="list-style-type: none"> Barb thanked Dr. Don Neal, on behalf of the AMGH Board, for his service as President of the Medical Staff for the past year. She acknowledged the time, passion and commitment that he has brought to the role. His willingness to work with the Board on a number of issues, for example, SWLHIN presentation, By-laws, clinical perspective on a number of programs and services. Barb noted that she has enjoyed working with Dr. Neal in this capacity and looks forward to our future work together on behalf of AMGH. Barb recognized Dr. Dan Noel for completion of his two year term as Chief of Staff. Due to another commitment Dan was not able to be present. In his absence, Barb did wish to note that during Dan's term he worked through a number of issues with diligence, grace, and persistence and always aware of relationships and protocol and acting as an agent of the Board. 	
5.3	Amended and Revised By-Law as approved by the Board June 6, 2016. The Amended and Revised By-Law may be reviewed upon request at the Administrative offices as of July 4, 2016 at noon.	<ul style="list-style-type: none"> On June 6th the Board of Directors, based on the advice and direction of Miller Thomson our retained lawyers approved a new set of Corporate By-laws. On June 16th a joint meeting of the corporate membership applicants and representatives of the Board was held to discuss and resolve concerns. This meeting highlighted that the By-laws needed to reflect that the Board meetings be considered open, the AGM will be an open meeting and that the only caveat would be in camera sessions. In camera sessions would be for Human Resource issues, litigations issues and the acquisition of real property. Further revisions to the By-laws were reviewed by the Governance Committee on June 22nd and recommended to the Board, which were approved by the Board on June 30, 2016. A Corporate Member noted that it is not easy to find the AMGH By-laws on the web site. Barb explained where they were located on AMGH's website. AMGH's By Laws, corporate and financial reports can be found on the AMGH website under <u>About Us – Performance - Corporate and Financial Reports</u>. It is further noted that in a future update of the web site the ease of finding these documents should be reviewed. A Corporate Member "Requested clarification of Corporation Membership category". The Governance Committee is working on the Terms of Reference for the Community 	<p>CONFIRMATION OF AMENDED AND RESTATED CORPORATE BY-LAW NO. 2016-1</p> <p>The Chair stated that it was now in order to pass a resolution confirming Amended and Restated Corporate By-Law No. 2016-1, being a by-law relating generally to the conduct of the business and affairs of the Corporation (the "By-Law"), and which By-Law was passed by the Board of Directors at a meeting duly called and properly constituted on the 30th day of June 2016.</p>

		<p>Advisory Committee which would appoint or nominate three individuals for Corporate Membership. There are no limitations on the membership in the Community Advisory Committee. The Draft Terms of Reference will be distributed for feedback in August 2016 to the Corporate members as well as the individuals who had applied for corporate membership in Feb 2016.</p>	<p>The Chair then called for a motion to pass a resolution to confirm the By-Law and reminded the meeting that the By-Law contains a provision to repeal all former By-Laws of the Corporation. On motion duly made, seconded and duly carried, the following resolutions were passed.</p> <p>MOVED: Mike Niglas SECONDED: Glen McNeil MOTION: <u>RESOLVED AS A SPECIAL RESOLUTION THAT:</u> <u>1. 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.</u> <u>2. 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.</u> <u>3. A copy of the By-Law shall be submitted to the Charities Directorate of the Canada Revenue Agency to update their files. CARRIED.</u></p>
6			
6.1	Adjournment	<ul style="list-style-type: none"> Mike Niglas and the Board thanked Barb for her commitment to AMGH and for all she has done. 	<p>MOVED: Rowland Howe MOTION: <u>To adjourn the Board Annual General meeting of July 11th, 2016 at 7:54pm. CARRIED.</u></p>

6.2	Presentation of Clinical Services	<ul style="list-style-type: none">Allan Ball and Samantha Marsh presented on the Clinical Service Plan. See attached presentation.	 2016 AGM Presentation.pdf
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