



MOTION/ACTION SHEET
From the
TWENTY-EIGHTTH ANNUAL GENERAL MEETING
WINDSOR REGIONAL HOSPITAL

Thursday, June 23, 2022

RESOLUTION NUMBER	RESOLVED THAT
22062301A	the Financial Statements of Windsor Regional Hospital for fiscal year ended March 31, 2022 be approved.
22062302A	all Acts and Proceedings of the Board of Directors of Windsor Regional Hospital for fiscal year 2021/2022 be approved.
22062303A	the following persons be elected to the Board of Directors of Windsor Regional Hospital for the <u>first year</u> of a three year term, until the Annual Meeting of 2024: Dr. Laurie Freeman
22062304A	the following persons be confirmed to the Board of Directors of Windsor Regional Hospital for the <u>second</u> year of a three year term, until the Annual Meeting of 2023: Ian McLeod Mary Dawson Anthony Paniccia Paul Lachance Laura Copat Penny Allen Genevieve Isshak
22062305A	the following persons be confirmed to the Board of Directors of Windsor Regional Hospital for the <u>third</u> year of a three year term, until the Annual Meeting of 2022: Patricia France Cynthia Bissonnette Michael Lavoie
22062306A	the following persons be appointed to the Board of Directors of Windsor Regional Hospital on the authority of their positions reflected herein for the 2022/23 year:

David Musyj
Dr. Wassim Saad
Dr. Maher Sabalbal
Dr. Larry Jacobs

President & CEO, ex-officio, non-voting
Chief, Professional Staff, ex-officio, non-voting
V.P., Professional Staff, ex-officio, non-voting
President, Professional Staff, ex-officio, non-voting
voting & Associate Dean, Schulich ex-officio, non-voting
CNE/COO, ex-officio, non-voting

Ms. Karen Riddell

22062307A

the following Thirteen (14) Committee memberships
be confirmed for one year appointments until the Annual General Meeting
of 2023.

Quality of Care:

Dr. Nila Das
Nadine Manroe-Wakerell
Ryan Elizabeth Wood
Susan Taylor
Ayman Haddad
Chris Lanoue

Finance/Audit & Resources:

Trevor Chapman
Robert Klein
Dwayne Dawson
Marc Jones
Anna Kirby
Jamie Skutovich

Carol Leclair, nursing rep (Quality of Care)

HR Sub-Committee:

Natalie Yun
Kashif Saeed

MINUTES of the TWENTY-EIGHTH ANNUAL GENERAL MEETING of Windsor Regional Hospital held on Thursday, June 23, 2022, 1700 hrs, VIA ZOOM.

PRESENT:

Anthony Paniccia, Chair	Paul Lachance	
Penny Allen	David Malian	Dr. Wassim Saad, ex-officio, non-voting
Genevieve Isshak	Laura Copat	Karen Riddell, ex-officio, non-voting
Arvind Arya	Dan Wilson	Dr. Larry Jacobs, ex-officio, non-voting
Dr. Laurie Freeman	Patricia France	
Cynthia Bissonnette	Mary Dawson	
Ian McLeod	Linda Staudt	

ALSO PRESENT:

Executive Committee

REGRETS:

Michael Lavoie
David Musyj, ex-officio, non-voting
Dr. Maher Sabalbal, ex-officio, non-voting

1. CALL TO ORDER:

The meeting was called to order at 1705 hours with Mr. Paniccia presiding as Chair and Dawn Sutherland recording the minutes. The Chair welcomed the guests who were present.

2. PREVIOUS MINUTES – June 24, 2021

The minutes of the June 24, 2021 Annual General Meeting had been previously distributed.

MOVED by Ms. P. France, **SECONDED** by Ms. C. Bissonnette and **CARRIED THAT** the minutes of the June 24, 2021 Annual General Meeting of Windsor Regional Hospital be approved.

3. CHEQUE PRESENTATION:

Ms. Prince, President of the WRH Foundation Board of Directors, provided a brief report. The WRH Foundation raised \$3.6M this past year and are very pleased with the generosity of the community, even despite significant challenges as a result of the pandemic.

Direct mail continues to be a successful means to raise funds. The Foundation engaged in a number of activities this past year to achieve their targets. They are especially proud of the successful Mega 50/50 lottery and the staff in the foundation should be commended on their achievements. Funds raised were used for major investments in the NICUs, ORs, DI as well towards the purchase of some high/low beds. The Foundation's 5 year plan includes support for the Ouellette Campus capital project, Cath lab and day surgery projects as well as support for a Windsor Health Institute, a new collaborative health research centre in Windsor. The WRH Foundation is looking forward to reporting their progress as the capital campaign for the W/E New Acute Care Hospital moves along.

Ms. Prince presented a cheque to WRH in the amount of \$3,490,000. Ms. Prince thanked the WRH board for all of their support.

The Chair congratulated and thanked the Foundation for an exceptional job considering the challenges over the last year.

4. REPORTS:

The Annual Report contained a joint message from the CEO, Board Chair and Chief of Staff, each of whom spoke briefly.

Mr. Musyj:

Mr. Musyj was out of town on hospital business but delivered a video message. Highlights are below.

The annual report goes into detail about how our front line staff was the story of this past fiscal year. Their dedication, focus, caring and professionalism is what resulted in a successful year considering all that faced them. We are close to 10% more front line staff now than we had at the start of the pandemic. Mr. Musyj explained that the typical summer reprieve has not occurred and we are seeing greater than 100% census with some 53 more beds open than pre-COVID. Once again we are planning for the fall with concern on what is heading our way. The new Acute Care Hospital cannot happen soon enough. Thank you to the support of the W/E community and the current government for their support.

Thank you to the WRH Senior Team and Medical Advisory Committee. They have worked tirelessly this past year with the main focus being our patients and the community.

Mr. Musyj acknowledged and thanked Mr. Mark Fathers, CFO who is retiring this month. Mr. Fathers has been a steady presence and has gotten WRH through some difficult years. He will be missed.

Mr. Musyj also expressed thanks to the Board of Directors who set the tone and direction and provide the necessary support to keep the hospital going. Mr. Musyj thanked the Chair for his leadership this past year and also for sticking around a bit longer to ensure a smooth transition.

Mr. Musyj said a few words about Mr. Dan Wilson who has completed his term on the board. Under Mr. Wilson's leadership, the hospital got its fiscal house in order post realignment and was also honoured with accreditation with exemplary status. Mr. Wilson led the hospital into the pandemic in a strong and confident position. Thank you to Mr. Wilson.

Dr. Saad:

Highlights of his verbal report:

Dr. Saad thanked the Board of Directors for their dedication, understanding and support. He acknowledged what a pleasure it has been to work with the board members considering all of the challenges over the last year.

Dr. Saad highlighted some of the successes over the past year. We have strengthened the culture of patient quality and safety by hiring a Chief Quality Officer who assisted with the development of an integrated quality framework. This will help our team when completing quality reviews.

WRH has also recruited many professional staff members over the past year from both inside and outside of the Country. Mr. Saad indicated that recruitment efforts continue to help bolster the clinical care we are providing to our patients.

We continue efforts on academic and research vision. With support from the board we were able to set up an Office of Research. We recently had a very substantial donation from two of our Professional Staff members. This will eventually lead us down the path to becoming a research and academic centre.

Dr. Saad recognized the Medical Affairs team who do a lot of work in the background to support the professional staff. Kudos to the team.

There are exciting times ahead of us. Thank you for an incredible year.

Mr. Paniccia:

Highlights of his verbal report:

2022 was still filled with outbreaks and lockdowns. The hospital community continues to pivot, adjust and accept innovative approaches in terms of resetting our health, family and work obligations. Mr. Paniccia stated he is in awe of the health care community in Windsor/Essex.

Mr. Paniccia thanked Mr. Mark Fathers for his dedication and contribution to the hospital and welcomed Ms. Malissa Gauthier. Thank you to the hospital's senior management team on pushing forward ambitious initiatives and implementing updated strategies to build a brighter future for our hospital and community.

Thank you to Mr. David Musyj, Ms. Karen Riddell and Dr. Wassim Saad who went above and beyond in the performance of their duties over the past year. Mr. Paniccia also expressed thanks to the Medical Advisory Committee. This is truly a team effort in providing Exceptional Care – No Exceptions.

Mr. Paniccia acknowledged other administrative team members for their support to the senior management team as well as the Board and various board committees.

Mr. Paniccia thanked Mr. Wilson for all of his support over the past 13 years. We have been very lucky to have him. Mr. Wilson has been an exceptional leader and mentor to all on the Board. Best wishes to Mr. Wilson on his future endeavours.

The past year was an exciting one with several new initiatives and projects. Mr. Paniccia highlighted a few of them – the official move to Phase 2 planning for the new W/E Acute Care Hospital, plans for a second Cath Lab table, and a much needed new MRI machine and a structure to house it. Once again, thank you to the WRH Foundation for their efforts and support. Mr. Paniccia thanked Ms. Gisele Seguin and her exceptional team and wished her well in her upcoming retirement.

Thank you for an incredible year. The collaborative team efforts of our skilled board, talented leadership, dedicated staff and physicians bodes well for an exciting future for our hospital.

5. TREASURER’S REPORT:

Ms. Allen reported. KPMG conducted an audit of the Hospital’s operations for the fiscal year 2021/22.

The FAR Committee met with KPMG on two separate occasions, the first time to discuss audit planning including audit materiality, current developments and audit trends, and COVID-19 impact on the financial statements. The second FAR meeting with KPMG was on May 24, 2022. KPMG completed a clean audit report on our financial statements for the fiscal year ending March 31, 2022. KPMG stated that the financial statements represent fairly the financial position of the Hospital as at March 31, 2022, and the results of operations and its cash flows for the year, ended in accordance with Canadian Public Sector Accounting Standards.

The revenue over expense for the year is \$0.00 a balanced operating result. There was a \$6.4 million deficit, however, the Ministry of Health has indicated that hospitals can offset this deficit using unearned volume funding, which Windsor Regional Hospital has approximately \$10.5 million. The Hospital has used \$6.4 million of its unearned volume revenue to address the deficit. The Hospital may have to refund the leftover amount back to the Ministry of Health in 2022/23. There has been an impact on revenue and expenses due to COVID-19 for the entire fiscal year.

Ms. Allen thanked Mr. Mark Fathers and his team who provided anything the Committee required. Thanks to the FAR Committee for their ongoing commitment to the hospital.

Ms. Allen also expressed thanks to Ms. Sandra Boglitch and Ms. Ramona Nordemann for their support and service on the FAR Committee.

The annual report outlines the financial and operational highlights.

MOVED by Ms. P. Allen, **SECONDED** by Mr. I. McLeod and **CARRIED**
IT WAS RESOLVED THAT the Financial Statements of Windsor Regional Hospital for fiscal year ended March 31, 2022 be approved.

6. **CONFIRMATION OF APPOINTMENT OF AUDITORS FOR FISCAL 2021/2022:**
The motion was rescinded as a RFP for assurance services was issued and the contract has yet to be awarded. The proponent scoring will occur prior to the FAR Committee meeting in August, at which time the results of the scoring process and a recommendation for appointment of auditors will be brought to the FAR Committee.

7. **ANCILLARY MOTION:**

MOVED by Ms. M. Dawson, **SECONDED** by Ms. G. Isshak and **CARRIED**
IT WAS RESOLVED THAT all Acts and Proceedings of the Board of Directors for fiscal year 2021/22 be accepted.

8. **ELECTION & CONFIRMATION OF DIRECTORS & APPOINTMENT OF PROFESSIONAL STAFF TO THE BOARD OF DIRECTORS:**

MOVED by Mr. P. Lachance, **SECONDED** by Ms. M. Dawson and **CARRIED**
IT WAS RESOLVED THAT the following persons be elected to the Board of Directors of Windsor Regional Hospital for the first year of a three year term, until the Annual Meeting of 2025:

Dr. Laurie Freeman David Malian
Linda Staudt

MOVED by Ms. C. Bissonnette, **SECONDED** by Dr. L. Freeman and **CARRIED**
IT WAS RESOLVED THAT the following person be confirmed to the Board of Directors of Windsor Regional Hospital for the second year of a three year term, until the Annual Meeting of 2024:

Mary Dawson Ian McLeod
Anthony Paniccia Paul Lachance
Laura Copat Penny Allen
Genevieve Isshak

MOVED by Ms. G. Isshak, **SECONDED** by Mr. P. Lachance and **CARRIED**
IT WAS RESOLVED THAT the following person be confirmed to the Board of Directors of Windsor Regional Hospital for the third year of a three year term, until the Annual Meeting of 2023:

Patricia France Cynthia Bissonnette
Michael Lavoie

MOVED by Ms. L. Copat, **SECONDED** by Ms. P. Allen and **CARRIED**
IT WAS RESOLVED THAT the following persons be appointed to the Board of Directors of Windsor Regional Hospital on the authority of their positions reflected herein for the 2022/23 year:

David Musyj	President & CEO, ex-officio, non-voting
Dr. Wassim Saad	Chief, Professional Staff, ex-officio, non-voting & V.P. Medical Affairs, ex-officio, non-voting
Dr. Maher Sabalbal	V.P., Professional Staff, ex-officio, non-voting
Dr. Larry Jacobs	President, Professional Staff, ex-officio, non-voting & Associate Dean, Schulich, ex-officio, non-voting
Ms. Karen Riddell	CNE/COO, ex-officio, non-voting

9. CONFIRMATION OF COMMITTEE MEMBERSHIP:

MOVED by Mr. I. McLeod, **SECONDED** by Ms. C. Bissonnette and **CARRIED**
IT WAS RESOLVED THAT the following fifteen (15) Committee memberships be confirmed for one year appointments until the Annual General Meeting of 2023.

Quality of Care:

Dr. Nila Das
Nadine Manroe-Wakerell
Ryan Elizabeth Wood
Susan Taylor
Ayman Haddad
Chris Lanoue

Finance/Audit & Resources:

Trevor Chapman
Robert Klein
Dwayne Dawson
Marc Jones
Anna Kirby
Jamie Skutovich

Carol Leclair, nursing rep (Quality of Care)

HR Sub-Committee:

Natalie Yun
Kashif Saeed

10. TENTATIVE DATE OF 2022 AGM

Thursday, June 22, 2024

11. ADJOURNMENT:

MOVED by Mr. D. Wilson, **SECONDED** by Ms. P. France and **CARRIED**
THAT the Twenty-Eighth Annual General Meeting of Windsor Regional Hospital held on June 23, 2022 be adjourned at 1740 hours.

Mr. A. Paniccia, Chair
Board of Directors

Dawn Sutherland
Recording Secretary

/ds