

**23rd ANNUAL MEETING OF THE MEMBERS**  
**Thursday June 24, 2021 6:30 pm**  
**Zoom meeting platform**

**MINUTES**

**Present:** Rajinder Rajput, Kevin Eccles, Kevin Bossi, Trish Bridgen, Larry Vollett, Rob Martin, Janice McEachnie, Gale O'Brien, Nadine Barker, Janice Daize, Katherine Anstett, Paul Wettlaufer, Anne Marie Watson, Julia Grein

**Guests:** Michael Barrett (President and CEO, South Bruce Grey Health Centre), Terry King (King & Associates), Brian Davenport (RBC Dominion Securities)

- 1. Call to Order:** Raj Rajput as Chair, 6:30 pm
- 2. Welcome:** Raj welcomed all those in attendance and thanked them for their patience and understanding in these challenging times. He shared his hope that perhaps next year we will be able to meet in person, once again. Raj shared with everyone that, in spite of Covid and the challenges and stress, people were more supportive of their hospital than ever before. Fundraising revenues in 2020 were the highest ever. While the Foundation office was closed to the public much of the time, the work by staff, Directors and volunteers continued and the Foundation was able to provide \$194,000 to the hospital. Purchases included 50% of the ultrasound machine, 50% of the picture archive system, blanket warmer and infusion pumps, commodes and a holter monitor. Additional funds were deposited to the investment fund for the future needs of the hospital. Raj thanked all present, past and retiring Directors for their efforts and dedication.
- 3. Approval of policy AD-08 change** (allowing electronic meeting and voting)( See Appendix 'A')  
*Motion to accept the changes to policy AD-08, as presented. Moved by Janice Daize. Second by Paul Wettlaufer. Carried*
- 4. Approval of the Agenda**  
*Motion to accept the Agenda, as presented. Moved by Kevin Eccles, Second by Rob Martin. Carried*
- 5. Michael Barrett, SBGHC President/ CEO**  
Thanked Raj for the invitation and opportunity to address the AMM. Fundraising provided several new pieces of equipment in 2020, including the new ultrasound scanner, an important and busy piece of diagnostic equipment. The past year was very challenging for everyone, health care providers and members of the community. Staff were concerned about their health and that of their families, patients and about the shortage of PPE's, yet still responded quickly to challenges.  
  
In response to the Covid -19 crisis, a management committee was set up. As a result, Covid screening was put in place, the hospital entrances were restricted to this one, and visitors were restricted. The facility was modified to create separate triage and ER areas to isolate and properly vent all respiratory cases. Staff began to do simulated training and implement new safety protocols. All these changes were proactive, and in place prior to the Public Health decision. During this time and throughout the year, staff were very professional.

Comparing the stats over the previous year, DI and ER visits were down, non-emergent procedures were cancelled. During this time, community support never wavered. SBGHC was fortunate to receive \$1.4 from its Foundation partners, approximately \$238,000 provided or pledged from the Durham Hospital Foundation. A large project that received approval in 2020 was the new ambulance entrance. The project was delayed, it faced supply challenges for building material, especially structural steel.

SBGHC also started its Staff Recognition Awards, for patient care and leadership, as nominated by peers. A new general surgeon joined SBGHC staff in 2020- Dr. John Stirrat. He is young, smart and an excellent care provider. He also provide after-hours surgery coverage, working with surgeons from Hanover.

During 2020 the change from LHIN's to Ontario Health Teams is progressing, to represent a smaller geographic area and ensure better care and follow up for patients, especially during hand-offs to another care institution.

A Major development is underway at the Kincardine site that affects the CT, ER, DI and includes a long overdue ER renovation. The Durham site's ER is also on the radar, it is due for a complete overhaul- something the Foundation and community should be aware of and considering.

SBGHC developed a new Strategic Plan in 2020, working in-house and extensively consulting with a range of stakeholders.

In the third wave of Covid, there were more Covid cases in the hospital(s), and larger centres in Ontario transferred cases to Grey Bruce. Manitoba also transferred cases to Ontario (Owen Sound) as its sites were filled to capacity. Staffing was the most valuable resource during this time: SBGHC sent four ICU-trained nurses to assist at the Owen Sound Hospital. SBGHC had one of the province's highest rate of vaccinations with 887% having at least one dose and almost as many having two.

The Chesley Hospital ED continued to operate only 12 hour days due to a nursing shortage. More staff training was offered in-house for professional standards and development.

SBGHC ended 2020 in a strong fiscal position with a \$1.4M surplus, a strong recovery from a recent deficit. SBGHC implemented a lot of changes since 2019 to accomplish that success. He also credited the Ontario government with being very good to cover Covid-related expenses.

Raj asked if there were any questions for Michael and thanked him for his support throughout the year and for his report.

**6. Approval of the Minutes of the 22nd Annual Meeting of Members, June 25, 2020**

*Motion to accept the AGM Minutes of June 25, 2020, as presented. Moved by Trish Bridge, Second by Larry Vollett. Carried*

**7. Presentation of Audited Financial Statements: King and Associates, Owen Sound**

Terry King provided an overview of the 2020 financial statements: He agreed that it had been a very challenging year for everyone and commended all health care providers for their work. While it was a challenging year, with the Foundation office largely closed to the public, it was also a very good year for the Foundation. He expressed his thanks to Anne Marie Watson, Foundation Executive Director for her work, saying it was another great job. He also thanked the Finance Committee for their oversight and input. The balance sheet shows a very strong position. They show a surplus, due to some SBGHC invoices received and paid in January 2021. Short-term investment and endowment-style investments are up, boding well for the long-term

plans of the hospital. There is an increase in liabilities, as a \$94,000 grant destined for the ED project was carried over to 2021.

General donations doubled in 2020- an excellent showing! While there were no bequests received in 2020 and this left a hole, other revenue made up for it. The golf event was cancelled but the Gala was held in a virtual format and was very successful. As expected, expenses were down another factor leaving the Foundation in a good position.

Note 11 shows the Foundation's obligations to SBGHC- all met. There is \$110,000 outstanding- the Year 2 pledge for the ultrasound.

In 2020 the Foundation paid off the clinic mortgage which resulted in an increase in the bottom line- good for the hospital. The Directors committed to creating a property Reserve Fund and this continues to grow at \$10,000/ yr.

In closing, Terry explained that while the Auditor's Report says it is 'qualified' it is not because there are any issues or concerns- it is standard when reporting on a sector that accepts cash donations.

Raj asked if there were any questions for Terry. None were raised.

The Finance Committee recommends that Members accept the 2020 financial statements as presented.

*Motion that the financial statements for the year ended December 31, 2020 be accepted, as presented. Moved by Janice Daize, Second by Janice McEachnie. Carried*

#### **8. Appointment of Auditor for 2021 fiscal year**

*Motion that King and Associates be appointed as Auditors for the 2022 fiscal year for the Durham Hospital Foundation. Moved by Larry Vollett, Second by Trish Bridgen. Carried*

#### **9. Presentation of 2020 Impact Report**

Raj provided an overview of the 2020 Impact Report, circulated electronically before the meeting. Hard copies will be mailed one week after the meeting, once approved. He thanked Anne Marie for another great report. Raj noted the report touched on many aspects of those who were impacted by Covid in 2020. Durham Hospital operated at over-capacity several times in 2020 and operated under challenging, stressful circumstances. He commends the hospital staff for their commitment and diligence in providing excellent patient care. Raj also praised the donors and volunteers who supported the hospital and Foundation. He encouraged everyone to read and share their reports and, if they need another one to contact the office.

#### **10. New policy HR-03 – Diversity, Equity and Inclusion. (See Appendix 'B')**

Janice Daize, Chair of the Policy and Governance Committee presented the reason and content of this new policy. Recognizing the social, political and legal environment is becoming more proactive in recognizing, accepting and protecting those who identify in different and various ways. The Foundation has chosen to be a leader in this area and is making a commitment to Diversity, Equity and Inclusion. Future policy reviews will use a DEI lens to ensure compliance.

*Motion that the members accept the HR-03 as a new policy, as presented. (Note- there were not enough votes to carry the Motion. ED suggested the Chair re-open it to discussion, allowing members to raise any concerns or suggest changes. No objections were raised and a second Motion was called.) Moved by Janice Daize. Second by Janice McEachnie. Carried*

**11. Ratification of acts of the Board of Directors**

*Motion that resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation as enacted, passed or taken since the last annual meeting of the Corporation as referred to in the Minutes of the meetings or in the Financial Statements of the Corporation be hereby approved, ratified and confirmed by the members. Moved by Kevin Eccles, Second by Kevin Bossi. Carried*

**12. Election of Directors: (See Nominations Report Appendix 'C')**

The Nominations Report and Slate of Nominees was circulated in advance of the meeting. Nominations were also called for, from the floor. None were forthcoming. All those nominated were asked if they would allow their name to stand and all agreed. All those nominated meet the requirements of the Foundation's policies and by-laws.

*Motion that the slate of nominees be approved as Foundation Directors, as submitted. Moved by Raj Rajput, Chair, Second by Janice Daize, as the Nominations Committee. Carried*

**13. Retiring Board members, acknowledgement and thanks:** Raj expressed his thanks and appreciation to Trish Bridgen and Michelle Bossi for their service and time as Directors and wished them well in their future endeavours. A small token was procured and will be presented to both.

**14. New Business:** None raised.

**15. Adjournment:** 7:21 pm Motion to adjourn by Kevin Bossi.

## Appendix 'A'

### Durham Hospital Foundation

Policy Type: Administration

Policy Number: AD-08

Policy Title: Meetings of Members/ Annual Meeting

Policy Approval Date: March 27, 2014

Policy Review Date: May 14, 2018

Policy Amendment Date: June 8, 2020

Policy Approval Date; June 24, 2021

The Board of Directors of the Durham Hospital Foundation (hereafter referred to as the Corporation) may, at any time, call a general meeting of the Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The Members, as provided in the Not-For-Profit Corporation Act, may also call a meeting of Members. This policy establishes some parameters for meetings of the Members and the Annual Meeting and ensures compliance with By-law #1 (Revised).

#### **Section 1: Annual Meeting of Members**

The Annual meeting of the members shall be held each year, no later than 180 days after the year-end of the Corporation, within Ontario, at a time, place and date determined by the Board. Meetings may also be held electronically through a web-based meeting platform, telephone or video conference call or some other electronic means. Members may vote and participate by the same means. Rules of order may be different for these virtual meetings, in order to facilitate an orderly process of business. Meetings shall be called for the purpose of:

- a) hearing and receiving the reports and statements required by the Not-For-Profit Corporation Act to be read at and laid before the Corporation at an annual meeting,
- b) electing such Directors as are to be elected at such annual meeting,
- c) appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration,
- d) transacting any other business, properly brought before the meeting.

#### **Section 2: Notice of Meetings of the Members**

Notice of the time, place, date and means of meetings of Members and the general nature of the business to be transacted shall be given at least ten (10) days prior to the date of the meeting to each Member and, in the case of the Annual Meeting of Members, to the auditor of the Corporation, electronically or by prepaid mail to the last address of the addressee shown on the records of the Corporation and by posting a notice of such meeting on the website of the Corporation and in the local news media at least fifteen (15) days prior to the date of the meeting.

### **Section 3: Quorum**

Five (5) Members present in person or by proxy constitute a quorum at a meeting of the Members and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

### **Section 4: Voting by Members**

Unless otherwise required by the provisions of the Not-For-Profit Corporation Act or the by-laws of the Corporation, all motions proposed for consideration at a meeting of the Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the Chairperson presiding at the meeting has a second or casting vote.

### **Section 5: Proxies**

Every Member entitled to vote at meetings of the Members may, by means of a proxy, appoint a person who need not be a Member, as their nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or their attorney authorized in writing, and ceases to be valid at the termination of the meeting. Subject to the requirements of the Not-For-Profit Corporation Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chairperson of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such a manner as the Board may prescribe. **Proxy voting shall not be allowed at virtual meetings.**

### **Section 6: Show of Hands**

At all meetings of Members, every motion shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a motion, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect is recorded in the minutes of the Corporation, is conclusive evidence of the fact without proof of the number or proportion of votes in favour or against the motion.

**Voting at a virtual meeting may be done by a Raise Your Hand feature or by polling, in an orderly manner.**

### **Section 7: Chairperson**

In the absence of the President and the Vice-President, the Members entitled to vote and present at any meeting of Members shall choose another Director as Chairperson and if no Director is present or if all the Directors present decline to act as Chairperson, the Members present shall choose one of their number to be Chairperson.

### **Section 8: Polls**

If, at any meeting, a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question or motion, it shall be taken in the manner that the Chairperson elects, either at once, later at the meeting or after adjournment. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

### **Section 9: Adjournment**

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

### **Related documents:**

DCHCF AD-06 Meetings of the Board

Dec/2013

April 23, 2015

May 14, 2018

June 8, 2020

## Appendix 'B'

### Durham Hospital Foundation Inc.

Policy Type: Human Resources Policy Number: HR-03

Policy Title: Diversity, Equity and Inclusion (DEI)

Policy Approval Date: June 24, 2021

The Durham Hospital Foundation (hereafter recognized as 'The Corporation') is committed to a diverse, equitable and inclusive environment where all board members, staff, volunteers and members feel respected and valued regardless of gender identity, age, ethnicity, sexual orientation, disability, education or those impacted by intersectionality. The Corporation recognizes that it has a responsibility to understand and incorporate the values of diversity, equity and inclusion in its governance, human relations, development and advocacy work, in fulfillment of its Mission.

The Corporation is committed to being non-discriminatory and providing equal opportunities for employment, volunteering, and advancement in all areas of our work. We acknowledge that a more complete range of life experiences enriches our board and leadership team. Therefore, we strive to give adequate space for diverse views and values to participate in a meaningful way. We're committed to modeling diversity, equity and inclusion and maintaining fair and equal treatment for all.

#### **The Values:**

##### Diversity

Diversity is a range of backgrounds in a setting. Situations where Employees, Directors and Members gather is the setting and diversity lies in the intersections of social factors like gender identity, ethnicity, religion, and or sexual orientation.

##### Equity

Equity ensures people have access to the same opportunities. Equity recognizes that people don't start from the same place because unearned advantages and disproportionate barriers exist. This process acknowledges unequal starting places and seeks to empower marginalized people to contribute and give space for their contributions. Equity refers to the process an organization engages in to ensure that people within marginalized groups have the opportunity to meaningfully participate, contribute and grow.

##### Inclusion

Inclusion is when people with diverse identities are valued and given space within a setting. Inclusion isn't a natural consequence of diversity. You can have a diverse team of talent, but they must also be given the resources (time, opportunity) to contribute/participate.



The Corporation agrees to promote diversity, inclusion, and equity in our work as follows:

1. Create new learning opportunities for staff, members and volunteers;
2. Develop and follow formal, transparent policies;
3. Strive to progress in the area of diversity, equity and inclusion;
4. Work to reflect diversity, equity and inclusion in board and leadership positions;
5. Develop internal resources that demonstrate the commitment to diversity, equity and inclusion;
6. Develop a system to address biases during recruiting, hiring, and evaluating processes;
7. Ensure those responsible for recruiting, orienting, onboarding, and training are educated on and held to equitable practices.

**Related Documents:**

Canadian Human Rights Act; R.S.C., 1985, c. H-6

Ontario Human Rights Commission: Human Rights at Work 2008 - Third Edition » III. Principles and concepts » 3. Grounds of discrimination: definitions and scope of protection

## Appendix 'C'

### Annual Meeting of the Members June 24, 2021 Board of Directors- Slate of Nominations

Members of the Nominating Committee: Rajinder Rajput, Janice Daize, Kevin Eccles

There are twelve positions on the Board. There are six (6) positions for Directors up for election or renewal in 2021.

The Nominations Committee recommends that the following members be elected to the Board of Directors at the June 24, 2021 Annual Meeting of Members.

**To be elected to a three year term:** (4 vacancies)

**Directors completing a two year term:**

Robert Martin 2020-2023 (2017-2020)

Paul Wettlaufer 2020-2023 (2017-2020)

Kevin Bossi 2020-2023

**To be elected for a one year term:** (1 vacancy)

Trish Bridgen 2019-2021

**Directors completing a one-year term:**

Janice Daize 2019-2022 (2018-2019)

Katherine Anstett 2019-2022

Kevin Eccles 2019-2022

**To be elected for a further one year term,** as per Policy AD-02, Section 12.2. Approved May 2018

Rajinder Rajput 2021-2022

*Note: Directors are normally elected for a three-year term and are eligible to be re-elected for a second three-year term. Directors' terms are staggered to balance the expiry dates of terms and provide continuity to the Board.*

**Nominated for renewal as Honourary Directors:** Charmaine Owens, Peter Fallis, Larry Vollett

**Retiring Directors:** Michele Bossi