

21st Annual General Meeting of The Ottawa Hospital Corporation

Minutes of the meeting of June 24, 2020

MS Teams

5:00pm

| Governors | Present | Regrets | Governors | Present | Regrets |
|-------------------------|---------|---------|---------------------------------|---------|---------|
| Katherine Cotton, Chair | X | | Katie Lafferty | X | |
| Jennifer Adams | X | | Dr John Mahoney | X | |
| Debra Bournes | X | | James McCracken | X | |
| Sylvain Charbonneau | X | | Dr Virginia Roth | X | |
| Marion Crowe | X | | Claudio Silvestri | X | |
| Claude DesRosiers | X | | Allan Smith | X | |
| Claude Doucet | X | | Tony Sottile | X | |
| Dr Alan Karovitch | X | | Gordon Thiessen | X | |
| Dr Jack Kitts | X | | Lillian Thomsen | X | |
| Dr Bernard Jasmin | X | | Brendan Timmins | X | |
| | | | Jennifer Matthews – Recorder | | |

Partner of Auditing Firm in Attendance: Andrew Newman

Guests: Marc Jolicoeur, Khalil Shariff

Several members of the staff were present.

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| 1. Call to Order |
| <p>Katherine Cotton, Chair, called the meeting to order at 5:10pm. The Chair welcomed everyone to the 21st Annual General Meeting of the Members of the Corporation of The Ottawa Hospital.</p> <p>Nyranne Martin, General Counsel and Board Secretary confirmed that a Notice of Meeting was sent in accordance with requirements and that quorum was present.</p> <p><i>The Ottawa Hospital acknowledges it is located upon the traditional and unceded territory of the Algonquin people. We have the privilege and responsibility to serve First Nations, Métis and Inuit of many backgrounds and from many treaty lands and to demonstrate respect for Indigenous people's contributions and culture. We also acknowledge traditional knowledge and healing developed over countless generations.</i></p> |
| 2. Adoption of Agenda |
| The Members adopted the Agenda as presented. |
| 3. Consent Minutes |
| AGM – 2020 – 712: Approval of the Consent Minutes |

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On a motion that was moved, seconded and carried, the Members approved the consent minutes of the Annual General Meeting held on June 19, 2019 as presented.

4. Report from the Chair, Board of Governors

Katherine Cotton provided her report as Chair of the Board of Governors.

What is foremost in the minds of many is the COVID-19 pandemic response which began at the end of the fiscal year. Rather than overshadowing the events and accomplishments of the past year, the response by every one of TOH's staff members and physicians brings into sharp focus the collegiality, dedication, resilience, collaborative nature, creativity and team spirit that is seen throughout the year in other key events and initiatives.

Looking back over 2019 / 2020, accomplishments include:

- The transition to EPIC, the electronic Health Information System (HIS) was, itself, "epic" in its execution and was made successful by that same collection of characteristics described above. Leaders from various disciplines have noted that EPIC has provided staff with the tools needed for the COVID-19 pandemic response and TOH is much better off for the implementation of this system;
- Through a successful CEO Selection Process, the Board selected Cameron Love to succeed Dr Kitts as President and CEO. It is such a tremendous accomplishment for Dr. Kitts and an acknowledgement of the success of the talent management and succession program that the Board was able to hire from within;
- The New Civic Campus development project continues to move forward through the various phases of planning and development for this significant community-building project;
- With the implementation of Ontario Health Teams, TOH continues to work with partners and key stakeholders to prepare for this significant transformation of healthcare delivery within that new framework;
- TOH has played a leadership role in the Regional response to the pandemic which has been characterized by unprecedented levels of collaboration amongst health care institutions in our region; and
- TOH continues to move forward to improve all aspects of the delivery of healthcare and its recognition of the interests of the indigenous community that we serve. The Qajak installation at the General Campus provides a visual representation of TOH's commitment to our indigenous community. The Board looks forward to continuing to progress this important agenda item. Thank you to Marion Crowe, Governor, for her guidance in this area to ensure that the Board and TOH's work is meaningful and appropriate. Thank you also to Bernie Etzinger, Chief Communications and Engagement Officer, for his detailed background work and his extraordinary level of engagement on this important initiative.

K Cotton also took the opportunity to acknowledge the Senior Leaders for the contributions over the past year:

- Dr Jack Kitts, Chief Executive Officer - Under his leadership, Dr. Kitts leaves the hospital a much, much better place than it was when he started 18 years ago. Our community is greatly indebted to him.
- Cameron Love, as incoming CEO, will bring the right balance of his knowledge of the existing TOH landscape and his ideas to build on that platform with his vision of the way forward;
- Dr Virginia Roth, Chief of Staff, who continues to manage the Medical Advisory Committee and the medical staff in such a way so as to achieve the best results for the hospital;

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- The Senior Management Team who understand their respective roles and that they are absolutely critical to making all of this work;
- Jennifer Matthews for providing exceptional support to the Board and the Chair; and
- All frontline staff in every single discipline who have finally achieved the recognition that they deserve from the community, as being the heroes that they are for the work that they do.

And finally, thank you to every governor for dedicating their time and effort to oversee the work of the hospital.

5. Report of the Auditor

Andrew Newman, KPMG, was invited to present the Audit Report.

A Newman reported that KPMG completed the external audit and it is their opinion that the consolidated and non-consolidated financial statements present fairly, in all material aspects, the financial position of The Ottawa Hospital as at March 31, 2020. He thanked management and staff from across the organization for their participation and support through the audit process, particularly for adapting to the changes required to respond to the COVID-19 pandemic.

6. Presentation of The Ottawa Hospital Consolidated Financial Statements for the Fiscal Year 2019 / 2020

Gordon Thiessen, chair of the Finance and Audit Committee, was invited to reported on the consolidated financial statements for the Fiscal Year 2019 / 2020. The statements were examined by the Finance and Audit Committee and subsequently approved by the Board of Governors.

7. Presentation of The Ottawa Hospital Non-Consolidated Financial Statements for the Fiscal Year 2019 / 2020

Gordon Thiessen, chair of the Finance and Audit Committee, reported on the non-consolidated financial statements for the Fiscal Year 2019 / 2020.

8. Approval of the Appointment of the Auditing Firm for the Fiscal Year 2020 / 2021

Gordon Thiessen, chair of the Finance and Audit Committee detailed the process for the appointment of the external auditing firm for the Corporation.

AGM – 2020 – 723: Appointment of the Auditors for the Fiscal Year 2020 / 2021

On a motion that was moved, seconded and carried, the Members of the Corporation of The Ottawa Hospital approved the appointment of KPMG as the Auditors for the Corporation of The Ottawa Hospital until the next annual meeting, or until a successor is appointed, at remuneration to be fixed by the Governors, the Governors hereby authorized to fix such remuneration, as approved by the Board of Governors.

9. Election of Governors

Katherine Cotton, Chair, presented the following motion:

AGM – 2020 – 714: Election to the Board of Governors

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On a motion that was moved, seconded and carried, the Members of the Corporation of The Ottawa Hospital approved the Slate of Candidates for the year 2020 / 2021 for election to the Board of Governors as recommended by the Board of Governors.

The Slate of Candidates

Mr Claude DesRosiers – Third three-year term until the AGM in June 2023;

Mr Allan Smith – Third three-year term until the AGM in June 2023;

Mr Gordon Thiessen – Third three-year term until the AGM in June 2023;

Ms Marion Crowe – Second three-year term until the AGM in June 2023;

Mr Claudio Silvestri – Second three-year term until the AGM in June 2023;

Mr Marc Jolicoeur – First three-year term until the AGM in June 2023; and

Mr Khalil Shariff – to complete the remaining two years of Patricia Kosseim’s term until the AGM in June 2022.

10. Recognition of Retiring Governors

K Cotton recognized the contributions of Patricia Kosseim and Jamie McCracken who are retiring from the Board of Governors.

- Patricia Kosseim, stepped down on June 1, 2020 and served for seven years on the Board, including three years as Chair of the Ottawa Hospital Research Institute. K Cotton recognized her work in building the governance of the Institute and the relationship with TOH’s key partner as well as for the privacy and ethics expertise she brought to many discussions and deliberations.
- Jamie McCracken fulfilled the full nine-year tenure on the Board of Governors, including three years as Chair. K Cotton recognized the breadth of his contributions, including navigating the acquisition of the Carling Avenue site. As an exceptional volunteer, he is a priceless resource to the community.

J McCracken thanked K Cotton and shared that it has been an honour and pleasure to serve on the Board and he is grateful for the many opportunities to champion TOH and healthcare both locally and provincially. It has been a pleasure to watch senior staff develop in their roles over his tenure and for the excellent relationship that has been fostered between the Board and senior leadership. He thanked J Matthews, Board Liaison for her work and support to the Board. He concluded by thanking K Cotton who as Governor and now Chair continues to do amazing work for TOH.

K Cotton also recognized Dr Jack Kitts, who retires after eighteen years as President and CEO. Throughout his tenure he has demonstrated exceptional leadership and has inspired others to follow his unwavering vision to provide patient-centred care. The Board has thoroughly enjoyed working with him.

Dr Kitts thanked J McCracken and K Cotton who as Chairs, past and present, both give so much to their community. Thank you to the Board of Governors for their tremendous contributions and work ethic as volunteers. The wisdom and expertise brought by the governors helps TOH navigate the many issues and decisions that need to be made.

11. Adjournment

The meeting was adjourned without a motion or vote at 5:45pm.

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Katherine Cotton
Chair



Nyranne Martin
Corporate Secretary