

MINUTES

Board of Directors Meeting

Wednesday, June 11, 2025

5:00 p.m.

Pembroke Regional Hospital, Boardroom, Tower C (C142)

Attendance					
P = Present R = Regrets					
Voting Directors	P	R	Non-Voting Directors	P	R
Dean Sauriol, Chair		✓	Sabine Mersmann, President & CEO	✓	
Neil Nicholson, Vice Chair		✓	Dr. Thomas Hurley, Chief of Staff	✓	
David Unrau, Past Chair	✓		Dr. Amanda Williamson, President of Professional Staff	✓	
Amy Sicoli, CHSO Designate	✓		Beth Brownlee, VP Clinical Services / CNE	✓	
Suli Adams	✓		Resources (Non-Voting)		
Daniel Burke	✓		Scott Coombes	✓	
Clay Deighton	✓		Brent McIntyre	✓	
Matthew Meadow	✓		Carolyn Levesque	✓	
Les Scott	✓		Guests		
Richard Wilson	✓		Shelley Sheedy	✓	
Lisa Edmonds, Foundation Chair	✓		Dr. Colin Macpherson	✓	
Diana Gagné, President of Hospital Auxiliary	✓		Recorder		
			Sarah Mellish	✓	

	Agenda Items	Minutes
1.0	Call to Order	David Unrau chaired the meeting in the absence of Dean Sauriol and Neil Nicholson and called the meeting to order at 5:07 p.m.
2.1	Opening Prayer	Amy Sicoli led the Board in the opening prayer.
2.2	Land Acknowledgement	David Unrau read the Land Acknowledgement Statement.
3.0	Adoption of Agenda Motion 1	Moved by Les Scott, seconded by Lisa Edmonds, that the agenda of the June 11, 2025 Board meeting be accepted as presented. CARRIED
4.0	Declaration of Conflicts of Interest	A call for declarations of conflicts of interest was made. No conflicts of interest were declared.
5.0	President and CEO's Report	
	<ul style="list-style-type: none"> Recognizing Our Physicians on National Doctors' Day Nursing Week Celebrations Provided Something for Everyone 	<p>On May 1, 2025, National Doctors' Day, we celebrated our physicians by providing them with some delicious local snacks and beverages to show our appreciation for all that they do.</p> <p>On May 12, 2025, Canada Health Day, we kicked off a week-long celebration as we recognized our incredible nursing team with a calendar of activities for all including a</p>

		<p>wide range of educational sessions, special treat deliveries, roaming pet therapy visits, wellness sessions, mobile Blessing of the Hands ceremonies, and nursing displays in our cafeteria.</p> <ul style="list-style-type: none">• Volunteers Celebrated at the Clarion• An Amazing Turnout at Second Annual CEO Breakfast• PRH Welcomes New Obstetrician/Gynecologist• Project SEARCH• Province Announces New Funding to Support Those Who are Experiencing Gender-Based and Intimate Partner Violence• Mulvihill Drug Mart's New Location Opening the Week of June 9th• PRH Welcomes First-Year
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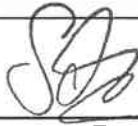
	Medical Students as Part of Community Week Experience	Queen's University and the University of Ottawa as part of the Eastern Regional Medical Education Program's "Community Week" initiative. The program offers first-year medical students the opportunity to experience a glimpse of rural medical practices early in their education which is a great opportunity for our community to promote rural practices and benefits and showcase the area for future recruitment efforts at PRH.
6.0	Patient Story	Beth Brownlee provided the Board with an overview of a patient story.
7.0	Strategic Matters – Generative Discussion	
7.1	Leadership Update from Ministry of Health and Ontario Health	Sabine Mersmann and Scott Coombes provided the Board with an <u>overview</u> of the Hospital Sector Leadership Update presentation recently provided by the Ministry of Health and Ontario Health.
7.2	Follow-Up from Board Retreat	The Senior Leadership Team provided a thorough follow-up <u>overview</u> of the feedback and recommendations received at the Board Retreat held in February. It was agreed that the presentation and notes will be sent out to the Board by email for further review and discussion at the next meeting in September.
8.0	Business/Committee Matters – Generative Discussion	
8.1	Update on Transition to ONCA	Sabine Mersmann provided an update on our work with BLG Law Firm to transition Pembroke Regional Hospital to becoming provincially incorporated. As of May 12, 2025, this transition was official and BLG is asking for us to adopt the form of resolution as presented that lists all of the documents previously approved for record.
	Motion 2	Moved by Clay Deighton, seconded by Matthew Meadow, that the Board of Directors approves the Form of Resolution of the Directors as presented. CARRIED
8.2	Update from the Resource and Audit Committee <ul style="list-style-type: none"> • Audited Financial Statements • Appointment of the Auditors • Supplementary Statement of Operations • OFA Loan Agreement 	Richard Wilson provided an overview of the Resource and Audit Committee meeting held June 10, 2025. Oscar Poloni from KPMG was onsite in-person at the meeting to provide an overview of the final audit report. A great conversation was held with open and robust discussion about the process. Overall, PRH was reported to have a clean audit and is in good financial shape. The feedback from the auditors was that the Hospital has a strong financial team and the audit went well overall.

		<p>There was one minor recommendation surrounding segregation of duties and it was noted that financial challenges continue to impact the hospital sector throughout the province.</p>
	Motion 3	<p>Moved by Richard Wilson, seconded by Clay Deighton, that the Board of Directors accepts the recommendation of the Resource and Audit Committee and approves the Audited Financial Statements for the fiscal year ended March 31, 2025 and recommends the audited financial statements be received by the Board of Catholic Health Sponsors of Ontario (CHSO) as the Members.</p>
		<p style="text-align: right;">CARRIED</p>
	Motion 4	<p>Moved by Les Scott, seconded by Daniel Burke, that the Board of Directors accepts the recommendation of the Resource and Audit Committee and approves that the firm of KPMG be appointed as the auditor for the fiscal year ended March 31, 2026 and be approved by the Board of the Catholic Health Sponsors of Ontario (CHSO) as the Members.</p>
		<p style="text-align: right;">CARRIED</p>
		<p>The Supplementary Statement of Operations was reviewed at the Resource and Audit Committee meeting and was included in the package for the Board's review.</p>
	Motion 5	<p>Moved by David Unrau, seconded by Daniel Burke, that the Board of Directors accepts the recommendation of the Resource and Audit Committee and approves the "Supplementary Statement of Operations for the Year Ended March 31, 2025" that outlines the revenue and expenses for each of our funded programs.</p>
		<p style="text-align: right;">CARRIED</p>
		<p>Scott Coombes provided an overview of the loan requested from the Ontario Financing Authority (OFA) to finance the Epic Project. The loan agreement was included in the package as well as a "Resolution of the Directors" as provided by BLG Law Firm that is required for the final process. The CHSO as the Members will also be required to pass a resolution as it is now a requirement in our Administrative By-Laws that the Members approve of any loan being requested by the Hospital.</p>
	Motion 6	<p>Moved by Les Scott, seconded by David Unrau, that the Board of Directors accepts the recommendation of the Resource and Audit Committee and approves the Resolution of the Board of Directors for the Ontario Financing Authority (OFA) loan.</p>
		<p style="text-align: right;">CARRIED</p>

8.3	Update from the Board Quality and Patient Safety Committee (<i>if any</i>)	There was no update at this meeting.
9.0	Consent Agenda	
9.1	Board of Directors	<ul style="list-style-type: none"> Verified the minutes of the Board Meeting held May 7, 2025
9.2	Medical Advisory Committee <ul style="list-style-type: none"> Minutes from the meeting held May 21, 2025 	<ul style="list-style-type: none"> Received the minutes from the Medical Advisory Committee meeting held May 21, 2025 and approved the following motions: <ul style="list-style-type: none"> that the following new Courtesy applications be approved: <p><u>New Courtesy Applications</u> Dr. Quaye, Michelle – Family Practice (VTAC)</p> <ul style="list-style-type: none"> that the following new Courtesy reapplications be approved: <p><u>Courtesy Reapplications</u> Dr. Duffett, Lisa – Ambulatory Clinics (Hematology)</p> <ul style="list-style-type: none"> that Dr. A. Stewart be considered for appointment of Chief of Anesthesia for a one-year term that Dr. C. Roy be considered for appointment of Chief of Emergency Department for a one-year term that Dr. C. Offiah be considered for appointment for Chief of Internal Medicine for a three-year term that Dr. K. Pulchan be considered for the appointment of Chief of Critical Care for a one-year term
9.3	Board Quality and Patient Safety Committee	<ul style="list-style-type: none"> Received the minutes from the Board Quality and Patient Safety Committee meeting held May 6, 2025
9.4	Foundation Report	<ul style="list-style-type: none"> Received the Foundation Report
10.0	Open Forum <ul style="list-style-type: none"> Celebrate Departing Members 	Daniel Burke, Board Director and Dr. Thomas Hurley, Chief of Staff were celebrated for their 9 years of service on the Board of Directors and were provided with a certificate and gift from the Board.

11.0	Next Meeting	<i>Next Board Meeting on Wednesday, September 24, 2025 at 5:00 p.m. – Boardroom, Tower C (C142)</i>
11.1	Board Committee Meetings Calendar	The Board Committee Meetings Calendar was attached for information.
11.2	Attendance Record	The attendance record was attached for information.
12.0	Adjournment	Motion 7 <i>Moved by Les Scott, seconded by Suli Adams, that the meeting be adjourned at 7:05 p.m.</i>
		CARRIED


D. Sauriol, Board Chair


S. Mersmann, President & CEO