



GGH Board of Directors Meeting

OPEN SESSION

November 23, 2021

WebEx - Details in meeting request

MISSION: To provide the highest quality care and experience for patients
and their families



GGH Board of Directors Meeting - November 23, 2021

AGENDA

1 min	1. Welcome and Call to Order K. Wilkie	Information	
1 min	2. Declaration of Conflict of Interest K. Wilkie	Information	
30 min	3. Education Session: Equity, Diversity & Inclusion M. Walker	Information	
1 min	4. Chair Remarks K. Wilkie	Information	
	a) Summary of Motions		
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1 min	5. Approval of Agenda and Consent Agenda K. Wilkie	Decision	
	a) Approval of Agenda - November 23, 2021		
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	b) Approval of Minutes - October 26, 2021		
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e) Governance Committee Report

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g) OHT SGC Key Messages - October 2021

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10 min

6. Quality Committee Report
F. Edward

Information

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1 min

8. Next Meeting - January 25, 2022
K. Wilkie

Information

1 min

9. Meeting Adjournment
K. Wilkie

Decision



**BOARD OF DIRECTORS
November 23, 2021
SUMMARY OF RECOMMENDED MOTIONS**

OPEN SESSION:

Agenda and Consent

- a) Approval of Agenda – November 23, 2021
- b) Approval of Minutes – October 26, 2021
- c) President and CEO Report
- d) Chief of Staff Report
- e) Governance Committee Report

1-006 Board Policies Review Policy

It is recommended that the Board of Directors approves 1-006 Board Policies Review as amended.

1-008 CEO Certificate of Compliance Policy

It is recommended that the Board of Directors approves 1-008 CEO Certificate of Compliance Policy as amended.

1-020 Board Evaluations

It was decided Appendices B - Effectiveness Assessment tool be removed.

It is recommended that the Board of Directors approves 1-020 Board Evaluation Policy and Appendices as amended.

1-030 Meeting without Management Policy

It is recommended that the Board of Directors approves 1-030 Meeting without Management Policy as presented.

f) Audit Report

It is recommended that the Board of Directors receive the Deloitte Service Plan for Year Ending March 31, 2022 for information.

It is recommended that the Board of Directors receive the Deloitte Engagement letter for information.

It is recommended that Terms of Reference and Work Plan 2021-2022 be approved as amended and forwarded to the Board of Directors for Information.

g) OHT SGC Open Key Messages – October 2021

It is recommended that the Board of Directors approves the Agenda and Consent Agenda as presented.

Closed Session Adjournment

AGENDA
Board of Directors
Tuesday November 23, 2021
OPEN MEETING
6:00 p.m.
Via WebEx

AGENDA ITEM		LEAD	ACTION	TIME
1.	Welcome and Call to Order	K. Wilkie		1 min
2.	Declaration of Conflict of Interest	K. Wilkie	Information	1 min
3.	Education Session: Equity, Diversity and Inclusion	M. Walker	Information	30 min
4.	Chair's Remarks a) Summary of Motions	K. Wilkie	Information	1 min
5.	Approval of Agenda and Consent Agenda: a) Approval of Agenda – November 23, 2021 b) Approval of Minutes – October 26, 2021 c) President and CEO Report d) Chief of Staff Report e) Governance Committee Report f) Audit Committee Report g) OHT SGC Key Messages – October 2021	K. Wilkie	Decision	1 min
6.	Quality Committee Report	F. Edward	Information	10 min
7.	Next Meeting: January 25, 2022	K. Wilkie	Information	
8.	Meeting Adjournment	K. Wilkie	Decision	



GUELPH GENERAL HOSPITAL - BOARD OF DIRECTORS

2021-2022 Committee Membership

<p><u>Administration & Facilities Committee</u> Terry Campbell- Chair Omar Aboeela Dr Joan Chan Dr Phil Harvey* Liz Sandals Ted Sehl Melissa Skinner Marianne Walker Kathy Wilkie Glenn Wepler – Community Member Mark Zonneveld – Community Member <i>Karen Suk-Patrick – Resource</i> <i>Cheryl Cowden –Resource</i> <i>Dylan Koch - Resource</i> <i>Gavin Webb – Resource</i></p>	<p><u>Audit Committee</u> David Kennedy - Chair Terry Campbell David Forestell Kathy Wilkie Brad Riley – Community Member <i>Marianne Walker (non-voting)</i> <i>Cheryl Cowden-Resource</i> <i>Dylan Koch - Resource</i> <i>Gavin Webb - Resource</i></p>
<p><u>Nominating Committee</u> Kathy Wilkie – Chair Rena Hubers Matt Stanley Marianne Walker</p>	<p><u>Governance Committee</u> Matt Stanley - Chair Terry Campbell David Kennedy Rena Hubers Dr Ian Digby* Marianne Walker Kathy Wilkie</p>
<p><u>Quality Committee</u> Fraser Edward – Chair Lisa Bellon Dr Jennifer Caspers David Forestell Janet Kaufman David Kennedy Sarah Sayyed Shakiba Shayani Melissa Skinner Marianne Walker Kathy Wilkie Lise Betteridge –Community Member Leslie Fleming –Community Member Sue Honeyman – PFAC Member Gwen Sharp – PFAC Member <i>Julie Wilson - Resource</i></p>	



GUELPH
GENERAL HOSPITAL
BOARD OF DIRECTORS
MEETING ATTENDANCE
2021-2022

BOARD OF DIRECTORS MEETING ATTENDANCE 2021-2022											
	Sept 28	Oct 26	Nov 25	Dec 6 Retreat	Jan 25	Feb 22	Mar 22	Apr 26	May 24	June 21	AGM
Kathy Wilkie - Chair	P	P									
Omar Aboelela	P	P									
Terry Campbell	P	P									
Dr. Jennifer Caspers	P	P									
Dr. Joan Chan	P	P									
Fraser Edward	P	P									
David Forestell	P	P									
Rena Hubers	P	P									
Melissa Skinner	P	P									
Janet Kaufman	P	P									
David Kennedy – Vice-Chair	P	P									
Dr. Phil Harvey – MSA President	P	P									
Liz Sandals	P	P									
Sara Sayyed	P	P									
Edward Sehl	P	P									
Shakiba Shayani	P	P									
Matt Stanley – Vice-Chair	P	P									
Marianne Walker	P	P									
GUESTS:											
Dr Ian Digby – VP MSA	P	P									
Suzanne Bone	P	P									
Karen Suk-Patrick	P	P									
Gavin Webb	P	P									



MINUTES – OPEN MEETING - DRAFT
Board of Directors
Tuesday October 26, 2021
Via WebEx

Present: K. Wilkie – Chair, O. Aboelela, T. Campbell, J. Caspers, J. Chan, F. Edward, D. Forestell, R. Hubers, J. Kaufman, D. Kennedy, P. Harvey, L. Sandals, S. Sayyed, T. Sehl, S. Shayani, M. Skinner, M. Stanley, M. Walker and L. Robinson - Recorder

Regrets:

Guests: S. Bone, I. Digby, K. Suk-Patrick, G. Webb, E. Perkins,

1. CALL TO ORDER

The meeting was called to order at 6:01 p.m.

2. DECLARATION OF CONFLICT OF INTEREST

No conflicts of interest were declared.

3. EDUCATION SESSION: GW OHT UPDATE

E. Perkins, Director of Transformation provided a Guelph Wellington Ontario Health Team update to the Board. The presentation is included in the minutes.

A discussion took place regarding the new partnership with Rural Wellington. A successful slow on-boarding process is occurring. It was noted the OHT has a goal to streamline privacy and security within the integrated care model for sharing information between the existing systems.

The MOH has provided OHT's with data to help understand demographics. An environmental scan has been completed that is intended to inform the direction and strategic priorities for the Ontario Health Team that will be developed in the Guelph and Wellington area. The scan has two sections:

1. A snapshot of health and wellbeing in Guelph & Wellington County presented through population health data

2. Key themes identified from community engagement consultations conducted with community members, clients, patients and staff between September 2018 to September 2020.

A discussion took place regarding an ask from the MOH to fund OHT's. A methodology has been developed based on individual institutions funding and contributions. It was noted each OHT has different strengths; however, Guelph Wellington is a leader with the Integrated Primary Care Team (IPCT) model.

E. Perkins was thanked for providing an excellent view of the details improving patients care. The presentation has been saved in the Board portal for reference.

4. CHAIRS REMARKS

K. Wilkie provided an overview of the agenda and summary of motions.

K. Wilkie noted the Ontario Hospital Association (OHA) is in the midst of a strategic planning process that will enable them to serve its hospital members better in the years ahead. To do this, they need to better understand hospitals' needs in an evolving health care system. L. Robinson will send out a link to participate in a targeted survey about the governance needs of GGH and how they can best support the hospital moving forward. Each member is asked complete the survey by Friday, November 12. It was also highlighted the OHA may request time with respondents for a live conversation for further discussion.

A thanks was given to everyone who responded to meet in person for both the Board retreat on December 6th and Joint Retreat with the Foundation on December 7th.

5. APPROVAL OF THE AGENDA AND CONSENT AGENDA

- a) Approval of Agenda – October 26, 2021
- b) Approval of Minutes – September 28, 2021
- c) President and CEO Report
- d) Chief of Staff Report
- e) Governance Committee Report
- f) OHT SGC Open Minutes – September 16, 2021

It was MOVED by D. Kennedy SECONDED by S. Sayyad that the Board of Directors approve the agenda and consent agenda as presented. CARRIED.

6. QUALITY REPORT

F. Edward provided an overview of the Quality Report included in the package noting:

- G. Sharp, our first PFAC member to join the Quality Committee, attended her first meeting.
- The Committee reviewed the Quality Risk Register report. It was highlighted the report is a holistic inventory of all hospital risks (Risk Register) that is in alignment with the Integrated Risk Management Policy. The Risk briefing that is reviewed at the Quality Committee twice a year provides pertinent information to assess the risks. The process of reporting risks to the Board was reviewed by management and the Committee. It was determined that that the program could be strengthened by creating consistency of the evaluation of risks and reporting on all risks to the different committees around the same time. The board role was outlined; to oversee that the right processes are in place to assess and manage risk review and to provide feedback. It was suggested that both colour coding and an explanation of the risk is helpful.
- The Committee was informed that as an organization we continually review legislation to ensure we are up to date on any changes. It was noted there are no new Acts or Regulations related to Quality that have been updated. The team has reviewed all the outlined legislation to ensure GGH is in compliance.

7. GOVERNANCE REPORT

M. Stanley provided a summary of the Governance Report noting the Committee had a discussion on Land Acknowledgment. It was determined there is a strong need for a developed process, education and understanding. Management is tasked to find community educational resources to aid the Board in the journey. Before a land acknowledgment drafted, it was agreed further education will take place to assist in better understanding.

Board education plan is being developed and the focus is on Equity, Diversity and Inclusion. M. Stanley asked if members had any others topics or ideas that should be explored and addressed to forward them to M. Walker.

M. Stanley provided an overview of the Board retreat details noting;

- The Board Retreat this year is being held on December 6th (8:30-4:30) focusing on the creation of our new Strategic Plan for 2022-2027.
- A joint Board retreat with our Foundation will be held on December 7th (5:30-8:30) focusing on generative discussion in regards to the future role of the Foundation of GGH in fund raising.

7. NEXT MEETING

The next meeting is scheduled for November 23, 2021

8. ADJOURNMENT

It was MOVED by J. Chan to adjourn the meeting at 6:53 p.m.

Chair – K. Wilkie

Secretary – M. Walker



**REPORT OF THE PRESIDENT AND CEO
BOARD OF DIRECTORS OPEN MEETING
November 23, 2021**



1
Provide the
safest and
highest
quality care

Provide the safest and highest quality care

Hospital Occupancy and Capacity

During November, we continued to experience significant capacity issues including higher number of patients arriving in our Emergency Department. The number of patients requiring admission for COVID continues to be low. We are very thankful to the Guelph Community for their part in reducing the need for hospitalization through vaccination. Our team continues work with our Guelph Wellington Ontario Health Team partners to reduce the need for hospitalization.



2
Support our
exceptional
team

Support our Exceptional Staff

Health Human Resources (HHR)

We are experiencing great interest and success related to new recruitment strategies. A concentrated marketing campaign both in the media and on Social Media resulted in all 42 interview slots at our Virtual Job Fair being filled. In fact, additional resources were created to ensure all interested RNs and RPNs were directly contacted. As a result, job offers have been sent out to many who applied. A component of our success is related to the amazing staff who work at GGH.

On Monday, Nov. 22, we held orientation for 20 newly hired PSWs. This new model of care will be a welcome resource addition to our Surgery and Intensive Care Units. The program will be expanded to include Medicine in the near future.

The pandemic has been a heavy burden for all in the hospital. In order to support our incredible staff who have been so committed to continue to provide exceptional care throughout, we are doing our best to be innovative and resourceful to ensure we can continue to meet their needs and the needs of the community we serve.



3
Create a
coordinated,
high quality
system of
care with
our partners

Create a coordinated high quality system of care with our partners.

Mandatory COVID-19 Vaccination for Essential Visitors (Care Partners)

As you are aware, one of the best tools to reduce the spread of COVID is vaccination and keep our patients and staff safe. On November 9, consistent with other Waterloo/Wellington hospitals, we implemented a new visitor's policy

requiring proof of vaccination for those approved for visiting. There are some exemptions that include essential visitors of:

- Emergency Department patients
- Critically ill patients receiving critical care (ICU, Stepdown)
- Patients whom we cannot provide safe care to without the support of the patient's essential visitor o Examples: Patients requiring communication assistance due to hearing, visual, speech, cognitive, intellectual or memory impairments AND experiencing resistance to care; patients with language barrier AND experiencing resistance to care.
- Paediatric patients (under the age of 18)
- Support person for women in labour or who are post-partum
- Patients experiencing a pregnancy loss

Trillium Gift of Life Network Recognition

We were recently recognized by Trillium Gift of Life Network, Ontario's organ and tissue donation and transplantation agency, for the hospital's outstanding efforts to integrate organ and tissue donation into quality end-of-life care in 2020/21. Last year, there were five organ donors at GGH which led to 50 transplants. In addition, there were 24 tissue donors enhancing the lives of hundreds of others.

GGH was presented with the Provincial Conversion Rate Award for meeting or exceeding the target conversion rate of 63 per cent set by Trillium Gift of Life Network. The conversion rate is the percentage of potential organ donors (patients who die in a hospital setting and are deemed medically suitable for donation) who went on to become actual donors. GGH's rate was 100%! It's our fifth time receiving the award.

It really is a team effort from staff in our Emergency Department to our Intensive Care Unit to our Surgery Department. Our staff know that organ donations save lives or vastly improve the quality of life for people within the Guelph community and beyond.



**REPORT OF THE CHIEF OF STAFF
BOARD OF DIRECTORS OPEN MEETING
November 23, 2021**

FOR INFORMATION

MAC Highlights

The Medical Advisory Committee met on November 1, 2021. The MAC Highlights are attached for your information.

J. Caspers
Chief of Staff

MAC Highlights



November 2021

Chief of Staff
Dr. Jennifer Caspers

President & CEO
Marianne Walker

**VP Patient Services
and CNE**
Melissa Skinner

President of the MSA
Dr. Phil Harvey

**Director Quality and
Professional
Practice**
Julie Wilson

**Department Quality
Report**
Hospital Medicine
Dr. Marcel Parent

Professional Staff Recognition:

Letters of Recognition: Dr. A. Agarwal (IM), Dr. N. Pereira-Hong (Surg-Gen)

Strategy Planning – Insights, Mission and Values:

The Strategic Planning Advisory Council is in the process of seeking feedback through various methods such as engagement sessions and surveys to generate insights into where we are as an organization. These insights will be used as inspiration to update the GGH Mission, Vision and Values. Next steps will be to gather feedback from other key stakeholders and continue with further engagement of staff before taking this information to the Board of Directors in December.

OHT:

The OHT will be forming an operations table to focus on diversion of low-acuity patients from the hospital; improving discharge times especially for patients requiring community care (LTC or home care); and supporting the hospital in times of bed crisis.

Vaccinationas of 04 November, 2021:

A new guideline has been received from the MoH/Public Health that Health Care Workers who received their last COVID vaccine more than 6 months ago or are over the age of 70 are eligible for another booster. The hospital will be providing these on site at a time TBD. Many Family Practice offices are providing vaccination.

President Professional Staff Association Report:

The MSA guest speakers this year will to focus on Diversity, Equity and Inclusion.

VP Patient Services / CNE Report:

- Moving forward with internships for nursing staff in the OR and soon in the ICU.
- Recruitment for Patient Services Workers has taken place and 18 PSWs will be starting in the end of November. These PSWs will be split between ICU and Surgery.
- A virtual job fair is taking place this month for recruitment of nursing staff.
- Working hard to spread nurses throughout the building.
- Continuing to aggressively recruit in all areas.

Guelph & Area OHT:

A Guelph Wellington Physician Association (GWAPA) all members meeting will be held on November 17th. All physicians are encouraged to attend. At this meeting, GWAPA will look to solidify the format of a steering committee. There are 3 positions available for “physicians at large” meaning those who are not already closely affiliated with the FHT or hospital. GWAPA would like to ensure that physicians are in a position to provide input at the OHT level regarding strategic priorities.

Thousands of vaccines will need to be given out in Guelph, Wellington and Dufferin within the next year. The OHT is looking at how to divide this workload between pharmacy, primary care and Public Health. Each organization will be required to vaccinate their own staff.

QI/CPSO Partnership Program:

Approximately 15-20 physicians are still to completed all of the elements of the Partnership Program: 1) self-review of practice through CPSO website, 2) chart review through CPSO website and 3) departmental project through GGH.



**REPORT OF THE GOVERNANCE COMMITTEE
BOARD OF DIRECTORS OPEN MEETING
November 23, 2020**

The Committee met on Tuesday November 9, 2021

FOR INFORMATION

Equity, Diversity & Inclusion; Land Acknowledgement - Generative Discussion

M. Stanley led a robust discussion on the selection of resources provided to the Committee. At our last meeting, it was agreed that more education was needed for understanding truth and reconciliation before the board could develop a process for land acknowledgment. Outreach to potential community presenters has been initiated and a resource list that may be helpful for future discussions is in progress. It was noted that a longer meeting may be scheduled January to allot the necessary education time.

Board Education Plan

At our last Governance Committee meeting, it was determined that this year's Board education would focus on Equity, Diversity and Inclusion (EDI). The Guelph Wellington Ontario Health Team Anti-Oppression Anti-Racism Advisory is developing a set of resources for organizations to use. In addition, GGH will plan to have speakers and videos for education sessions at the Board meetings each month.

The GGH strategic work being conducted internally on GGH values through speaking to staff and feedback surveys continues. Equity, Diversity and Inclusion was identified as an area of improvement. It will be incorporated into our overall strategy and HR approach as a result. It was noted education will be crucial for leaders as well as everyone within the organization.

Discussion about the Board's role related to EDI and how governance decisions should include an EDI lens. M. Walker, D. Kennedy, M. Stanley and K. Wilkie will reach out to Board members with lived experience to assist in developing an education plan.

FOR ACTION

Policies and Procedures

The Committee reviewed and discussed the attached policies and procedures in the package:

a) 1-006 Board Policies Review Policy

It is recommended that the Board of Directors approves 1-006 Board Policies Review as amended.

b) 1-008 CEO Certificate of Compliance Policy

It is recommended that the Board of Directors approves 1-008 CEO Certificate of Compliance Policy as amended.

c) 1-020 Board Evaluations

Since we have approved a Board review policy 1-039, it was decided Appendices B - Effectiveness Assessment tool be removed.

It is recommended that the Board of Directors approves 1-020 Board Evaluation Policy and Appendices as amended.

d) 1-030 Meeting without Management Policy

It is recommended that the Board of Directors approves 1-030 Meeting without Management Policy as presented.

e) 1-032 Board Mentor Policy

It was decided mentee feedback should be incorporated into the policy. M. Walker will revise the document to incorporate feedback on the mentor program. By adding mentees opinions, it creates a well-rounded and a more engaged mentorship program. The Committee felt there was value in clear guidelines for new members. It was noted the policy is a formal outline but the mentor process can happen organically and it is encouraged.

Respectfully submitted,

Matt Stanley
Chair, Governance Committee



BRIEFING NOTE – DISCUSSION

Date: November 9, 2021

To: Governance Committee

From: Marianne Walker, President and CEO

Purpose/Issue: Discussion Equity Diversity and Inclusion (EDI)
Land Acknowledgement Discussion

BACKGROUND:

In June, the Board approved the following motion.

It is recommended that the Board of Directors approves that Guelph General Hospital (GGH) is committed to understanding and challenging racist and oppressive systems and behaviours, so that all residents, patients, families, staff, and volunteers will experience inclusive, accessible and welcoming health care spaces and services, free from barriers at GGH.

At our last meeting, we agreed that we needed to educate ourselves about truth and reconciliation before we would develop a process for land acknowledgment. I have provided a few resources for your review. Currently, we are creating a resource list that may be helpful for future discussions. We ask that you share any resources that you have or please come with suggestions at the meeting about the type of resources we should consider.

Resources:

We continue to learn the Truth regarding public sector relations with indigenous people and the diverse and essential ways people and organizations can make reconciliation a reality.

Here are a few resources for supporting your learning ideas. The expectation is not that you read all of these in detail but are resources for your review.

1. "[Aboriginal Patient Journeys: Telling our Stories](#)" report developed by the South West Local Health Integration Network Area and consider the [recent activities to support indigenous self-determination in health care](#).
2. [Website-Whose Land](#)
3. Truth and Reconciliation Commission of Canada- report a lot of resources can be found here. <https://www.rcaanc-cirnac.gc.ca/eng/1450124405592/1529106060525>



BRIEFING NOTE – Discussion

Date: November 9, 2021
To: Governance Committee
From: Matt Stanley, Chair Governance Committee
Purpose/Issue: Board Education –Equity, Diversity, Inclusion

BACKGROUND:

At our last Governance Committee meeting, we determined that the Board education would focus on Equity, Diversity and Inclusion. The Guelph Wellington Ontario Health Team Anti-Oppression Anti-Racism group is developing a set of resources for organizations to use. In addition, we will plan to have speakers and videos for our education session at our Board meeting each month.

Questions for consideration:

1. Are there Board education topics related to EDI that you think we should consider?
2. Are there specific speakers we should approach?



**REPORT OF THE AUDIT COMMITTEE
BOARD OF DIRECTORS OPEN MEETING
November 23, 2021**

The Committee met on Thursday November 16, 2021

FOR ACTION

GGH AUDIT SERVICE PLAN YEAR ENDING – MARCH 31, 2022

a) Review with the auditors, the proposed scope of the current year's audit

J. Eby led a review of the GGH Audit Service Plan for the year ending March 31, 2022 in detail.

J. Eby noted there may be a need to adapt the audit process next year due to the pandemic, whether it be in-person or virtual and will be working with management to decide closer to that time. Audit areas of focus are consistent with the spring, however; the plan is fluid plan and if there any identified potential risks they will be investigated. Deloitte would notify the Committee of any substantial findings.

COVID-19 funding being recorded in the correct year was discussed as a part of the audit. It was noted Deloitte and management determine the use of funding and timing, then determine which year was appropriate. COVID-19 funding and expenses are reconciled throughout the year and is on-going. To date the reconciliations were accurate.

It is recommended that the Board of Directors receives the Deloitte Service Plan for Year Ending March 31, 2022 for information.

b) Review and approve the auditor's engagement letter

The committee reviewed the auditor's engagement letter with T. Ferguson and J. Eby in detail.

It is recommended that the Board of Directors receives the Deloitte Engagement letter for information.

A meeting with Auditors without management was held.

FOR INFORMATION

COMMITTEE DOCUMENTS

The committee reviewed the Audit Committee terms of reference and work plan for 2021-2022. It was noted it is an ambitious year as there are tight timelines and some flexibility and adjustment to the date of the May Meeting may be required.

- a) Terms of Reference
- b) Committee Work Plan 2021-2022

It is recommended that Terms of Reference and Work Plan 2021-2022 be approved as amended and forwarded to the Board of Directors for Information.

REVIEW CHANGES IN THE FINANCIAL SYSTEMS AND CONTROL SYSTEMS

G. Webb indicated there are no changes to note in the past year that needed to be discussed.

EVALUATE PERFORMANCE OF AUDITORS

G. Webb referenced the briefing note and reviewed the periodic comprehensive auditor tool included in the package in detail with the committee.

Discussion took place regarding the review process and the areas the Audit Committee should consider. A discussion would take place at the May Audit meeting to evaluate the auditors, address the questions and focus on the document provided in the package after the Auditors presentation. A more fulsome review will take place in 2022.

Respectfully,
David Kennedy
Chair



**GUELPH GENERAL HOSPITAL
AUDIT COMMITTEE
Terms of Reference**

Membership

- (1) The Audit Committee shall consist of the following:
 - (a) No less than four Directors; and one who has a Professional Accounting Designation;
 - (b) Up to (2) external members with specific skill sets that will support the work of the Committee in accordance with the applicable section in the Guelph General Hospital By-Law.
- (2) The Chief Executive Officer and the Chief Financial Officer may attend meetings of the Audit Committee at the invitation of the Chair.

Chair

The Chair is to be selected from one of the Directors referred to in clause (1)(a) of the Membership.

Meetings

- (1) The Committee shall meet at least two (2) times a year and as necessary.
- (2) The external auditor and the Chair of the Committee may call a meeting of the Committee as he or she determines necessary.
- (3) Meetings of the Committee are to be scheduled to take place on a regular basis, with opportunities for the external auditor and senior management to meet separately with the Committee.
- (4) The Committee shall meet with the external auditor at least twice a year, at the request of the auditor and as required by the Committee or the Board.
- (5) At each meeting of the Committee at which the auditors are present, the Committee shall hold an in-camera session with management excluded. The exclusion extends to the Chief Executive Officer and the Chief Financial Officer.

Functions

The Audit Committee shall perform the following functions:

Audit planning and preparation

- (i) review with the external auditors, the proposed scope of the current year's audit,
- (ii) review and approve the auditor's engagement letter including the audit fee and expenses;
- (iii) assess whether appropriate assistance is being provided to the auditors by the organization's staff, and
- (iv) review control weaknesses detected in the prior year's audit, and determine whether all practical steps have been taken to overcome them.

(b) Oversight of Financial Processes and Systems of Internal Control pertaining to:

- (i) changes in the financial systems and control systems during the year;
- (ii) the integrity and effectiveness of policies regarding the financial operations, systems of internal control and reporting mechanisms of the Hospital;
- (iii) compliance with generally accepted accounting principles and practices;
- (iv) the care and custody of funds and other financial assets of the Hospital and payments for all approved expenses incurred by the Hospital
- (v) the major financial risks faced by the Hospital, and the appropriateness of related controls to minimize their potential impact.

(c) Annual Financial Statements Review

- (i) receive and review the unaudited and audited annual financial statements of the Hospital, and report to the Board prior to the Board's approval thereof;
- (ii) review audited annual financial statements, in conjunction with the report of the external auditor, and obtain an explanation from management of all significant variances between comparative reporting periods;
- (iii) recommend approval of the annual financial statements to the Board;
- (iv) inquire about changes in professional standards or regulatory requirements; and
- (v) review the entire annual report for consistency with the financial statements.

(d) Audit Results

- (i) review the report of the external auditors on the annual financial statements;

- (ii) review the external auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the external auditor, and management's response and subsequent follow-up to any identified weaknesses;
- (iii) meet privately with the external auditors (without the presence of management) with regard to the adequacy of the internal accounting controls and similar matters, and review management responses to ascertain whether there are concerns that should be brought to the Board's attention, and
- (iv) review any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management seeks a second opinion on a significant accounting issue.

(e) Auditor's Performance and Appointment

- (i) review the factors that might impair, or be perceived to impair, the independence of the external auditors. Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditor;
- (ii) monitor and evaluate the performance of the external auditor;
- (iii) meet privately with senior management (without the external auditors being present) to ensure that management has no concerns about the conduct of the audit; and
- (iv) annually, recommend to the Members of the Corporation the appointment of a firm of chartered accountants as the Corporation's external auditors and any change of external auditors. Consider from time to time and no less frequently than every five (5) years, the engagement of a different external auditor on such terms and conditions as may meet statutory and other requirements for the audit of the Hospital.

(f) Duty to Report

Prepare reports from time to time for the Board of Directors discussing the actions it has taken and the assistance the Committee has had, in fulfilling its duties.

Revised and approved by the Board November 2020

AUDIT COMMITTEE WORK PLAN 2021-2022

Chair: David Kennedy	POLICY	NOV (17th)	MAY (18th)
Planning and Preparation			
Review of Terms of Reference and approve work plan		X	
Audit Service Plan year ending March 31, 2022 <ul style="list-style-type: none"> • Review with the auditors, the proposed scope of the current year's audit • Review and approve the auditor's engagement letter • Review control weakness detected in the year's audit, and determine whether all practical steps have been taken 		X	X
Oversight of Financial Processes and Systems of Internal control			
Review changes in the financial systems and control systems		X	
Annual Financial Statement Review & Audit Results			
Review and recommend approval of the unaudited and audited annual financial statements.			X
Review report of the external auditors			X
Evaluate Performance of Auditors (TOR consider different auditors every 5 years)		X	X
Recommend appointment of Auditors			X
Policy Review			
2-100 Auditor Independence (every 3 years – November 2022*)	2-100	*	



Date: November 17, 2021

To: Audit Committee

From: Gavin Webb, Vice President, CFO

Purpose: **Review of the External Auditor – Discussion**

Background

At our last Audit Committee in May of 2021, we determined that we would continue with Deloitte as our Auditor. Once the pandemic is managed and things became somewhat normal, a comprehensive review would take place.

Auditor Evaluation

As part of an audit committee's oversight of the audit process, CPA Canada recommends that audit committees conduct comprehensive reviews of the external auditor at least every 5 years, with less comprehensive assessments occurring annually. Annual assessment concentrates on the annual audit, the engagement team, and their independence. The annual assessment builds off of the comprehensive assessment and helps an audit committee identify potential areas for improvement and reach a decision on whether to reappoint the auditors. While the comprehensive review is broader in scope, focusing on such things as the audit firm and its reputation, auditor independence and professional skepticism.

While we deferred the comprehensive review until after the Pandemic is managed, it still important that the Audit Committee perform a review of audit services. To that end we have provided questions to assist with leading the conversation:

1. *Independence, objectivity and professional skepticism* – Do the auditors approach their work with objectivity to ensure they appropriately question and challenge management's assertions?
2. *Quality of the engagement team* – Does the audit firm put forward team members with the appropriate industry and technical skills to carry out an effective audit?

3. *Quality of communications and interactions with the external auditor* – Are the communications with the external auditor clear, concise and free of boilerplate language? Is the auditor open and frank, particularly in areas of significant judgments and estimates or when initial views differ from management?

QUESTIONS FOR CONSIDERATIONS

1. Is the Audit Committee satisfied with this approach to the audit review for this year?

References

Periodic comprehensive review of the external auditor: Tool for audit committees

<https://www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/enhancing-audit-quality/publications/comprehensive-review-of-external-auditor-tool>

Audit committee guide to audit quality indicators

<https://www.cpacanada.ca/en/business-and-accounting-resources/audit-and-assurance/enhancing-audit-quality/publications/guide-to-audit-quality-indicators>

Date: October 25, 2021
To: GW OHT Strategy & Governance Council
From: Ted Sehl, Chair
Subject: **Briefing Note – Strategy & Governance Council (Open Session)**

As per the GW OHT Strategy & Governance Council (SGC) Communication Policy, the following briefing note and any attachments can be shared with your respective organization's Board of Directors in an Open Session.

Meeting Date: October 21, 2021

The GW SGC welcomed a new member – Ian Hornsby from the Upper Grand Family Health Team.

1. After a discussion acknowledging the value of involving users of the system in the design of the GW OHT governance model, the GW OHT SG endorsed a recommendation from staff and patient advisors to accept two voting Patient Advisors to its membership for a 6–12-month period with an evaluation after 6 months.



**REPORT OF THE QUALITY COMMITTEE
BOARD OF DIRECTORS OPEN MEETING
November 23, 2021**

The Committee met on Thursday November 11, 2021

FOR INFORMATION

Ethics Case Study: Generative Discussion

M. Walker provided an ethics case that the Committee worked through utilizing the GGH ethical framework. Committee discussed:

- Code of conduct,
- expectations of the role of the employee,
- reputational risks,
- ethical aspects,
- Impact on the organization and community,
- legal options,
- potential outcomes.

A copy of the Ethical Framework is attached for information.

Respectfully submitted,
Fraser Edward
Chair, Quality Committee



BOARD OF DIRECTORS

Number: 1-019

POLICY: ETHICAL DECISION-MAKING FRAMEWORK

Developed by: Governance Committee	Review or Revision by: Board of Directors
Approval Date: Initial: March 26 2013 February 2017, November 2020	Review or Revision Date: Every Three Years
Approved by: Board of Directors	Signature(s) _____

Policy Statement

The ethical decision-making framework represents a standardized and organization-wide approach related to issues of patient care and business practices at Guelph General Hospital (GGH). It applies to all GGH employees, privileged staff, volunteers Board members and contactors. It represents a base for all interactions among GGH stakeholders.

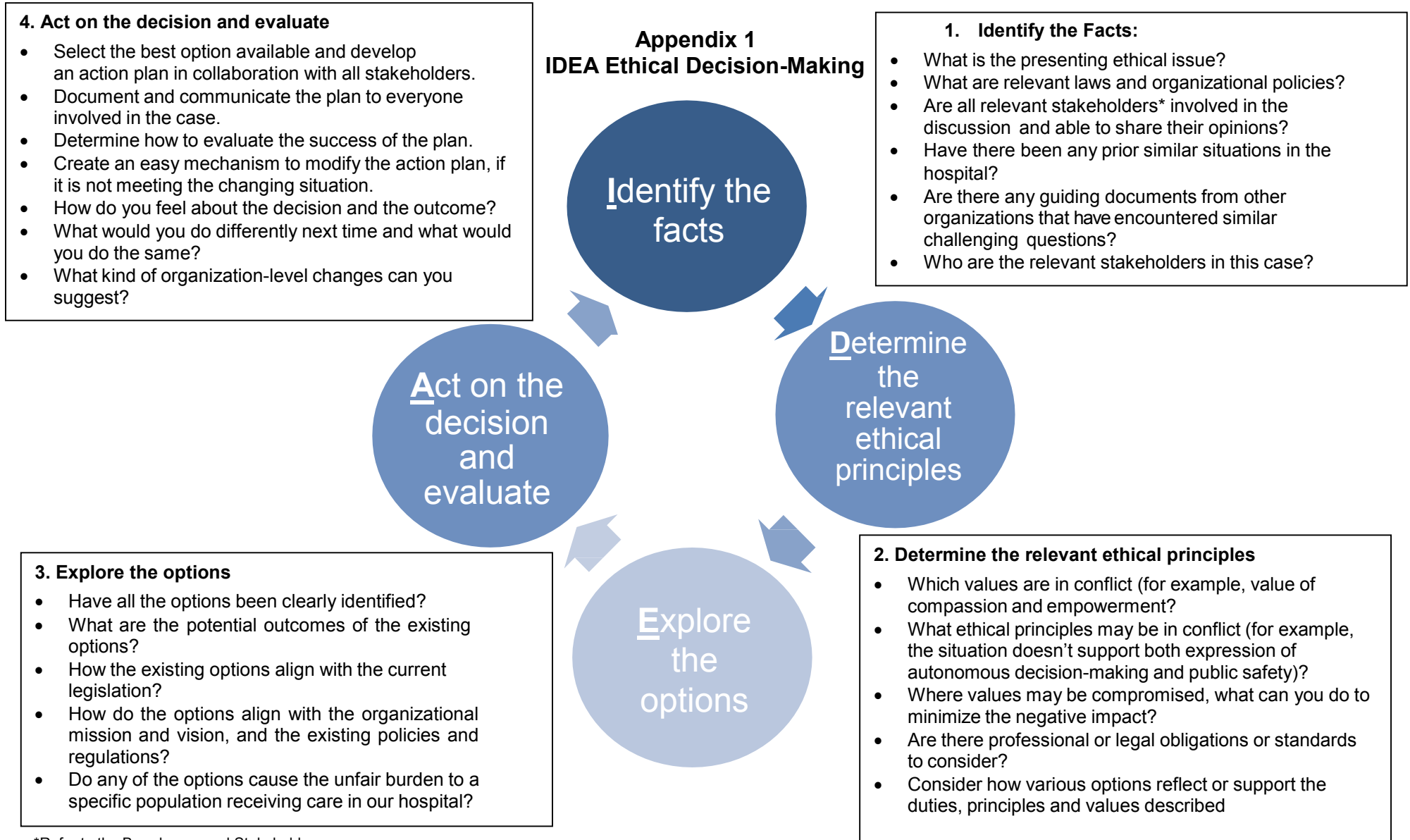
The board will, through the CEO, ensure that the hospital has established appropriate policies and processes to support its responsibility for ethical management, decision making and service delivery.

Guelph General Hospital supports the principle that ethical decisions need a structured process in order to achieve consistency throughout the organization. Everyone associated with GGH will have access to IDEA Ethics Decision-Making tools to guide decisions.

The framework incorporates the following four process steps (see Appendix 1):

- I - Identify the facts.
- D - Determine relevant ethical principles.
- E - Explore Options.
- A- Act on decision and evaluate.

POLICY: ETHICAL DECISION-MAKING FRAMEWORK



*Refer to the Board-approved Stakeholders