

Present: Jacques Pelletier (Board Chair), Liz Snider, Ian Donald (via teleconference), Bob Long, Janet Cosier (via teleconference), Michèle Le Blanc, Terry Lee, Terry Gilhen, Deb McGuire (via teleconference), Michele Bellows (via teleconference), Anne Caron (Acting CEO), Kelly Robinson, Director, Primary Care, Onalee Randell, Director, Community Services, Jane Page-Brown (recorder)		
1.	Welcome, regrets & absences	Board Chair, Jacques Pelletier called the Board to order at 5:31pm Regrets: none
2.	Approval of Agenda	New item (s): #9. New Business: e. New members f. 2019 – 2020 MSAA MOTION: That the amended agenda be approved. Moved by: M. Le Blanc, Seconded by: B. Long, Carried.
3.	Declaration of Conflict of Interest	None declared
4.	Approval of Board minutes	MOTION: That the November 27, 2018 Board meeting minutes be approved. Circulated via e-mail (Moved by: I. Donald, Seconded by: L. Snider) Carried
5.	Remarks from Board Chair	J. Pelletier commented on the following priorities which are addressed in his written report: 1. Recent communications from government and media - Changes are coming to the health system - RCHS is well positioned to lead and embrace these changes as opportunities - For now it is business as usual; and providing the best service possible to clients/communities 2. Succession planning – Board Chair - Important to think of succession planning at all levels of the Board - A continuous process to ensure strong and consistent governance practices and smooth transitions 3. Nominating Committee - Report expected this evening to offer an opportunity to recruit new members to fill vacancies 4. Governance restructuring - TOR for new committees are being presented for the Board to consider
6.	Consent Agenda	J. Pelletier asked if there were any questions or issues; none were identified. MOTION: that the consent agenda be approved as presented Moved by: L. Snider, Seconded by: I. Donald, Carried
	a. Executive Committee	Minutes included in agenda package
	b. Finance Committee	T. Lee reported that the Finance Committee has reviewed the 3 rd Quarter Financials. He explained that the surplus is a result of physician vacancies and the Expanding Team Based Care program which is still being rolled out.

		<p>The Committee also discussed fundraising as an element of RCHS and agreed it does not fit in the Finance Committee portfolio.</p> <p>It was agreed that the Executive Committee will take the lead on exploring the fundraising component further, assisted by the Governance and Nominating Committee.</p>
	c. Interim CEO report	<p>Anne Caron highlighted the following from her written report.</p> <p>Key messages from the Alliance for Healthier Communities on health system transformation:</p> <ul style="list-style-type: none"> - Announcement is pending from the province - Expectation that there will some form of 'superagency' with about 70 ACOs across the province - Concern that the province may spend a lot of time on structures – perhaps at the expense of services - As system leaders – CHCs think more about community /vision first - Strengths of CHCs (e.g. interdisciplinary teams, social prescribing, etc.) need to be continuously highlighted - Once changes are announced CHCs are encouraged to follow up with local MPPs <p>Employee Healthy Workplace Survey:</p> <ul style="list-style-type: none"> - Overall positive results - Most impressive result: 91% indicate they would “recommend RCHS as a place to work” <p>Senior leadership team colleagues thanked Anne for her leadership as Interim CEO and presented her with a bouquet of flowers.</p>
	d. Board Chair report	Included in the agenda package
7.	Collaborative Governance	No report
8.	Business Arising	
	a. Capital Development Steering Committee	<p>T. Lee reported the following from a Committee meeting held last week:</p> <ul style="list-style-type: none"> - Recommendation that the hospice concept be further considered by the Board as to where it fits, either as a standalone committee or under the mandate of another committee. - A. Caron and T. Lee met with one of the remaining short listed developers to clarify the options available with this property, emphasizing that a key condition is a path to ownership for RCHS - Some discussion regarding a third property which was also short-listed as part of the site selection process - The property meets the provincial criteria though it only offers 29,000 sq ft of space - Agreed that a meeting with the RCHS auditor would be beneficial to gather information re: setting up a foundation and/or remaining a not-for-profit entity - Priority is to set up a meeting with MPPs Hillier and Clark to clarify status of the capital project application; and to address the pending provincial health care re-structuring and RCHS' role in local system integration

b. Review of RCHS Governance Structure	<p>I. Donald reported the following:</p> <ul style="list-style-type: none"> - Activities related to both 'hospice' and 'fundraising' will be further explored by the Executive Committee - Governance & Nominating Committee and Nominating Committee met on Jan 10th to review TOR for both Committees (documents included in the Board agenda package) - There was discussion re: combining the two committees though it was agreed that having two committees offered a starting point and the committee structures will evolve as needed - The next meeting on Wednesday February 6th will focus on membership for both committees <p>D. McGuire reported the following from the Nominating Committee:</p> <ul style="list-style-type: none"> - TOR of the Nominating Committee were reviewed and included some updated some language - Most significant change is the expanded scope to include recruiting and making recommendations to the Governance & Nominating Committee for Board Committees - Three candidates were interviewed on January 28th for 3 existing Board vacancies (More details to follow under item #9. e.) <p>Motion: To adopt the Governance and Nominating Committee Terms of Reference as presented. Moved by: I. Donald, Seconded by: L. Snider, Carried.</p> <p>Motion: To adopt the Nominating Committee Terms of Reference as presented. Moved by: D. McGuire, Seconded by: T. Gilhen, Carried.</p> <p>J. Pelletier commended the work completed to date on governance restructuring, noting that it will allow the Board work to be more evenly distributed. He also confirmed that both the Executive Committee and Board will hold meetings in February to help with this transition phase.</p>
c. Alliance 2019 Transformative Change Awards (Joe Leonard Award Nomination)	<p>L. Snider acknowledged the input received from the Board, senior staff, and colleagues of Peter McKenna, in preparing the nomination package. It is expected that the award recipients will be announced in the spring closer to the Community Health Connections Conference to be held in June 2019.</p>
d. 2018-2019 Operational Plan Progress Report/2019 -2020 Operational Plan priorities	<p>Program Directors presented accomplishments to date from the 2018 -19 Operational Plan (see attached)</p> <ol style="list-style-type: none"> 1. Kelly Robinson, Director, Primary Care 2. Onalee Randell, Director, Community Services 3. Anne Caron, Director Corporate & Administration Services (Acting CEO) <p>Comments/questions from the Board:</p> <ul style="list-style-type: none"> - Pleased to see such great results - A reminder that it is good to have aspirations beyond what you can deliver - Are there areas that did not achieve success as intended?



		<p>Areas that remain a challenge and/or are still in progress:</p> <ul style="list-style-type: none"> - Physician recruitment - IT Strategic Plan - Space analysis and changes to accommodate growing services <p>A. Caron reported that the senior leadership team is starting to review priorities for the 2019-2020 Operational Plan</p>
9.	New Business	
	a. Alliance for Healthier Communities - Board of Directors	<p>J. Pelletier spoke to the following correspondence from the Alliance which was included in the agenda package:</p> <ul style="list-style-type: none"> i. Memo re: Call for Nominations – Alliance Board of Directors The Alliance, anticipating successful election of the current slate of candidates, is seeking candidates in a few key areas. ii. Memo re: Special Membership Meeting - January 31, 2019 Member centres are being asked to vote on a slate of 8 candidates for the Alliance Board of Directors If there are no Directors able to attend then a proxy may be authorized by a resolution of the Board <p>Motion: To appoint Jane Page-Brown as proxy of RCHS to attend and act at the Special Meeting of the Alliance on January 31, 2019. Moved by: L Snider, Seconded by: T. Lee, Carried.</p>
	b. Approval of 3 rd Quarter Financials	<p>T. Lee reported on the 3rd Quarter Financials included in the Board package:</p> <ul style="list-style-type: none"> - No significant budget pressures - Small surplus due to physician vacancies and Expanding Team Based Care as previously noted. <p>MOTION: That the 3rd Quarter Financials be accepted as presented. Moved by: T. Lee, Seconded by: B. Long, Carried.</p>
	c. AGM Planning	<p>It was confirmed that the 2019 AGM will take place on Tuesday June 25, 2019 at the Merrickville Community Centre The Executive Committee will oversee the preparations, led by L. Snider and supported by RCHS staff.</p>
	d. Board Chair Succession	<p>The Board received correspondence from J. Pelletier regarding his intention to step down as Chair of the Board at the June AGM, though he will continue in the role over the next few months to support the transition to a new Chair.</p> <p>I. Donald acknowledged J. Pelletier's leadership over the past few years and indicated that more formal recognition is to come.</p> <p>It is proposed that the Board appoint a Chair - elect at the February Board meeting who will collaborate with J. Pelletier prior to assuming the responsibilities of Board Chair following the 2019 AGM. Thus, the Board will accept expressions of interest for the Chair's position through until January 31st.</p>

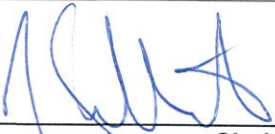


	<p>e. New Board members</p>	<p>D. McGuire reported that the Nominating Committee interviewed three candidates last evening (January 28th). The Committee is putting forward two candidates to fill two of the three Board vacancies.</p> <ul style="list-style-type: none"> - Sandy Shaw is a registered nurse from Perth who has extensive experience in palliative care. - Katie Westrate is a Naturopathic Doctor with a practice in Merrickville. <p>The Nominating Committee highly recommends both candidates, reporting that in considering the Board matrix both candidates possess many of the desired attributes. Both candidates have a background in health care, and are interested in social action, social services and mental health issues. They are both keen to contribute to the work of the Board and are willing to serve on Board committees.</p> <p>M. Bellows reported that she is aware of another potential Board candidate who she hopes to have a preliminary conversation with in the near future.</p> <p>Motion: To appoint both Sandy Shaw and Katie Westrate to serve as RCHS Board members, and to present to the membership for approval at the June 2019 AGM. Moved by: D. McGuire, Seconded by: M. Le Blanc, Carried.</p>
	<p>f. MSAA (Multi-Sectorial Service Accountability Agreement) 2019 -2020</p>	<p>The MSAA is scheduled to be renewed as of April 1, 2019. More information regarding terms and conditions is expected in the coming weeks.</p> <p>MOTION: That the Board authorize Jacques Pelletier to sign the 2019 – 2020 M-SAA Agreement. Moved by: T. Lee, Seconded by: L. Sider Carried.</p>
<p>10.</p>	<p>Generative Discussion</p>	<p>Hospice Residence</p>
		<p>T. Gilhen introduced the presentation by acknowledging and thanking Onalee Randell, Director, Community Services and Ian Donald for their work in preparing this presentation.</p> <p>He led the members through the slides which were circulated with the Board package.</p> <p>Discussion Highlights:</p> <ul style="list-style-type: none"> - Project is now referred to as “Hospice Residence” rather than “Residential Hospice” in response to concerns raised by the Aboriginal Community - No set timeline from the SE LHIN for action by RCHS - SE LHIN Business Plan checklist (slide #6) identifies key areas to be addressed - Agreement that several key areas (items 4 – 9) related to: review of options, impact analysis, risk assessment, planning and leadership are underdeveloped and must be addressed for RCHS to exercise due diligence - Questions remain that require more fulsome discussion and community engagement (slide #8 and 9) - Risk assessment (slide #10) requires further consideration - Community Engagement plan and funding is needed (slide #11) - Need to formulate an “opening concept” as a basis for community engagement/consultation - At this stage the project is centred on community engagement rather than a capital project




		<ul style="list-style-type: none"> - Community engagement likely to be a year-long process (at least) - Questions raised regarding how to develop the opening concept (e.g. via a special board meeting or retreat) - Agreement that the community need exists; though RCHS must study and clarify its role in exploring and addressing the need - Suggestion that RCHS has two roles; as a provider, supporter and/or participant in hospice residence development, and to advocate for public funding for hospice programs <p>Next steps:</p> <ul style="list-style-type: none"> - Given the period of transition underway it was suggested that the M. Bellows (incoming CEO) will take the time with the senior leadership team to review the concept, vision, potential roles for RCHS, pros and cons, etc. - She will then prepare a briefing note to provide a summary of findings and recommendations for the RCHS Board to consider
11.	Future Agenda/Generative Discussion Items	To be determined
12.	Meeting Evaluation – Ian Donald	<p>Feedback from November 27, 2018 Board meeting:</p> <ul style="list-style-type: none"> - 100% participation rate - Overall score 3.8 out of 4.0 <p>Documentation:</p> <ul style="list-style-type: none"> - Timely; one comment requesting better indication as to whether documents are included for agenda items <p>Overall comments:</p> <ul style="list-style-type: none"> - Liked the discussions re: governance restructuring and the presentation by Valley Heartland Economic Development - Suggestion to have generative discussions earlier in the meeting - Provide advance notice if the meeting will extend beyond the scheduled time
13.	Meeting Adjournment	<p>MOTION: That the meeting be adjourned at 7:53 Moved by: L. Snider</p> <p style="text-align: right;">Carried.</p>
14.	Next Board Meeting	<p>Tuesday February 26, 2019 Smiths Falls CHC Location: 5:00 Dinner 5:30 Meeting</p>

Approved by:



 Chair
 Feb 27 / 19

 Date



 Secretary
 Feb 27, 2019

 Date