

Present: Jacques Pelletier (Board Chair), Liz Snider, Bob Long, Janet Cosier, Terry Lee, Terry Gilhen, Deb McGuire, Michele Bellows, Peter McKenna (Executive Director), Anne Caron (Director Corporate and Admin Services), Kelly Robinson (Director, Primary Care), Jane Page-Brown (recorder)		
1.	Welcome, regrets & absences	Board Chair, Jacques Pelletier called the Board to order at 5:30 Regrets: Ian Donald, Michèle Le Blanc Special welcome to new Board member Michele Bellows
2.	Approval of Agenda	New item: - New business #9.f. Board recruitment MOTION: That the amended agenda be approved Moved by L. Snider, seconded by T. Lee , Carried.
3.	Declaration of Conflict of Interest	None declared
4.	Approval of Board minutes	MOTION: That the May 29, 2018 Board meeting minutes be approved (via email) Moved by I. Donald, seconded by J. Cosier Carried MOTION: That the June 26, 2018 Board meeting minutes be approved (via email) Moved by I. Donald, seconded by L. Snider Carried MOTION: That the minutes of the June 26, 2018 Annual General Meeting be put forward for member approval at the 2019 Annual General Meeting Moved by T. Gilhen, seconded by M. Bellows Carried MOTION: That the June 30, 2018 Special Board meeting minutes be approved Moved by T. Lee, seconded by J. Cosier Carried.
5.	Remarks from Board Chair	J. Pelletier commented that most of his remarks are within his written report. He noted a key item for this meeting will be the discussion on the RCHS governance structure. Another important item added to the agenda is recruitment for the two Board vacancies.
6.	Consent Agenda	The Chair first asked if there were any questions or issues; none were identified. MOTION: That the consent agenda be approved as presented Moved by B. Long, seconded by D. McGuire Carried
	a. Executive Committee	
	b. Finance Committee	
	c. Executive Director report	P. McKenna provided a verbal update on the following: - Thursday September 13 th - annual Board tour of the RCHS program sites - Departure from Smiths Falls at 8:30am and return at 12:00noon. - Board members who are interested in attending are asked to email Peter or Jane Page-Brown to confirm. - Thursday July 26 th – RCHS is hosting a community consultation on challenges with physician recruitment - Will be an opportunity to share current strategies and seek feedback from stakeholders; as well as an opportunity to

		<p>clarify any existing miscommunication</p> <ul style="list-style-type: none"> - Peter announced he has entered the election race in the Town of Smiths Falls for a position on Council. - If successful, he will commence work on this new endeavour in mid-November, post- retirement from RCHS
	d. Board Chair report	
7.	Collaborative Governance	<p>J. Cosier reported on two key sessions from the Collaborative Governance Forum held on June 1, 2018.</p> <p>Topic #1: Opioid Strategy and Planning: During this workshop participants considered the following questions-</p> <ul style="list-style-type: none"> • What can organizations do to develop understanding re: opioid addiction within a Board? • How will you collaborate with other Boards and organizations around opioid addiction? • How will you educate your Board on thinking beyond your organization? <p>Topic #2: Housing and Wellness (housing and health for vulnerable populations):</p> <ul style="list-style-type: none"> • Presentation by Peterborough Regional Health Centre; and Peterborough Housing Corporation on a unique partnership among agencies on the development of a <i>Seniors Supportive Housing project</i> to create safe, affordable living spaces for seniors in the community and region. <ul style="list-style-type: none"> - General agreement that both would be good generative discussion topics for the fall Board meetings - Suggestion that presentation by management would help illustrate the current community/ client situation and recommend potential roles for the RCHS Board to play going forward - Partner agencies with expertise and experience in this area could be invited to enhance the discussions
8.	Business Arising	
	a. Smiths Falls Capital Project Work Group	<p>T. Lee reported that the appraisal was received from Rivington Property Appraisers. Discussion ensued re: the variance between the appraised value and the asking price.</p> <p>A number of factors were brought forward in the discussion. In particular, the Board considered the selection criteria identified by the site selection work group and used in the ranking and comparison of several other properties. Key attributes unique to this property include ample parking, green space, accessibility or central location and room for future expansion.</p> <p>The Board agreed to move forward with the offer within the next 48 hours.</p> <p>MOTION: That Jacques Pelletier, as Board Chair, Terry Lees, as Treasurer, or Peter McKenna, as Executive Director, be authorized by the RCHS Board to sign the offer to purchase the property in Smiths Falls (as described in the expression of interest). The offer will be made and will include a \$100,000 down payment.</p> <p>Moved by T. Lee, seconded by J. Cosier Carried</p> <p>T. Lee reported that the committee tasked with selecting a Project Manager met with three firms. A follow up meeting was held with one candidate today. The committee recommends hiring the BTY Group to lead the capital</p>

		<p>project. The firm has solid experience and credentials in projects of this size and scope. Peter followed up with reference check and the references were excellent.</p> <p>Motion: To accept the proposal from BTY Group to conduct the next phase of the project activities up to and including Class D cost estimates Moved by T. Lee, seconded by B. Long Carried</p>
	b. CEO Recruitment Update	<p>Three firms were invited to respond to the RFP for the recruitment. Two submitted proposals. The third group said they were too busy to respond to the invitation. The CEO Selection Committee met with both consultants and selected Legacy Partners Executive Search. Tony Woolgar is the lead and is a specialist in the field of health care.</p> <p>Motion: To retain the services of Legacy Partners Executive Search for the recruitment and selection process Moved by J. Cosier, seconded by M. Bellows Carried.</p>
	c.	
9.	New Business	
	a. 1 st Quarter Financials	<p>T. Lee provided a short narrative regarding the financial reports included in the Board package. There are two funding envelopes which are expected to arrive from the SE LHIN shortly; Health Link and Oral Health. Overall, funds are in balance and on target.</p> <p>MOTION: To approve the 1st Quarter Financial Report as presented Moved by T. Lee, seconded by L. Snider, Carried</p>
	b. Recruitment and Retention Funding/RCHS Compensation Plan	<p>Anne Caron reported on the documents included in Board package. The package was previously reviewed by the Finance Committee which his recommending that the Board approve.</p> <p>MOTION: To approve the compensation plan and distribution of \$163,300 Moved by T. Lee, seconded by B. Long Carried.</p>
	c. Alliance for Healthier Communities (AOHC) Conference Feedback	<p>Overall feedback:</p> <ul style="list-style-type: none"> - A bit disappointing in comparison to past years - Not as solution oriented or future /forward looking as other conferences - Generally - a good experience and opportunity to meet colleagues
	d. Corporate Signing Officers	No changes needed – all signing officers remain the same
	e. Changes to Board meeting dates	<p>The following changes to Board meeting dates were presented:</p> <p>Tuesday September 25, 2018 - moved to Tuesday October 2, 2018 Tuesday October 23, 2018 - moved to Tuesday October 30, 2018 (5th Tuesday of the month) Tuesday January 22, 2019 - moved to Tuesday January 29, 2019 (5th Tuesday of the month)</p>
	f. Board recruitment	J. Pelletier recommended that the Board move into a 'committee of the whole' to discuss the two existing Board vacancies and a strategy to fill them.

		<p>Motion: To move into ‘committee of the whole’ Moved by T. Lee, seconded by T. Gilhen Carried.</p> <p>At this point J. Pelletier asked D. McGuire, the Chair of the Nominating Committee to lead the discussion.</p> <p>Comments and suggestions re: skills and background of potential new Board members:</p> <ul style="list-style-type: none"> - Experience with large capital projects (e.g. health hub) - Background/knowledge re: hospice programs, fundraising, real estate, law, corporate/finance - Board reps from the Smiths Falls community and possibly someone from one of the community hub partner agencies would be ideal. <p>It was agreed that Board members will continue to network and send D. McGuire names of individuals who express interest in the RCHS Board. The Board will continue to act as the Nominating Committee in seeking to fill the Board vacancies.</p> <p>Motion: To move out of ‘committee of the whole’. Moved by T. Lee, seconded by B. Long Carried.</p>
10.	Strategic Discussion	
	Review of RCHC Governance Structure	<p>J. Pelletier commended J. Cosier for all her work on this report. J. Cosier thanked the Board for the opportunity to carry out this review, and noted that overall the RCHS Board has a very strong set of governance practices. The changes proposed in the report are meant to further enhance these practices.</p> <p>J. Cosier reviewed the report and led a discussion re: the observations and recommendations, summarized as follows:</p> <p>Re: Proposed Standing Committees (slide #9)</p> <ul style="list-style-type: none"> - Important to clarify purpose and structure of a ‘Capital Projects Committee’ and role of the Board in relation to the Project Manager (i.e. governance/oversite role of the Board vs operational decisions) - Also clarify role of the Finance Committee in relation to a Capital Projects Committee - Developing terms of reference will be key in defining the structure of such a committee (i.e., standing vs ad hoc; board level vs. operational level) - Consider need for a Capital Projects/Hub Partnership Committee which also deals with the hub design and how services will be organized - J. Cosier suggested she and Anne Caron will explore further and provide a formal recommendation <p>Executive Committee;</p> <ul style="list-style-type: none"> - Agreement that responsibilities as outlined are reasonable; Executive Committee currently works well in regards to Board agenda planning, self- assessment etc. <p>Re: Ad hoc Advisory Committees (slide #10)</p> <ul style="list-style-type: none"> - Agreement that they are developed for specific purpose, as needed, and time-limited

		<ul style="list-style-type: none"> - Questions provide a guide to develop TOR - Example is the CEO Recruitment Committee <p>Re: Community Engagement (slide #11)</p> <ul style="list-style-type: none"> - Discussion re: requirements defined by SE LHIN and the LHIN Act (2006) - Agreement this is mainly a staff role; role of the Board is defined further on slide #12 - Management role is to brief the Board and advise where Board presence and participation is requested - Board may establish ad hoc committees as needed in alignment with strategic initiatives (i.e. cross board governance issues) - Discussion re: town hall style meetings and the importance of having a defined purpose - Examples cited; Basic Income Guarantee and Syrian refugee initiative; upcoming consultation on physician recruitment <p>Re: Frequency of Board meetings (slide #14 - 15)</p> <ul style="list-style-type: none"> - Recommendations are linked to Board work plan and aligned with financial reporting - Overall proposal is for fewer Board meetings – and perhaps more committee meetings (TBD) <p>Re: Other improvements/recommendations/suggestions (slide #16-17)</p> <ul style="list-style-type: none"> - Discussion re: in camera meetings as a standing item which can be used or waived each meeting. - Recommendation that a policy be developed to support this practice to clarify the purpose, objectives etc. - Reference to potential leadership role of RCHS board at the sub region level (i.e. leadership beyond the sub region forum) <p>Re: Board support of the integrated hub/hospice project (slide #18)</p> <ul style="list-style-type: none"> - Questions re: how the Board will support RCHS management and the hub partners with these projects - More discussion needed to define role of a 'Capital Projects Committee' and any ad hoc committees which may evolve (Example – fundraising strategy and the role of the Board?) <p>Next Steps:</p> <ul style="list-style-type: none"> - Commence with scheduling Board meetings as recommended (slide #15) - Other changes will evolve through discussions and planning; and as the Board priorities and work plan evolves
11.	Future Agenda Items	<ul style="list-style-type: none"> - ED Performance Appraisal (Agreed that this would be waived due to pending retirement of the ED) - Impact of political change at the provincial level (Will be an ongoing discussion) - Opioid Crisis (Potential generative discussion for fall 2018) - Housing and Health (Potential generative discussion for fall 2018)
12.	Meeting Evaluation – (Terry Gilhen for Ian Donald)	<p>Overall results:</p> <ul style="list-style-type: none"> - 50% response rate (4 of 8) - Score of 3.7 out of 4 for the overall meeting assessment <p>General comments:</p> <ul style="list-style-type: none"> - Agendas always well-structured and flexibility as required

		<ul style="list-style-type: none"> - Right balance between content and length - Informative and engaged all members - Presentations on health equity and operational plan results were valuable - Staff presentations are key and should be continued on a regular basis <p>Suggestions to improve meetings:</p> <ul style="list-style-type: none"> - Regular staff presentations on core programs and challenges - Have open discussion on general satisfaction with meetings (Note: part of governance assessment process) - Consent agenda is a challenge but has been noticeable improvement over past couple of meetings
13.	Meeting Adjournment	<p>General comments:</p> <ul style="list-style-type: none"> - Excellent meeting tonight - Good generative/strategic discussion <p>MOTION: That the meeting be adjourned at 7:45pm Moved by D. McGuire</p> <p style="text-align: right;">Carried</p>
14.	Next Board Meeting	<p>Tuesday October 2, 2018 Location: Smiths Falls Community Health Centre</p> <p>5:00 Dinner 5:30 Meeting</p>

Approved by: _____
Chair

Secretary

Date

Date