

Board of Directors Meeting Minutes

Tuesday, May 31, 2022

4:30pm via Zoom

Present:	Janet Cosier (Board Chair), Terry Gilhen (Secretary), Michèle LeBlanc (Treasurer), Christopher Cummings (Vice Chair), Deb McGuire, Jackie Lord, Sandra Shaw, Dorothy Thomson, Michele Bellows (CEO/Ex-Officio), Anne Caron (Director of Corporate & Administration Services), Kelly Barry (Director of Integrated Care), Kristian Gundersen (Executive Assistant/Recorder)
Guests:	
Regrets:	Don Palmer (Vice Chair), Christine Joli-Coeur, Veena Ravichandran

	Agenda Items	Discussion
1.	Welcome & Land Acknowledgment	Ms. Janet Cosier, Board Chair, called the meeting to order at 4:30pm and confirmed quorum is met. She welcomed all in attendance and invited Ms. Dorothy Thomson to provide a land acknowledgement.
2.	Approval of Agenda	There were no additions or revisions requested to the agenda. Motion: That the RCHS Board agenda for May 31, 2022 be approved as circulated. Moved by: Michèle LeBlanc Seconded by: Sandra Shaw Carried.
3.	Board Education – Primary Care in a Community Health Centre	Ms. Kelly Barry, Director of Integrated Care delivered a presentation on Primary Health Care in a Community Health Centre which included an outline of RCHS' Primary Health Care Services and the model of care used by CHC's across the province. Questions, comments, discussion: <ul style="list-style-type: none"> • Board members noted that the level of care and supports which RCHS' provides to its clients and the community is excellent. • The importance of increasing awareness of services which can be self-referred to was highlighted, which includes various other allied health services and group programming. It was noted that Primary Care is available for rostered clients only through Health Care Connect. • Challenges regarding enhancing and improving access to primary care services was discussed. It is recognized that there is a high demand for primary care, and that increasing access is a priority item included on the 2022-2023 Operational Plan. <p>The Board thanked Ms. Barry for her informative presentation.</p>
4.	Declaration of Conflict of Interest	Jackie Lord, Janet Cosier, Sandra Shaw, and Christopher Cummings declared a conflict with item 9. ii. - Reappointment of Current Board Members, as their terms are up for renewal. They will excuse themselves from that portion of the meeting.

	Agenda Items	Discussion
5.	Consent Agenda	<p>5.1 Board Meeting Minutes – March 29, 2022; May 5, 2022 (Special meeting)</p> <p>5.2 Executive Committee Minutes – May 24, 2022</p> <p>5.3 Governance & Nominating Committee Minutes – April 5, 2022; May 3, 2022</p> <ul style="list-style-type: none"> i. New Policy – In Camera Sessions ii. New Policy – CEO Selection and Succession Planning <p>5.4 Finance & Audit Committee – April 21, 2022</p> <ul style="list-style-type: none"> i. Revised: GOV 71 – Finance & Audit Committee Terms of Reference ii. Declaration of Compliance – Schedule F (M-SAA 2021-22) <p>5.5 Capital Development Committee Minutes – May 5, 2022; May 26, 2022</p> <p>Ms. Michèle LeBlanc, Chair, Finance & Audit Committee (FAC) thanked the members of the Finance & Audit Committee and Senior Leadership for their work and dedication this past year. Ms. LeBlanc provided an update regarding the annual audited financial statements, noting they are not currently available due to delays in the audit process related to the merger of Howard, Allan, & Partners with KPMG. It is hoped that the statements will be available prior to the end of June at which time a special meeting of the FAC and Board will be called to review and approve the statements ahead of the September 13th AGM.</p> <p>Ms. LeBlanc referred members to the Declaration of Compliance (Schedule F) and associated Exception Report which was included in the consent agenda materials. The FAC has made a recommendation for the Board Chair to sign the declaration on behalf of the Board following approval by the members of the FAC.</p> <p>Ms. Anne Caron, Director of Corporate & Administration Services provided a broad update on the organization’s financial state at the end of the fiscal year (March 31, 2022), noting that the Finance & Audit Committee has received regular financial reports on a quarterly basis. A large surplus was carried for most of the last fiscal year, largely attributed OHT implementation funding and staffing vacancies.</p> <p>Mr. Terry Gilhen, Chair, Governance & Nominating Committee briefly outlined the annual board governance evaluation process and noted that board members can expect to receive the annual evaluation this week. The annual evaluation is an opportunity for the board to identify its strengths, weaknesses, and areas for improvement from a governance perspective. To this end, all board members are being asked to take the time to provide feedback. The final results of the evaluation and governance report will be reviewed at the September Board meeting.</p> <p>Motion: That the consent agenda and items contained therein be approved as presented. Moved by: Terry Gilhen Seconded by: Christopher Cummings Carried.</p>

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6.	CEO Report	<p>Ms. Michele Bellows, Chief Executive Officer, referred members to her written CEO report included in the package. Highlights from the report included:</p> <ul style="list-style-type: none"> • Staff attended an in person all staff meeting on May 26th with over 80 staff members present. This is the first time staff have been able to come together collectively since the start of the pandemic in early 2020. • Planning for the “Falls Food Hub” being led by the Table Community Food Centre continues with great excitement and enthusiasm. The planning group is currently exploring an opportunity to partner with Carebridge Community Support who are currently working on developing affordable housing in Smiths Falls and may be able to provide space for the new food hub. • The Capital Development Committee (CDC) has been active this last month following the approval of the \$200,000 phase 1 planning grant in support of a new Health and Social Services Hub in Smiths Falls. A Request for Proposals (RFP) process to identify and select a project manager overseeing the development of the business case will be posted this week. The CDC will be brought together at the end of June to score RFP submissions and make a recommendation to the board. • Members were referred to the newly implemented Integrated Quality and Safety Framework (IQSF) included in the package, which builds on the existing Integrated Risk Management Framework. • The board was briefed on an incident related to a violent client at the Merrickville Site this week. Multiple debriefings have taken place following the incident, which included a review of safety and security procedures with staff and leadership.
7.	Board Chair Report (verbal report)	<p>Ms. Janet Cosier, Board Chair, provided a verbal report to members of the board. Highlights of the report included:</p> <ul style="list-style-type: none"> • An in-person board gathering has been suggested on June 21st in Smiths Falls. Overall, a positive response has been received from members. More details will be circulated on the event in the coming weeks. • There will be three Capital Development Committee representatives included as part of the Project Manager RFP scoring and selection process. • The importance of full participation from the board in the annual governance evaluation was stressed. It is the responsibility of directors to conduct a self-assessment to assist in ensuring the board is effective, and efficient, and identifying areas of improvement. Participation and comments are valued.
8.	Break	Board members were provided a short break.
9.	Business Requiring Decision of Board	<p>9.1 Board Director Appointments for 2022-2023</p> <p style="padding-left: 40px;">i. Recommendation from Board Selection Committee</p>

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		<p>Ms. Sandra Shaw, Chair, Board Selection Committee, referred members to the Selection Committee report included in the package. This year, the board is recruiting for three Director positions, and up to three Community Representative positions. The selection process resulted in four applications for Director positions, and no applications for the Community Representative positions. Ms. Shaw provided an outline of the four applicant's skills and experience, noting all are excellent candidates. Three of the applicants have been offered Director positions, and one of the applicants has been offered a Community Representative position, all of which have been accepted.</p> <p>*Motion: That the Board approve the appointment of Sandra Mark, Juli Heney and Stefany Kawka as Board Directors, and Pamela Watts as a Community Representative for a one-year term, as recommended by the Board Selection Committee, for ratification at the Annual General Meeting on September 13, 2022. Moved by: Sandra Shaw Carried.</p> <p><i>*See secretary's note below regarding revised slate of Director nominees for 2022-2023.</i></p> <p>Several recommendations for process improvements for next year's selection process were identified, which include:</p> <ul style="list-style-type: none"> • The call for applicants (ads) for both Community Representative and Directors positions will be split into two individual campaigns. • The Selection Committee will implement a targeted recruitment approach for Community Representative positions. There may be an opportunity to identify suitable candidates as part of community engagement sessions related to development of the Health and Social Services Hub. • To encourage applications from the francophone population, a French version of the recruitment ads will be developed. <p>The board thanked Ms. Shaw for leading a successful recruitment and selection process.</p> <p>ii. Reappointment of Current Board Members The slate of director reappointments for 2022-2023 which have been recommended by the Executive Committee were outlined as follows:</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;"><u>Two Year Term</u></td> <td style="width: 50%;"><u>One Year Term</u></td> </tr> <tr> <td>Jackie Lord</td> <td>Janet Cosier (extension)</td> </tr> <tr> <td>Veena Ravichandran</td> <td></td> </tr> <tr> <td>Christine Joli-Coeur</td> <td></td> </tr> <tr> <td>Sandra Shaw</td> <td></td> </tr> <tr> <td>Christopher Cummings</td> <td></td> </tr> </table>	<u>Two Year Term</u>	<u>One Year Term</u>	Jackie Lord	Janet Cosier (extension)	Veena Ravichandran		Christine Joli-Coeur		Sandra Shaw		Christopher Cummings	
<u>Two Year Term</u>	<u>One Year Term</u>													
Jackie Lord	Janet Cosier (extension)													
Veena Ravichandran														
Christine Joli-Coeur														
Sandra Shaw														
Christopher Cummings														

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		<p>Motion: That the Board approve the reappointment of Jackie Lord, Veena Ravichandran, Christine Joli-Coeur, Sandra Shaw, and Christopher Cummings for a two-year term, and Janet Cosier for a one-year term extension as recommended by the Executive Committee, for approval at the Annual General Meeting on September 13, 2022. Moved by: Michèle LeBlanc Carried.</p> <p>9.2 CEO Performance Objectives for 2022-23 Ms. Janet Cosier referred members to the draft CEO performance objectives for the 2022-2023 year included in the package. The objectives were developed in consultation with the CEO, and outline the main areas of focus for the CEO as agreed by the Board. The CEO professional development plan will be appended, which will focus on continuing education in risk management, quality improvement, and health leadership.</p> <p>Motion: That the Board approve the CEO Performance Objectives for 2022-2023 as recommended by the Executive Committee. Moved by: Terry Gilhen Carried.</p> <p>9.3 Alliance for Healthier Communities</p> <p>i. Health Equity Charter Endorsement The most recent version of the Alliance’s Health Equity Charter was presented to the board. The Alliance has requested the boards of each member organization endorse the charter annually.</p> <p>Motion: That the Board endorse the Alliance for Healthier Communities’ Health Equity Charter. Moved by: Dorothy Thomson Seconded by: Sandra Shaw Carried.</p> <p>ii. AGM resolutions & Voting Delegate A summary of the resolutions to be voted on at the Alliance’s Annual General Meeting on June 7th were included in the package along with management’s comments and recommendations.</p> <p>Motion: That the Board support the recommendations as put forward by management regarding the Alliance resolutions and vote accordingly. Moved by: Dorothy Thomson Seconded by: Sandra Shaw Carried.</p> <p>Motion: That the Board delegate Christopher Cummings as the voting delegate for the 2022 Alliance AGM. Moved by: Dorothy Thomson Seconded by: Sandra Shaw Carried.</p>

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10.	Business for Discussion & Information	<p>10.1 Operation Plan 2021-22 Final Report The final 2021-22 Operational Plan results with data included up to the end of the fourth quarter was presented, which included an overview of the M-SAA targets. The Senior Leadership Team was commended for the excellent results achieved overall.</p> <p>10.2 Board Committee Membership 2022-23 Ms. Janet Cosier presented an outline of proposed committee membership for the 2022-2023 year. Incoming directors have indicated their areas of interest and have been tentatively assigned to committees, leaving no vacancies. The final list will be reviewed and approved by the Board in September.</p> <p>10.3 Virtual and In-Person Board Meetings The board was briefed on the current plan for moving towards a hybrid meeting approach, to be implemented in September 2022. Board meetings in September, October, November, May, as well as the AGM will be held in person, and Board meetings in January and March will be held virtually. As of now, the plan will be for committee meetings to remain virtual.</p> <p>It was noted that to allow board members travel time, in person meetings would begin with a light supper at 5:00pm, with the business meeting to commence at 5:30pm.</p> <p>10.4 Annual General Meeting – September 13, 2022 As noted previously, the AGM has been deferred due to delays in the annual audit process related to the merger between Howard, Allan, & Partners with KPMG. The deferred AGM date has been set as Tuesday, September 13th, 2022 and will be held in person if possible, depending on the current COVID-19 case count.</p>
11.	Meeting Evaluation	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
12.	In-Camera Session – CEO Year End Performance Results 2021-2022	<p>Michele Bellows, Anne Caron, Kelly Barry, and Kristian Gundersen were excused from the meeting.</p> <p>Motion: That the Board move to an in camera session at 6:02pm. Moved by: Chris Cummings Seconded by: Dorothy Thomson Carried.</p> <p>Motion: That the Board move out of an in camera session at 6:17pm. Moved by: Chris Cummings Carried.</p> <p>Motion: Based on Michele Bellow’s strong performance results for 2021-2022 the Board approves a salary increase of \$4,352.00 (2.8%) to a level of \$157,748.00.</p>

	Agenda Items	Discussion
		Moved by: Janet Cosier Carried.
13.	Next Board meeting:	TBD
14.	Adjournment	Motion: That the meeting be adjourned at 6:20pm Moved by: Janet Cosier Carried.

Approved by:

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Janet Cosier, Board Chair
 10/25/2022 | 4:44 PM EDT

Date

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Terry Gilhen, Board Secretary
 10/25/2022 | 1:36 PM PDT

Date

****Secretary's Note - Recommendation from Board Selection Committee***

At the 3 May, 2022 Governance & Nominating Committee meeting, a motion was passed to appoint Pamela Watts as a Community Representative. However, the resignation of a returning director was submitted to the Board Chair on 7 September, 2022 leaving a vacancy. Subsequently, in light of the director vacancy, the GNC has recommended Pamela Watts be offered a Director position as per the below motion which was passed at the 12 September, 2022 Governance & Nominating Committee (GNC) meeting along with a revised slate of director candidates. The approved GNC motion was circulated to the board for email approval on 12 September, 2022 as approved unanimously. The revised slate of director candidates will be presented for ratification at the September 13th, 2022 Annual General Meeting.

Motion: The Governance and Nomination Committee recommends the appointment of Pamela Watts (currently recommended as the RCHS Board Community Representative) to the position of Director, to be ratified as part of the full slate of RCHS Board Directors at the 2022 AGM.

Moved by: Sandra Shaw **Seconded by:** Terry Gilhen **Carried.**