

Board of Directors Meeting Minutes

Tuesday, May 25, 2021

4:00 – 6:30pm

Present:	Janet Cosier (Board Chair), Bob Long (Vice Chair), Terry Lee, Terry Gilhen (Secretary), Michèle LeBlanc (Treasurer), Ian Donald, Katie Weststrate, Dorothy Thomson, Don Palmer, Deb McGuire, Jackie Lord (Community Representative), Michele Bellows (CEO), Kelly Robinson (Director of Primary Care), Onalee Randell (Director of Health Promotion), Anne Caron (Director of Corporate & Administration Services), Jane Page-Brown (Coordinator – Corporate Support, Planning, & Evaluation), Kristian Gundersen (Executive Assistant & Recorder)
Regrets:	Sandy Shaw

	Agenda Items	Discussion
1.	Constitution of Meeting & Welcome	J. Cosier called the meeting to order at 4:00pm and offered the following territory acknowledgement: <i>RCHS is located on the traditional territory of Indigenous peoples dating back countless generations. We would like to show our respect for their contributions and recognize the role of treaty making in what is now Ontario. Hundreds of years after the first treaties were signed, they are still relevant today.</i>
2.	Approval of Agenda	There were no additions or revisions requested to the agenda. MOTION - That the RCHS Board agenda for May 25, 2021 be approved as circulated. MOVED by: M. LeBlanc SECONDED by: I. Donald Carried.
3.	Board Education – RCHS Programs & Community	A presentation on RCHS' Integrated Risk Management Framework was delivered by Michele Bellows, Chief Executive Officer. <ul style="list-style-type: none"> - An overview of the risk management process was given, including the process to identify, evaluate, understand, and mitigate risks. - The presentation slides were included with the Board package. <p>Next steps:</p> <ul style="list-style-type: none"> - A risk report will be provided to the Board in October and April annually which will be incorporated into the annual workplan. - Full implementation of electronic Incident Reporting System (IRS) to take place. - Risk policy will be approved by the Leadership Team in June 2021. - The Executive Committee will be asked to consider board-specific risks to be monitored on the risk register. <p>Discussion/Questions:</p>

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		<ul style="list-style-type: none"> - It was clarified that reputational risk can be measured through analysis of complaints, phone calls, social media, client surveys, etc. - It was noted that it is RCHS's policy to direct all complaints to the CEO and/or management. If a board member is approached by a client or a community member with a complaint, they would direct the individual to the CEO. - It was noted that front line staff may not feel comfortable reporting incidences due to fear of being penalized. It was clarified that RCHS is a non-punitive organization and incidents are regarded as learning opportunities. <p>The Board thanked Ms. Bellows for her informative presentation. The work which has been done on the risk management framework and incident reporting system brings RCHS toward another level of maturity.</p>
4.	Declaration of Conflict of Interest	None declared
5.	Consent Agenda	<p>5.1 *Board Meeting Minutes – March 30, 2021; April 20, 2021 (special mtg) 5.2 *Finance and Audit Committee Minutes – April 15, 2021 5.3 *Executive Committee Minutes – May 11, 2021 5.4 *Governance and Nominating Committee Minutes – April 6, 2021; May 4, 2021</p> <ul style="list-style-type: none"> i. Policy: GOV 20 Board of Directors Role and Responsibilities ii. Policy: GOV 170 Roles of Board Officers and Directors <p>MOTION - That the consent agenda be approved as presented. MOVED by: T. Gilhen SECONDED by: K. Weststrate Carried.</p>
6.	CEO Report	<p>M. Bellows provided highlights from her written CEO Report:</p> <ul style="list-style-type: none"> - The new strategic plan, mission, and vision has now been distributed to community and OHT partners, posted on the website, and communicated to staff. - A value statement is now being developed with input from staff, leadership, and the board. It is hoped to have the final value statement ready for board-endorsement at the special meeting on June 17. - There will be a cyber security education session and update planned for the September board meeting. - Thanks was extended to Kelly Robinson (Director of Primary Care Programs) and Larry McDermott (Local Knowledge Keeper) for the successful staff and board education session "Understanding the Meaning and Commitment behind the Land Acknowledgement" which was held on May 14. Fantastic feedback has been received from attendees. - A City for All Women Initiative (CAWI) education session will be scheduled for the Board in the fall.
7.	Board Chair Report (verbal report)	<p>J. Cosier provided an update on the following:</p> <ul style="list-style-type: none"> - A small working group has been formed, made up of board directors from other health service providers (HSPs) who are part of the LLG Ontario Health Team (OHT). The aim of this working group is to identify any potential role for HSP Boards in terms of OHT systems governance.

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		<p>- There are several OHTs across the province who have begun to develop terms of reference for small board-to-board governance forums. It is asked that the RCHS board consider their role in this group (if any) and to consider potential roles and responsibilities which could be included in the development of terms of reference.</p> <p>J. Cosier took a moment to recognize the contributions that Jane Page-Brown has made to the RCHS Board over the last several years as she transitions into retirement. Special mention was made to the work Jane has accomplished in helping the Board develop a better framework in terms of workplan and committee structure, as well as enhancing the Board's focus and effectiveness.</p>						
8.	Business Requiring Decision of Board	<p>8.1 Nominating Committee Report</p> <p>T. Gilhen provided a summary of recommendations made by the Governance & Nominating Committee for new board members. In anticipation of 5 vacancies on the board as of June 2021, a call for applicants was sent to the community in Spring 2021. He noted that the quantity of applicants this year is lower than in past years, however of the applications received, all are highly qualified and possess the skills and competencies which the board wished to recruit for. Reference checks were carried out this year by J. Cosier which is a new step in the recruitment process.</p> <p>In addition to the 5 vacancies to be filled, Dorothy Thomson and Don Palmer have completed their first term and are willing to stand for re-election for their second term.</p> <p>Goals for the recruitment process for 2021-22 included:</p> <ol style="list-style-type: none"> 1. Filling 5 vacancies with individuals who demonstrate the following characteristics and skills: <ol style="list-style-type: none"> a) board & committee leadership b) policy and program development & evaluation c) financial management d) organizational / system change management. 2. To enhance Board diversity (bring in individuals with a variety of perspectives, from different backgrounds and with experience beyond Health and Social Services). 3. To fully represent the RCHS catchment area (individuals from all parts of the area served). <p>It is the recommendation of the Governance & Nominating Committee that the following slate of candidates be approved by the board and put forward for election at the AGM for a one-year term:</p> <table data-bbox="688 1360 1367 1455" style="width: 100%; border: none;"> <tr> <td style="width: 50%;"><u>For a one-year term:</u></td> <td style="width: 50%;"><u>For a two-year term:</u></td> </tr> <tr> <td>Veena Ravichandran</td> <td>Dorothy Thomson</td> </tr> <tr> <td>Sandra Shaw</td> <td>Don Palmer</td> </tr> </table>	<u>For a one-year term:</u>	<u>For a two-year term:</u>	Veena Ravichandran	Dorothy Thomson	Sandra Shaw	Don Palmer
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		<p>Christine Joli-Coeur Christopher Cummings Jackie Lord</p> <p>MOTION - That the Board approve the above slate of candidates to be presented for election at the Annual General Meeting as recommended by the Governance & Nominating Committee. MOVED by: T. Gilhen SECONDED by: M. LeBlanc CARRIED.</p> <p>Thanks was extended to the Governance & Nominating committee for their work towards the recruitment process, specifically the Selection committee which consisted of Terry Gilhen (Chair), Janet Cosier, Don Palmer, and Michele Bellows.</p> <p>8.2 Operational Plan 2020-21 Q4 Report</p> <p>The final 2020-21 Operational Plan results with data included up to the end of the fourth quarter was presented. It was noted that there are a few activities related to group education which have not been completed (indicated in red) due to the impacts of COVID-19. The management team was commended for the amount that was achieved despite the many restrictions and changes the last year has seen.</p> <p>MOTION - That the Operational Plan 2020-21 results be approved as presented. MOVED by: M. LeBlanc SECONDED by: D. Thomson Carried.</p> <p>8.3 Declaration of Compliance – Schedule F (MSAA 2020-21)</p> <p>The Declaration of Compliance (Schedule F) is an annual requirement which confirms RCHS' compliance with the terms of our Multi-Sector Service Accountability Agreement (M-SAA). The Board delegates responsibility to the Board Chair to sign the declaration.</p> <p>In addition to the Schedule F, we are required to submit an exception report which highlights any areas where RCHS did not meet the terms of our M-SAA. Despite COVID-19, RCHS has performed exceptionally well. There have been many challenges that staff and management have been able to overcome while managing routine business.</p> <p>M. LeBlanc noted that the Finance & Audit Committee has made a recommendation to the board to approve the exception report and to direct the Board Chair to sign the Declaration of Compliance.</p>


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		<p>MOTION - That the Board direct the Chair to sign the 2020-21 M-SAA Schedule F - Declaration of Compliance. MOVED by: M. LeBlanc SECONDED by: D. Thomson Carried.</p> <p>8.4 Appointment of Auditors for 2021-22 (recommendation from FAC)</p> <p>M. LeBlanc reported that an RFP for the Auditor position went out in January 2021. After deliberation, the Finance & Audit committee recommended that our existing auditing firm (Allen & Partners) be appointed at a cost of \$9000.00 for 2021-22.</p> <p>MOTION – To approve the bid from Allan & Partners for the 2021-22 audit year for a cost of \$9000.00 plus HST. MOVED by: M. LeBlanc SECONDED by: D. McGuire Carried.</p> <p>8.5 CEO Performance Objectives for 2021-22</p> <p>J. Cosier presented the final CEO Performance objectives for 2021-22, noting that M. Bellows' input has been incorporated. The document lays out the main areas of focus for the CEO as agreed on by the Board, which include:</p> <ul style="list-style-type: none"> - Oversight for the Operational and Quality Improvement plans - Continuous Improvement - Diversity, Equity, Inclusion, Anti-Indigenous, and Anti-Racism - Talent Management - Achieving significant progress on the Integrated Health and Community Services Hub - Participation in LLG Ontario Health Team - Demonstrate and model effective, ethical, inclusive, and collaborative leadership towards achieving excellence in management of people, resources, and change <p>M. Bellow's professional development plan is included as an appendix to the performance objectives. The CEO development for 2021-22 will include courses/training in the following areas:</p> <ul style="list-style-type: none"> - Quality Improvement and Patient Safety - Privacy Training - Risk Management <p>It was noted that the above objectives will be used in the annual CEO evaluation in 2022.</p>

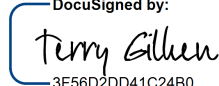
	Agenda Items	Discussion
		<p>MOTION – That the Board approves the CEO Performance Objectives and Professional Development Plan for 2021-22 as presented. MOVED by: J. Cosier SECONDED by: I. Donald CARRIED</p> <p>8.6 Alliance for Healthier Communities</p> <p>i. AGM resolutions and voting delegate</p> <p>The Alliance for Healthier Communities AGM is scheduled for June 15, 2021. The proposed resolutions were included in the meeting package. In order to vote at the Alliance AGM, the Board must appoint a delegate. Management reviewed the resolutions and has provided feedback to the board.</p> <p>MOTION - That the Board name Janet Cosier (Board Chair), as RCHS’ voting delegate for the Alliance AGM, and Michele Bellows (CEO) as secondary delegate. MOVED by: J. Cosier SECONDED by: T. Lee CARRIED.</p> <p>MOTION – That the Board support the recommendations as put forward by management regarding the Alliance resolutions and vote accordingly. MOVED by: J. Cosier SECONDED by: D. McGuire 1 OPPOSED MOTION CARRIED.</p> <p>ii. Health Equity Charter Endorsement</p> <p>The most recent version of the 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: J. Cosier SECONDED by: D. McGuire 1 OPPOSED MOTION CARRIED.</p>
9.	Business for Discussion & Information	<p>9.1 RCHS Annual General Meeting (draft agenda)</p> <p>The draft agenda for the Annual General Meeting scheduled for June 22, 2021 at 4:00pm was presented. It was noted that the agenda follows a very similar format to what has been used in past years.</p>

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		<p>9.2 Governance Action Plan 2020-21</p> <p>The final Governance Action Plan was presented by Terry Gilhen, Chair of the Governance & Nominating committee. All action items have been completed for the 2020-21 year.</p> <p>9.3 Legislative Compliance Report</p> <p>J. Cosier presented the legislative compliance document which has been prepared by M. Bellows with support from the Leadership team. In past years, the Vice Chair has met with the Director of Corporate Services to review compliance annually. The Board has now delegated the responsibility of ensuring the organization is compliant with relevant legislation to the CEO. The document which is being presented to the committee enhances the Board's ability to oversee compliance and provides assurance that RCHS is meeting current legislative standards.</p> <p>The board noted that this document is very comprehensive and provides the board with a good overview of RCHS' overall legislative responsibilities.</p> <p>9.4 RCHS Value Statements</p> <p>Input from the board, leadership, and staff is being sought in support of the development of RCHS' new value statements, which will complement the newly approved mission and vision. A link to a survey to collect input was distributed. It is hoped that all feedback can be compiled, and the proposed value statements will be ready for endorsement by the board at its special meeting on June 17, and subsequently presented at the AGM.</p>
10.	Meeting Evaluation	The link to the online survey question was included with the agenda.
11.	In camera Session:	<p>M. Bellows, K. Robinson, O. Randell, A. Caron, J. Page-Brown, and K. Gundersen were excused from the meeting.</p> <p>MOTION – That the Board move to an in-camera session at 5:50pm. MOVED by: J. Cosier SECONDED by: I. Donald CARRIED.</p> <p>The CEO year-end performance results were reviewed.</p> <p>MOTION – That the Board move out of an in-camera session. MOVED by: T. Gilhen SECONDED by: D. McGuire CARRIED.</p>

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12.	Next Board meeting:	Thursday, June 17, 2021 - 4:00pm – Presentation from Auditor of Audited Financial Reports to Finance & Audit Committee / Board - 4:30pm – Special Board meeting to approve Audited Financial Statements and recommend to AGM. Tuesday June 22, 2021 (AGM) – 4:00pm Tuesday, September 28, 2021 – 4:00pm
13.	Adjournment	MOTION: That the meeting be adjourned at 6:30pm. Moved by: J. Cosier Carried.

Approved by:

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Chair
 9/28/2021 | 8:46 PM EDT
Date

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Secretary
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Date