

Board of Directors Meeting Minutes

Tuesday, January 25, 2022

4:30pm via Zoom

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

	Agenda Items	Discussion
1.	Constitution of Meeting & Land Acknowledgment	J. Cosier called the meeting to order at 4:30pm. She welcomed all in attendance and invited Terry Gilhen to provide a land acknowledgement.
2.	Approval of Agenda	<p>There were no additions or revisions requested to the agenda. It was noted that a 5-minute break has been added to the agenda which came forward as a recommendation from the Governance & Nominating Committee.</p> <p>Motion: That the RCHS Board agenda for January 25, 2022 be approved as circulated. Moved by: Janet Cosier Seconded by: Deb McGuire Carried.</p>
3.	Board Education – LLG Ontario Health Team Update	<p>A presentation on the Lanark, Leeds, & Grenville Ontario Health Team was delivered by Sheyi Badmos, Executive Lead. Mr. Badmos came on board as Executive Lead for the OHT this past September and is well-known throughout the region from his previous work in the former Southeast LHIN. He provided an overview of OHT implementation progress to date, highlighting current priorities and overall goals for year one.</p> <p>The board thanked Mr. Badmos for his informative presentation and congratulated the OHT team for the significant progress to date.</p>
4.	Declaration of Conflict of Interest	None declared.
5.	Consent Agenda	<p>5.1 Board Meeting Minutes – November 30, 2021; November 30, 2021 (In-Camera)</p> <p>5.2 Executive Committee Minutes – January 11, 2022</p> <p>5.3 Governance & Nominating Committee Minutes – January 4, 2022</p> <ul style="list-style-type: none"> - Motion: GOV 170 – Roles of Board Officers & Directors (revisions) <p>5.4 Finance & Audit Committee Minutes – January 18, 2022</p> <ul style="list-style-type: none"> - Motion: Sussex Advocacy Budget (approval) <p>5.5 Capital Development Committee Minutes – January 5, 2022</p> <p>M. LeBlanc noted that the Finance & Audit committee has made recommendations relating to process changes for approval of operational expenditures within the budget. The recommendations involve changes to several governance policies including GOV 302 – Banking, Investments, and Signing Authority and GOV 30 – Board / CEO Relationship & Responsibilities. The policies are being</p>

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		<p>reviewed by both the Finance & Audit Committee and Governance & Nominating Committee. It is anticipated that the policies and recommendations will come forward to the board for consideration at the March meeting.</p> <p>D. Palmer updated the board on the Capital Development Committee’s advocacy efforts to date towards the advancement of the Smiths Falls Health & Community Hub capital project. He noted that there have been several successful meetings with Ministry officials, local leaders, and the Smiths Falls Town Council with ongoing advocacy planned.</p> <p>Motion: That the consent agenda and items contained therein be approved as presented. Moved by: Christopher Cummings Seconded by: Michèle LeBlanc Carried.</p>
6.	CEO Report	<p>M. Bellows presented the written CEO report. Highlights from the report included:</p> <ul style="list-style-type: none"> - Update on advocacy efforts to date to garner support for the capital project. - The Community Accountability Planning Submission (CAPS) process has been formally deferred for this year. The current Multi-Sector Accountability Agreement (MSAA) will be extended for the third consecutive year with some small nomenclature changes. - Work continues internally on many projects including support for the OHT and working groups, operational planning, accreditation and more. - The Ontario Not-For-Profits Corporations Act (ONCA) was passed in October of 2021 and work towards compliance is well underway. A status update will be provided to the board in March. - New managers have been hired for both Primary Care and Health Promotion.
7.	Board Chair Report (verbal report)	<p>J. Cosier provided a verbal update to the Board. Highlights of the verbal Board Chair report included:</p> <ul style="list-style-type: none"> - Thanks was extended to everyone who attended the LLG Collaborative Governance Forum on December 3, 2021 which was well-received. Another session will be scheduled for the Spring. - The annual CEO performance evaluation process will be led by the Executive Committee, coordinated by J. Cosier and T. Gilhen. The evaluations will be circulated to the board in April for input and the results will be brought to the board in May. - A list of potential future generative discussion topics and future education is being compiled. Board members are encouraged to bring forward any topics of interest for inclusion.
8.	Business Requiring Decision of Board	<p>8.1 Approve Q3 Financial Statements</p> <p>A brief overview of the organization’s current financial position was provided. Highlights of the report included:</p> <ul style="list-style-type: none"> - Financial statements for the period ending December 31, 2021 were included in the package. - RCHS’ overall operating budget is currently just over \$11,000,000. - There is currently a significant surplus, largely attributed to OHT implementation funds and staff vacancies. - In-year reallocation requests for various equipment needs have been submitted and are pending approval. - Thanks to the many generous donors in the community, the current donations balance is approximately \$55,000 which will benefit those in need in our communities.

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		<p>Motion: To approve the Q3 Financial Statements for the period ending December 31, 2021 as presented. Moved by: Michèle LeBlanc Seconded by: Dorothy Thomson Carried.</p> <p>A brief update was provided on the Community Accountability Planning Submission (CAPS) process which is linked to the Multi-Sector Accountability Agreement (MSAA). Typically, CAPS are submitted annually, however due to the dissolution of the LHINs and shift in responsibility to Ontario Health, as well as pandemic-related pressures, the processes have been deferred for the third consecutive year. Ontario Health is currently working on revising both processes which should be in place for next year. In the interim, the current MSAA will be extended for 2022/23.</p> <p>8.2 Draft Governance Policy – Equity, Diversity, Inclusivity, and Justice</p> <p>Work is ongoing internally to develop an operational policy and workplan in support of the organization’s equity, diversity, inclusivity, and justice (EDIJ) objectives. The board has received several related information sessions and education, as well as ongoing discussions at the committee level. A draft board governance policy was presented to the board for consideration, which clearly lays out the board’s responsibilities and focus as it relates to EDJI. Proposed responsibilities include a broad oversight role to monitor internal progress towards achieving objectives; ensuring board recruitment is diverse and inclusive; building a culture of trust and respect; and finally building awareness through training and education.</p> <p>The policy is expected to evolve and mature as the board gains knowledge and identifies priorities. The GNC will be responsible for the development of a workplan within the context of the proposed responsibilities.</p> <p>Comments and Discussion:</p> <ul style="list-style-type: none"> - In reference to “maintaining fair and equal treatment for all” , it was suggested that equal treatment does not necessarily lead to equitable treatment. - It is important to ensure the policy is sensitive to the fact that gender is a spectrum. Suggestion to incorporate “Gender Based Analysis Plus (GBA+)” which is endorsed by the Federal Government, and involves an analytical process used to assess how different women, men and gender diverse people may experience policies, programs, and initiatives. - The possibility of including a vision statement or desired future state was raised. The board’s future goals relating to EDIJ should be an integral part of the board’s thinking and associated functions. - It is important for the board’s composition to be reflective of the community it supports, not only focusing on achieving diversity. - Thought will need to be given on how to evaluate potential indicators and targets as success towards achieving desired outcomes can be subjective. <p>Support was given to approving the policy with the understanding that it will evolve over time.</p> <p>Motion: To approve GOV 320 - Board Equity, Diversity, Inclusivity, and Justice. Moved by: Christopher Cummings Seconded by: Don Palmer Carried.</p>

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9.	Business for Discussion & Information	<p>9.1 Draft Operational Plan 2022/23</p> <p>A high-level draft of the 2022/23 operational plan was previewed. The draft is a result of many cumulative hours of engagement with staff and leadership to develop objectives, and an understanding of work required to support achieving those objectives in the form of indicators. Each proposed objective has been developed in support of achieving strategic priorities as laid out in the organization's strategic plan. Engagement with management will take place over the next month to set targets for each proposed indicator. The final operational plan will be presented to the board in March for approval. The GNC will discuss and will provide recommendations for indicators relating to the board's role in supporting organizational EDIJ priorities.</p> <p>9.2 Update on Donations from Cannabis Companies</p> <p>Following the generative discussion which took place at the October board meeting relating to donations from cannabis companies, staff were engaged in focused discussion groups to provide input on the topic to help inform the board's decision. Overall, feedback from staff was positive with 71% of staff in support. One main area of concern was regarding recognition of donors which was clarified. RCHS can determine the amount of recognition or public exposure following a donation, in order to mitigate any potential reputational risk.</p> <p>Suggested next steps include high-level revisions to the operational donations policy which will be reviewed by the Leadership team and brought back to the board for information.</p> <p>ACTION: M. Bellows will present proposed policy changes to the donations policy in March.</p> <p>9.3 Alliance Board Liaison Meeting Debrief</p> <p>T. Gilhen provided a report on the Alliance's Board Liaison meeting which took place on January 19, 2022:</p> <ul style="list-style-type: none"> - CHC boards will be asked to provide input to the Alliance's new strategic plan. More information should be circulated by the end of the month. Some advance work will be required of the board to prepare feedback. The final strategic plan will be presented at the Alliance's AGM in June for approval. - The Alliance is developing a black health strategy, which is in the early stages of development. Feedback from CHC boards will be sought in the coming months.
10.	Meeting Evaluation	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
11.	In-Camera Session: Board Officer Appointment	<p>Don Palmer, Christopher Cummings, Kelly Barry, Anne Caron, and Kristian Gundersen were excused from the meeting.</p> <p>Motion: That the Board move to an In-Camera session at 6:25pm. Moved by: Janet Cosier Seconded by: Terry Gilhen Carried.</p> <p>Appointment of the Board Vice-Chair position was discussed.</p>

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		<p>Motion: That both Chris Cummings and Don Palmer be appointed to Vice-Chair positions for the remaining portion of the 2021-22 term (until the AGM this coming June). Moved by: Janet Cosier Seconded by: Sandra Shaw Carried.</p> <p>Motion: That the Board move out of an In-Camera session at 6:34pm. Moved by: Janet Cosier Seconded by: Christine Joli-Coeur Carried.</p>
12.	Next Board meeting:	Tuesday, March 29, 2022 from 4:30-6:30pm
13.	Adjournment	<p>Motion: That the meeting be adjourned at 6:34pm. Moved by: Janet Cosier Carried.</p>

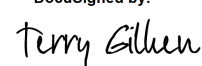
Approved by:

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Janet Cosier, Board Chair
 3/30/2022 | 9:34 AM EDT

Date

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Terry Gilhen, Board Secretary
 3/29/2022 | 6:55 PM PDT

Date