

## Board of Directors Meeting Minutes

Tuesday, September 27, 2022

5:30pm via Zoom

<b>Present:</b>	Janet Cosier (Board Chair), Terry Gilhen (Vice Chair), Christopher Cummings (Vice Chair), Sandra Shaw (Secretary), Don Palmer, Jackie Lord, Dorothy Thomson, Christine Joli-Coeur, Sandra Mark, Juli Heney, Stefany Kawka, Pamela Watts, Michele Bellows (CEO/Ex-Officio), Anne Caron (Director of Corporate Services & CFO), Kelly Barry (Director of Integrated Care), Kristian Gundersen (Executive Assistant/Recorder)
<b>Guests:</b>	Kelly Sample (Kelly Santini, LLP)
<b>Regrets:</b>	

	Agenda Items	Discussion
1.	<b>Welcome &amp; Land Acknowledgment</b>	Ms. Janet Cosier, Board Chair, called the meeting to order at 5:30pm and confirmed quorum is met. She welcomed all in attendance and invited Ms. Sandra Shaw to provide a land acknowledgement. She thanked the board for their flexibility in pivoting to a virtual meeting on short notice.
2.	<b>Approval of Agenda</b>	There were no additions or revisions requested to the agenda.  <b>Motion:</b> That the RCHS Board agenda for September 27, 2022 be approved as circulated. <b>Moved by:</b> Christopher Cummings <b>Seconded by:</b> Sandra Shaw <b>Carried.</b>
3.	<b>Board Education – Primary Care in a Community Health Centre</b>	Ms. Kelly Sample, Managing Partner – Kelly Santini, LLP delivered an educational presentation on conflicts of interest which outlined director's obligations in relation to identifying, disclosing, and managing actual, potential, or perceived conflicts of interest, and related good governance practices.  Regarding internal conflicts of interest that staff and managers might experience, it was noted that similar reporting and disclosure processes to that of the board should be in place. Clear reporting paths should be identified and parameters for reporting should be outlined clearly in policies.  The Board Chair requested that Ms. Samples' slides be sent to board members and placed on the Board portal for future reference.  <b>Action:</b> Review of internal and board conflict of interest policies to take place to ensure clear reporting and disclosure guidelines to the board are outlined for all levels of management and staff.  The Board thanked Ms. Sample for her informative presentation.


	<b>Agenda Items</b>	<b>Discussion</b>
4.	<b>Declaration of Conflict of Interest</b>	None declared.
5.	<b>Consent Agenda</b>	<p>5.1 Board Meeting Minutes – May 31, 2022; June 30, 2022 (Special Motion Approval); August 26, 2022 (Special Motion Approval); September 6, 2022 (Special Meeting)</p> <p>5.2 Governance &amp; Nominating Committee Minutes – September 12, 2022</p> <p style="padding-left: 20px;">i. Board Committees &amp; Membership 2022/23</p> <p>5.3 Finance &amp; Audit Committee – September 6, 2022 (Special Meeting)</p> <p>5.4 Capital Development Committee Minutes – June 29, 2022; August 24, 2022 (Special Motion Approval)</p> <p><b>Motion:</b> That the consent agenda and items contained therein be approved as presented.  <b>Moved by:</b> Dorothy Thomson                      <b>Seconded by:</b> Terry Gilhen                      <b>Carried.</b></p>
6.	<b>CEO Report</b>	<p>Ms. Michele Bellows, Chief Executive Officer, referred members to her written CEO report included in the package.</p> <p>Highlights from the report included:</p> <ul style="list-style-type: none"> <li>• RCHS is working with partners to provide enhanced mental health supports for persons who require Cognitive Behavioral Therapy (CBT) in our region.</li> <li>• RCHS is entering into a relationship with the Champlain Centre for Healthcare Ethics (CCHCE) which is run by the Ottawa Hospital. This will provide staff access to a regional Ethicist and Ethical Consultation Service, along with various educational resources.</li> <li>• An updated legislative compliance report was provided, which includes highlights of applicable legislation which came into effect or changed this year. It was noted that RCHS is fully compliant with all relevant legislation.</li> </ul>
7.	<b>Board Chair Report (verbal report)</b>	<p>Ms. Janet Cosier, Board Chair provided a verbal report to members of the board.</p> <p>Highlights of the report included:</p> <ul style="list-style-type: none"> <li>• The first board orientation was successfully held with new board members in September. The finance portion of the orientation is scheduled for October 6<sup>th</sup>. An evaluation survey will be circulated in November following the finance orientation.</li> <li>• A short meeting of the committee chairs was held in late August. The topics of discussion included: lessons learned from last year’s committee meetings; planning for the coming year of committee meetings; and suggestions on how to improve the efficiency and effectiveness of board and committee meetings. It was noted that an ‘action tracker’ has been developed and introduced at the board and committee levels.</li> <li>• Board members were encouraged to provide feedback or ideas for process improvements following each board meeting.</li> </ul>
8.	<b>Break</b>	Board members were provided a short break.

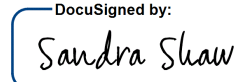
	<b>Agenda Items</b>	<b>Discussion</b>
9.	<b>Business Requiring Decision of Board</b>	<p>9.1 Election of Board Officers for 2022/23 The proposed slate of board officers for 2022/23 as recommended by the Governance &amp; Nominating Committee was presented for approval.</p> <p>J. Cosier reported that for the time being it is recommended, following consultation with RCHS' legal counsel, that the Treasurer position remain vacant due to the lack of a qualified candidate at the present time. She noted that the Finance &amp; Audit Committee (FAC) is actively engaged in the oversight of the financial management function of the organization. The Director of Corporate Services and Chief Financial Officer is experienced, and has implemented robust financial policies and procedures. The FAC and its Chair will provide the necessary financial oversight in the absence of a Treasurer.</p> <p>It is hoped that with continued efforts to recruit and/or train a suitable candidate, the position will be filled within the current board year. It was noted that the role description of the Treasurer position in the bylaws and the related board governance policy needs to be reviewed and updated to ensure that they align with up-to-date board governance practices. This work is planned for the current board year.</p> <p><b>Action:</b> The Board will continue efforts to recruit and/or train a suitable candidate for the Treasurer position with the aim to identify a candidate within the current board year.</p> <p><b>Motion:</b> That the following board officers for 2022/23 be appointed as follows:</p> <ul style="list-style-type: none"> <li>• Chair – Janet Cosier</li> <li>• Vice Chair – Christopher Cummings</li> <li>• Vice Chair – Terry Gilhen</li> <li>• Secretary – Sandra Shaw</li> </ul> <p><b>Moved by:</b> Dorothy Thomson                      <b>Seconded:</b> Jackie Lord                      <b>Carried.</b></p> <p>9.2 2022/23 Board Governance Action Plan T. Gilhen presented the annual Board Governance Action Plan developed by the Governance &amp; Nominating Committee, which incorporates feedback received as part of the 2021/22 board evaluation results. He noted that last year's evaluation had extremely positive results. It was noted that several themes were identified throughout the feedback, which are reflected in the draft action plan for 2022/23.</p> <p><b>Motion:</b> That the Board accepts the annual Board Governance Action Plan as recommended by the Governance &amp; Nominating Committee. <b>Moved by:</b> Terry Gilhen                      <b>Carried.</b></p>

	Agenda Items	Discussion
10.	<b>Business for Discussion &amp; Information</b>	<p>10.1 Annual Board Work Plan and Meeting Dates 2022/23 J. Cosier presented the annual board work plan and meeting dates for 2022/23. She noted that the work plan has evolved and is adjusted periodically as needed throughout the year as new items come forward. The work plan was accepted as presented.</p> <p>10.2 Draft Director Self-Assessment Tool S. Shaw, Chair, Governance &amp; Nominating Committee (GNC) presented a draft of the new director self-evaluation tool. She noted that the accreditation process has driven this action with standards related to improving quality and effectiveness in governance. Beginning this year, in addition to the board evaluating itself as a collective, the individual directors will complete a self-evaluation which attempts to evaluate if directors are satisfied and comfortable with their performance. The GNC proposes circulating the draft tool to returning board members to pilot the process. Director feedback on the purpose of the tool and the questions presented will be requested. Based on the feedback, the tool will be enhanced and will be circulated for completion at the end of the year in June 2023.</p> <p>S. Shaw noted that one outstanding question for discussion is how to report the results and effectively implement change considering the confidentiality of the information, and how the results will help improve individual director performance and experience.</p> <p><b>Action:</b> K. Gundersen to circulate director self-evaluation to returning board members for completion and input in October.</p> <p>10.3 2022 Alliance Conference Follow Up C. Cummings, S. Shaw, and M. Bellows attended the Alliance for Healthier Communities annual conference in June and were given an opportunity to share their learnings and experiences with the board.</p> <p>10.4 Accreditation Update M. Bellows provided a report on work to date to prepare for Accreditation, which is scheduled for February 7-9, 2023. The Leadership Team meets on a weekly basis to review the various standards and related indicators to ensure the organization is fully prepared for the site visit. Currently, the team is busy preparing and gathering evidence related to each indicator. A report on compliance of board governance indicators will be provided at the October board meeting.</p> <p><b>Action:</b> K Gundersen to circulate the 2018 accreditation report for information.</p> <p>10.5 Hybrid Videoconferencing for Meetings</p>

	Agenda Items	Discussion
		<p>The benefits experienced by directors with hybrid meetings were highlighted. It was noted that hybrid meetings allow everyone to come together regardless of personal circumstance, comfortability level, and commute time.</p> <p>Discussion and comments:</p> <ul style="list-style-type: none"> <li>• If hybrid meetings become the norm, a fulsome definition of when it is appropriate to offer meetings in a hybrid format, and when meetings should be strictly Zoom is required.</li> <li>• Quality technology to allow for hybrid meetings is costly and the technology evolves quickly.</li> <li>• Benefits of meeting in person are numerous including the benefits of discussing issues one-on-one with colleagues, and ability to build connections and relationships.</li> <li>• Meeting in a hybrid format may lead to the exclusion of individuals attending remotely from certain elements which are only experienced by those attending in person.</li> <li>• There are possible alternate funding sources or reallocations to explore if the desire is to move forward.</li> </ul> <p><b>Action:</b> Anne Caron will evaluate RCHS' financial means and make a recommendation regarding purchase of the necessary equipment and technology to facilitate hybrid meetings and will obtain quotes.</p>
11.	<b>Meeting Evaluation</b>	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
12.	<b>In-Camera Session</b>	<p><b>Motion:</b> That the board move to an in camera session at 7:35pm.  <b>Moved by:</b> Christopher Cummings      <b>Seconded by:</b> Sandra Shaw      <b>Carried.</b></p> <p><b>Motion:</b> That the board move out of an in camera session at 7:40pm.  <b>Moved by:</b> Christopher Cummings      <b>Seconded by:</b> Juli Heney      <b>Carried.</b></p>
13.	<b>Next Board meeting:</b>	Tuesday, October 25, 2022 at 5:30pm.
14.	<b>Adjournment</b>	<p><b>Motion:</b> That the meeting be adjourned at 7:40pm.  <b>Moved by:</b> Janet Cosier      <b>Carried.</b></p>

Approved by:

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**Janet Cosier, Board Chair**  
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**Sandra Shaw, Board Secretary**  
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