

## Board of Directors Meeting Minutes

Tuesday, May 30, 2023 at 5:30pm  
2 Gould St, Unit 118, Smiths Falls - Community Room

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

	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. Sandy Mark to provide a land acknowledgement.
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 May 30, 2023 be approved as circulated. <b>Moved by:</b> Sandy Mark <b>Seconded by:</b> Irv Mazurkiewicz <b>Carried.</b>
3.	<b>Board Education Session – Human Resources Strategy</b>	Michele Bellows, Chief Executive Officer and Anne Caron, Director of Corporate Services & CFO delivered an in-depth overview of the Human Resources Strategy which was developed over the last year.  Highlights of the presentation included: <ul style="list-style-type: none"> <li>• Overview of the organizations human resources foundations including the strategic approach towards planning, recruitment, and retention initiatives.</li> <li>• Highlights from the annual Healthy Workplace Staff Engagement Survey.</li> <li>• Background of health sector compensation challenges and current status.</li> <li>• Key human resources principles (organization &amp; workforce planning; innovative &amp; empowering work culture; recruitment &amp; retention; and performance management).</li> <li>• Benefits of good employee engagement.</li> <li>• Current organizational environment including what the organization is doing well and what the current challenges are.</li> </ul> Discussion and comments: <ul style="list-style-type: none"> <li>• Benchmarks on relation to employee engagement survey results would be helpful to compare with other similar organizations.</li> </ul>

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		<ul style="list-style-type: none"> <li>• Importance of advocacy at the provincial level in terms of funding for equitable and competitive compensation.</li> <li>• The benefits of the rural CHC model for our communities.</li> <li>• Lack of recognition from the government in terms of volunteer hours contributed.</li> <li>• The organization's total compensation is excellent.</li> </ul> <p>The board congratulated Michele and Anne on an excellent presentation and robust human resources strategy.</p>
4.	<b>Declaration of Conflict of Interest</b>	None declared.
5.	<b>Review of Outstanding Action Items</b>	Outstanding action items were reviewed.
6.	<b>Consent Agenda</b>	<p>6.1 Board Meeting Minutes – March 28, 2023  6.2 Board Retreat Meeting Minutes – May 6, 2023  6.3 Executive Committee Minutes – May 9, 2023</p> <ul style="list-style-type: none"> <li>i. Board Committee Membership 2023-2024</li> <li>ii. Board Director &amp; Officer Appointment 2023-24</li> </ul> <p>6.4 Governance &amp; Nominating Committee Minutes – May 2, 2023</p> <ul style="list-style-type: none"> <li>i. Governance Policy: GOV 311 Associate Directors</li> <li>ii. Governance Policy: GOV 35 Relationship Between Board of Directors &amp; Staff</li> <li>iii. Governance Policy: GOV 31 CEO Performance Evaluation</li> </ul> <p>6.5 Finance &amp; Audit Committee Minutes – April 20, 2023; May 25, 2023  6.6 Capital Development Committee Minutes – March 21, 2023; April 18, 2023; May 23, 2023</p> <p>Regarding the Governance &amp; Nominating Committee minutes of May 2, 2023, it was noted that a policy will be developed on mentorship of new board directors and will be discussed by the GNC in early fall before coming to the board for approval. It was noted that a work team comprised of several board members will be formed to assist in drafting the policy.</p> <p>See Secretary's note appended regarding the appointment of new board candidates for 2023-2024.</p> <p><b>Motion:</b> That the consent agenda and items contained therein be approved as presented.  <b>Moved by:</b> Sandra Shaw      <b>Seconded by:</b> Juli Heney      <b>Carried.</b></p>
7.	<b>CEO Report</b>	<p>Michele Bellows, Chief Executive Officer, referred members to her written CEO report included in the package.</p> <p>Michele updated the board on the status of the planned integration with Community Home Support Lanark County. Michele will be providing the board with further information regarding notifying Ontario Health East of the voluntary integration and will seek formal board endorsement prior to the AGM.</p>



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		<p>promote good collaboration and communication between the board and the CEO. It was noted that the CEO reports back to the board on progress towards achieving the objectives on a semi-annual basis through the Executive Committee.</p> <p><b>Motion:</b> That the Board approve the CEO Performance Objectives for 2023-2024 as recommended by the Executive Committee  <b>Moved by:</b> Janet Cosier <b>Carried.</b></p> <p>10.3 Declaration of Compliance for 2022-23  Michele bellows referred members of the board to the Declaration of Compliance – MSAA Schedule F as well as the exception report which were included in the meeting package. The declaration of compliance is signed annually by the board chair and confirms that the organization has fulfilled its obligations as included in the Multi-Sector Service Accountability Agreement. Michele reported that there were a few areas where the organization did not meet its established targets, largely due to group programming under-performance as a result of the pandemic. Michele assured the board that interest in group programming among clients has been renewed so far in fiscal 2023-24 and that the targets have been adjusted for this year.</p> <p><b>Motion:</b> That the Board approves the Schedule F – Declaration of Compliance and associated exception report for 2022-23 and directs the Chair to sign as recommended by the Finance &amp; Audit Committee.  <b>Moved by:</b> Chris Cummings <b>Carried.</b></p> <p>10.4 Strategic Plan Extension  Michele presented a report which outlined alignment between the priorities as identified in the organization’s strategic plan and the annual objectives included in the operational plan over the last two years. She reported that it is the recommendation of the senior leadership team to extend the strategic plan, originally approved for 2021-2024, to 2026 given the current health system environment and delays from an OHT level on moving priorities forward regionally, largely due to unclear direction from the government and the residual effects of the pandemic. It was confirmed that the strategic priorities as identified in the plan remain relevant, and it is the understanding that these priorities are reviewed on a regular basis by the board.</p> <p><b>Motion:</b> That the Board approves the proposed extension of the current strategic plan from 2021 – 2026 as recommended by the Executive Committee.  <b>Moved by:</b> Irv Mazurkiewicz <b>Carried.</b></p> <p>10.5 Alliance Health Equity Charter Endorsement  The board reviewed the Alliance for Healthier Communities Health Equity Charter which was included in the meeting package. The most recent version of the charter was established following a review in 2021. The Alliance</p>

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		<p>has requested the boards of each member organization endorse the charter annually. It was noted that the charter recognizes many minority groups, however, does not reflect the rural communities. Michele noted that this has been brought up to the Alliance previously, and it was confirmed that rural communities are included as part of the Alliance's health equity priorities as laid out in their strategic plan.</p> <p><b>Motion:</b> That the Board endorses the Alliance for Healthier Communities' Health Equity Charter.  <b>Moved by:</b> Janet Cosier      <b>Seconded by:</b> Jackie Lord      <b>Carried.</b></p> <p>10.6 Alliance Resolutions &amp; Voting Delegate  Members were referred to the Alliance for Healthier Communities annual resolutions package, which contain 5 policy resolutions, as well as the comments from management which were included in the meeting package.</p> <p>Discussion regarding the 1<sup>st</sup> proposed resolution, which is an amendment to the 2019 resolution "Indigenous Health in Indigenous Hands" ensued. A further BE IT RESOLVED clause is being recommended by the Alliance Board, as follows:</p> <p><b>BE IT FURTHER RESOLVED</b> that the Alliance and members commit to building safer environments for Indigenous peoples by incorporating the recommendations presented in the NE'IKKAANIGAANA "All My Relations" Toolkit and making sure all Board members and staff take the Indigenous Cultural Safety training offered by the IPHCC.</p> <p>It was noted that discussion surrounding this additional proposed resolution occurred at the Health Systems Changes Webinar on May 24<sup>th</sup>, with feedback that language should be adjusted. The board agreed to propose alternate wording for the resolution to "<i>to ensure all Board members and staff are offered Indigenous Cultural Safety training such as that available through the IPHCC</i>". If the modification is not accepted, the organization will vote no for this proposed amendment.</p> <p><b>Motion:</b> That the Board support the recommendations as put forward by management regarding the Alliance resolutions and vote accordingly, with the proposed modification to policy resolution #1.  <b>Moved by:</b> Christine Joli-Coeur      <b>Seconded by:</b> Juli Heney      <b>Carried.</b></p> <p><b>Motion:</b> That the Board delegate Sandra Shaw as the voting delegate for the 2023 Alliance AGM.  <b>Moved by:</b> Irv Mazurkiewicz      <b>Seconded by:</b> Sandy Mark      <b>Carried.</b></p>
11.	<b>Business for Discussion &amp; Information</b>	<p>11.1 Integrated Health and Social Services Hub Update  Sandy Mark provided an update on the last Capital Development Committee Meeting. Status reports were received from management and the project manager. Good progress is being made on the business case which is on schedule. The final site selection criteria were reviewed and the plan for a consensus meeting on June 22<sup>nd</sup> to make</p>

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		<p>the final recommendation to the board on the most suitable sites was outlined. The site selection criteria were identified by partner agencies, community representatives, and CDC representatives in addition to the mandatory criteria as established by the Ministry of Health. A special CDC meeting is scheduled for June 26<sup>th</sup> to solidify the recommendations which will be reviewed by the board prior to the AGM on June 27<sup>th</sup>. Sandy reported that a discussion on fundraising occurred, noting that other organizations who have been involved in the development of similar capital projects have done some fundraising, however RCHS does not have the capacity to take this on at this time. The conversation will continue if warranted and a possible sub-committee will be formed at that time.</p> <p><b>Action:</b> Michele Bellows will circulate the provincial health hub background document which outlines the benefits of integrated hubs.</p> <p>11.2 Legislative Compliance Report 2022-23 Michele Bellows referred board members to the legislative compliance report which was included in the meeting package. This document is updated annually and outlines the legislation which is applicable to the organization and includes all strategies/initiatives occurring to ensure the organization is meeting its legislative requirements.</p> <p>11.3 Operational Plan 2022-23 Final Status Report Michele Bellows referred members to the final status report for the 2022-2023 Operational Plan. Highlights were provided and items which are rolling over to 2023-2024 were outlined. The board congratulated Michele and her team for the vast amount of work undertaken in the last year, and the many achievements to be celebrated.</p>
12.	<b>Meeting Evaluation</b>	The link to the post-meeting online survey was included with the agenda. Board members were encouraged to provide feedback.
13.	<b>In-Camera Session - Annual CEO Year-End Performance Results for 2022-2023</b>	<p>Michele Bellows, Anne Caron, and Kristian Gundersen were excused from the meeting.</p> <p><b>Motion:</b> That the board move to an in-camera session at 7:42pm. <b>Moved by:</b> Janet Cosier      <b>Seconded by:</b> Chris Cummings      <b>Carried.</b></p> <p>The committee discussed the results of the CEO performance evaluation survey for 2022 to 2023.</p> <p><b>Motion:</b> That the board move out of an in-camera session at 8:05pm. <b>Moved by:</b> Janet Cosier      <b>Seconded by:</b> Chris Cummings      <b>Carried.</b></p>
14.	<b>Next Board meeting:</b>	<p>Tuesday, June 27, 2023, at 4:30pm (Short Board Meeting)          Tuesday, June 27, 2023, at 5:30pm (Annual General Meeting)          Tuesday, June 27, 2023 at 7:00pm (Short Board Meeting)          Tuesday, September 26, 2023 at 5:30pm (Board Meeting)</p>

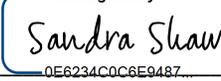
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15.	<b>Adjournment</b>	<b>Motion:</b> That the meeting be adjourned at 8:05pm. <b>Moved by:</b> Janet Cosier <b>Carried.</b>

**Approved by:**

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**Janet Cosier, Board Chair**  
 10/25/2023 | 4:04 PM EDT  


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**Date**

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**Sandra Shaw, Board Secretary**  
 10/25/2023 | 1:32 PM PDT  


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**Date**

**Secretary’s Note – Approval of Board Candidates for 2023-2024**

A motion was passed electronically by the Board on April 24, 2023 following recommendation from the Governance & Nominating Committee regarding new board candidates for 2023-2024. Two vacancies have been filled in anticipation of the completion of Janet Cosier and Terry Gilhen’s tenure in June 2023. A third candidate was recommended for an Associate Director position following revisions to GOV 311 – Associate Directors (formerly Community Representatives) in April 2023. Summaries of the three candidates CVs and background on the Selection Sub-Committee’s recruitment process were circulated to the board.

**Motion:** The Governance and Nominating Committee recommends Board approval of two candidates for Board Director, Bridget Bygrave and Sharon O’Hara, and recommends Board approval of Tim Woods as Associate Director, all for one year terms for 2023/2024, to be ratified by the Corporation at the June 27th Annual General Meeting.

**Moved by:** Sandra Shaw **Carried (all in favour).**