

Board of Directors Meeting Minutes

Tuesday, September 28, 2021

4:00pm via Zoom

Present:	Janet Cosier (Board Chair), Terry Gilhen (Secretary), Michèle LeBlanc (Treasurer), Don Palmer, Deb McGuire, Jackie Lord, Sandra Shaw, Christopher Cummings, Christine Joli-Coeur, Katie Weststrate, Dorothy Thomson, Michele Bellows (CEO/Ex-Officio), Anne Caron (Director of Corporate & Administration Services), Kelly Barry (Interim Director of Primary Care), Tracey Fuller (Interim Director of Health Promotion), Kristian Gundersen (Executive Assistant to the CEO and Board of Directors / Recorder)
Regrets:	Veena Ravichandran


	Agenda Items	Discussion
1.	Constitution of Meeting & Welcome	<p>J. Cosier called the meeting to order at 4:00pm. She invited Michele Bellows to provide the land acknowledgement and suggested to the board that going forward this role will be shared amongst board members on a rotating basis. The land acknowledgement should be personalized based on individual's own experience, research, or thoughts.</p> <p>Board members were encouraged to ask questions and provide comments or input to items for discussion which contributes to learning and knowledge development for everyone.</p> <p>Tracey Fuller (Interim Director of Health Promotion) and Kelly Barry (Interim Director of Primary Care Programs) were both welcomed to the board meeting.</p>
2.	Approval of Agenda	<p>There were no additions or revisions requested to the agenda.</p> <p>Motion - That the RCHS Board agenda for September 28, 2021, be approved as circulated. Moved by: Chris Cummings Seconded by: Sandra Shaw Carried.</p>
3.	Board Education – RCHS Cyber Security Framework	<p>A presentation on RCHS' Cyber Security Framework was delivered by Cathy Simpson, Manager – Information Systems and Anne Caron, Director – Corporate and Administration Services.</p> <ul style="list-style-type: none"> - An overview of RCHS' comprehensive cyber security framework was given, including strategies in place to ensure systems are safe and secure, related education and policies for staff, incident management procedures, and mitigation strategies in the event of system attack. - It was noted that RCHS has insurance in place for cyber security incidences which includes access to malware specialists who can assist with negotiation processes in the event of system failure. - The presentation slides were included with the Board package. <p>The Board thanked Ms. Simpson and Ms. Caron for their informative presentation.</p>

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4.	Declaration of Conflict of Interest	None declared.
5.	Consent Agenda	<p>5.1 Board Meeting Minutes – May 25, 2021; June 17, 2021 (special meeting)</p> <p>5.2 Finance and Audit Committee Minutes – May 20, 2021; June 17, 2021(special meeting)</p> <p>5.3 Governance and Nominating Committee Minutes – September 21, 2021</p> <p>i. Annual Board Governance Evaluation Results 2020-2021</p> <p>ii. Timing of Board & Committee Meetings</p> <p>Motion - That the consent agenda and items contained therein be approved as presented. Moved by: Dorothy Thomson Seconded by: Terry Gilhen Carried.</p>
6.	CEO Report	<p>M. Bellows provided highlights from her written CEO Report:</p> <ul style="list-style-type: none"> - As part of RCHS's role as fund-holder for the Lanark, Leeds, and Grenville Ontario Health Team, all hiring and onboarding of OHT employees is now complete. Thanks was extended to all who were involved with this process. - The COVID-19 Immunization Policy was introduced as there are implications for RCHS volunteers including board members. - RCHS' social media plan is coming to fruition with a targeted launch date of mid-October for both Facebook and Instagram accounts. - Internal recruitment is underway for a Director of Integrated Care. The decision to amalgamate two vacant director positions (formerly the Director of Primary Care Programs and the Director of Health Promotion) came after rigorous strategy sessions and input from the entire Leadership Team.
7.	Board Chair Report (verbal report)	<p>J. Cosier provided an update on the following:</p> <ul style="list-style-type: none"> - Both orientation sessions for new board members were a success. Thanks were extended to the staff involved with coordinating. - A suggestion has been made to allow board members to sit on board committees which they are not necessarily assigned to for observation and professional development, if desired. - Any new board members who wish to be assigned a mentor or coach in their first year can reach out to the Board Chair to make these arrangements. - The LLG Board-to-Board Collaborative Governance forum is planning for its next semi-annual meeting. This group is composed of board governors of various organizations in the Lanark, Leeds, and Grenville area. Anyone who is interested in joining should reach out for more information. - Both Country Roads Community Health Centre and ConnectWell Community Health have announced the retirement of their Executive Directors and recruitment campaigns have been established. - A meeting was recently held with Shawn Pankow, Mayor of Smiths Falls, to discuss funding opportunities to ensure food security in the region. Mr. Pankow identified a donation opportunity with a local company which will be discussed further at the next board meeting.

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8.	Business Requiring Decision of Board	<p>8.1 Election of Board Officers & Committee Membership 2021-22</p> <p>A slate of proposed board officers as well as committee chairs and membership were presented following recommendations from the Governance & Nominating Committee. It was noted that this year, committee Vice-Chair positions have been established with the intent to build leadership capacity and to support succession planning for future board leadership positions.</p> <p><u>Proposed Board Officers for 2021-22</u> Board Chair – Janet Cosier Secretary – Terry Gilhen Treasurer – Michèle LeBlanc</p> <p>Motion: That the Board adopts the slate of proposed committee membership and board officers for 2021-2022 as recommended by the Governance & Nominating Committee. Moved by: Terry Gilhen Seconded by: Michèle LeBlanc Carried.</p> <p>8.2 Annual Board Work Plan & Meeting Dates 2021-22</p> <p>A draft of the annual board work plan and board meeting dates for 2021-2022 was presented for consideration. The annual work plan consolidates all areas of board responsibility and gives the board an overview of work to be completed at the committee level.</p> <p>Motion: That the board adopts the annual work plan for 2021-2022 as presented. Moved by: Terry Gilhen Seconded by: Michèle LeBlanc Carried.</p>
9.	Business for Discussion & Information	<p>9.1 RCHS COVID-19 Immunization Policy</p> <p>M. Bellows presented the internal COVID-19 Immunization policy which mandates COVID-19 vaccination for all staff, students, contractors, and volunteers with RCHS. This policy, which was developed with support from legal counsel and regional partners, came into effect as of September 15, 2021 following Leadership Team approval. The policy requires staff, students, contractors, and volunteers (including the Board of Directors) to submit proof of two doses of a COVID-19 vaccination prior to October 31, 2021. Exceptions to this policy are only granted under medical exemption or creed, as per the Ministry of Health’s Directive #6. Much thought and consideration was given to the development of this policy, with staff and client safety being a top priority.</p> <p>Board members are asked to submit proof of two vaccinations, in confidence, to Kristian Gundersen no later than October 31, 2021.</p> <p>9.2 Integrated Risk Management Framework</p>

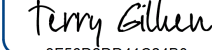
	Agenda Items	Discussion
		<p>An overview of the risk management framework was given, including the process to identify, evaluate, understand, and mitigate organizational risks. The presentation slides were included with the Board package. Semi-annual updates of the risk register and associated mitigation strategies will be provided to the board in October and April annually.</p> <p>9.3 Equity, Diversity, Inclusivity, & Justice (EDIJ) Workplan Updates</p> <p>T. Fuller gave a brief update on the status of internal anti-racism and anti-oppression initiatives, including the development of the internal EDIJ work plan. Current areas of interest include staff training and education, LGBTQ+ inclusive healthcare, and support and awareness to issues faced by indigenous people. Staff will assist with the priority setting for the EDIJ portfolio which continues to grow and evolve.</p> <p>A date is being held for an education session with the City for All Women Initiative (CAWI), which will include foundational anti-oppression and anti-racism knowledge for board members to build on.</p>
10.	Meeting Evaluation	The link to the online survey question was included with the agenda.
11.	In Camera Session: RCHS Internal Leadership Structure	<p>A. Caron, K. Barry, T. Fuller, and K. Gundersen were excused from the meeting.</p> <p>Motion – That the Board move to an in-camera session at 6:07pm. Moved by: Deb McGuire Seconded by: Michèle LeBlanc Carried.</p> <p>The internal RCHS Leadership structure was discussed.</p> <p>MOTION – That the Board move out of an in-camera session at 6:45pm. Moved by: Janet Cosier Seconded by: Sandra Shaw Carried.</p>
12.	Next Board meeting:	<p>Tuesday, October 19, 2021 (CAWI Education Session) from 4:30pm-5:30pm</p> <p>Tuesday, October 26, 2021 from 4:30-7:00pm</p>
13.	Adjournment	<p>MOTION: That the meeting be adjourned at 6:45pm. Moved by: Janet Cosier Carried.</p>

Approved by:

DocuSigned by:


 Chair
 10/27/2021 | 5:50 PM EDT

 Date

DocuSigned by:


 Secretary
 10/27/2021 | 4:09 PM PDT

 Date