

BOARD OF DIRECTORS – OPEN MEETING – IN-PERSON

Date: Monday, May 8, 2023
Time: 1700 – 1900 hours
Location: Donald Gordon Centre, 421 Union Street, Kingston – Conference Room C

Start	Time	Item	Topic	Lead	Purpose	Attachment
1.0 CALL TO ORDER, QUORUM CONFIRMATION, DECLARATION OF CONFLICT, AGENDA APPROVAL						
1700	5 min	1.1	Welcome, Call to Order, Confirmation of Quorum, Conflict of Interest Declarations	Thesberg	Discuss	Verbal
		1.2	Consent Agenda Items	Thesberg	Approve/ amend	Briefing note
		1.2.1-a	Briefing Note – Consent Agenda			
		1.2.1-b	Chief of Staff/Medical Advisory Committee Report			
		1.2.1-c	University Hospitals Kingston Foundation Report			
		1.2.1-d	KHSC Quality Safety Plan			
		1.2.1-e	Access to Care			
		1.2.1-f	Health Human Resources Recruitment Update			
		1.2.1-g	Collective Bargaining Update			
		1.2.1-h	Report on ethic Dimensions of KHSC Care Delivery in the COVID Environment			
		1.2.1-i	Leadership & Talent Development Year End Report & Talent Management Update			
		1.2.1-j	Rules of Order Confirmation 2023-24			
		1.2.1-k	Guidelines for the Assignment of Non-Director Members to Standing & Special Committees			
		1.3	Approval of Open Agenda	Thesberg	Approve/ amend	Draft agenda
		1.4	Approval of Draft Minutes – March 2023	Thesberg	Approve/ amend	Draft minutes
2.0 BUSINESS ARISING FROM THE MINUTES						
3.0 MATTERS REQUIRING DECISION						
1705	5 min	3.1	Proposed Executive Committee Meeting Schedule	Thesberg	Approve/ amend	Briefing note & updated Board schedule
1710	5 min	3.2	Proposed Executive Committee & Amended Governance Committee Work Plans	Thesberg/Wilson	Approve/ amend	Briefing note & work plans
1715	15 min	3.3	Ontario Not-for-Profit Corporations Act – Recommendation from Board’s Executive Committee	Thesberg	Approve/ amend	Briefing note
			<ul style="list-style-type: none"> • BLG Work Plan • KHSC Letters Patent • Proposed Articles of Amendment • Proposed Corporate Bylaw • Partnership Council Resolutions 			

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Start	Time	Item	Topic	Lead	Purpose	Attachment
4.0 MATTERS FOR DISCUSSION						
1730	5 min	4.1	President and CEO Update	Pichora	Discuss	Presentation @ meeting
5.0 BOARD COMMITTEE REPORTING						
1735	5 min	5.1	Executive Committee	Thesberg	Discuss	Verbal
1740	10 min	5.2	Governance Committee	Wilson	Discuss	Verbal
1745	5 min	5.3	Patient Care & Quality Committee • Program Profile: Partnerships	Leslie	Discuss	Briefing note + slides
1750	5 min	5.4	People, Finance & Audit Committee	Cosford	Discuss	Verbal
1755	5 min	5.5	Research Committee	Lawford	Discuss	Verbal
6.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting)						
1800	5 min	6.1	Motion to Move In-Camera	Thesberg	Inform	Verbal
11.0 REPORT ON IN-CAMERA MATTERS						
1835	5 min	11.1	Motion to Report on Decisions Approved In-Camera	Thesberg	Inform	Verbal
		11.2	Date of Next Meeting, Meeting Effectiveness Survey & Termination	Thesberg	Inform	Verbal
SESSION WITH ELECTED MEMBERS AND CEO						
SESSION WITHOUT MANAGEMENT PRESENT						

BOARD OF DIRECTORS OPEN MEETING: MAY 8, 2023

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held at the Donald Gordon Centre, 421 Union Street, in Conference Room C on Monday, May 8, 2023 from 1655 to 1845 hours. As outlined in the Notice of meeting, members were invited to attend in person or by videoconference. The following are the open minutes.

Elected Members Present (voting): Alan Cosford (hybrid), Mélanie-Josée Davidson, Anne Desgagnés, David Fell, Jane Fitzgerald, Michele Lawford (phone), Emily Leslie, Sherri McCullough, Martha Munezhi, Mona Rahman, Laura Talbot-Allan, Axel Thesberg (Chair) and Sandy Wilson.

Ex-officio Members Present (voting): nil.

Ex-officio Members Present (non-voting): Jason Hann, Dr. Mike Fitzpatrick and Dr. David Pichora.

Regrets: Dr. Nazanin Alavi, Brent Atkinson, David Pattenden and Dr. Jane Philpott.

Staff: Rhonda Abson (Recording Secretary), Amit Bansal, Sandra Carlton, Brenda Carter, Tracey Cuddington, Val Gamache-O'Leary, Chris Gillies, Renate Ilse, Steve Smith, Krista Wells Pearce and Tom Zsolnay.

1.0 CALL TO ORDER, CONFIRMATION OF QUORUM, CONFLICT OF INTEREST DECLARATION CONSENT & AGENDA APPROVALS

1.1 Call to Order & Chair's Welcome

Axel Thesberg called the meeting to order, confirmed quorum and ensured that directors joining by videoconference or phone could hear the proceedings. No declarations of conflict were recorded.

The date of the next KHSC Board meeting will take place on Monday, June 19, 2023 starting at 1500 hours followed by the corporation's annual general meeting and special meeting to elect Officers.

Board members were encouraged to complete the meeting effectiveness survey at the conclusion of the meeting.

1.2 Approval of Consent Agenda

Agenda materials was posted on the Board portal on May 3, 2023. The following items were provided as part of the consent agenda:

- a) Report: Chief of Staff/Medical Advisory Committee Report
- b) Report: University Hospitals Kingston Foundation Update

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- c) Briefing Note: Adjustments to KHSC Quality Safety Plan
- d) Briefing Note: Access to Care Update
- e) Briefing Note: HHR Update Recruitment and Incentive Strategy
- f) Briefing Note: Collective Bargaining Update
- g) Briefing Note: Report on Ethical Dimensions of KHSC Care Delivery
- h) Briefing Note: Leadership & Talent Development Year-End Report & Talent Management Update
- i) Briefing Note: Rules of Order and Confirm for 2023-24
- j) Briefing Note: Guidelines for the Assignment of Non-Director Members to Standing and Special Committees

The Chair invited changes to the consent agenda.

Moved by seconded by Anne Desgagnés, seconded by Mona Rahman:

THAT the consent agenda be approved as circulated.

CARRIED

1.3 Approval of Open Agenda

Moved by Jane Fitzgerald, seconded by David Fell:

THAT the agenda be approved as circulated.

CARRIED

1.4 Approval of Draft Minutes

The draft minutes were pre-circulated in advance of the meeting.

Moved by Sandy Wilson, seconded by Laura Talbot-Allan:

THAT the open minutes of the KHSC Board of Directors' meeting held on March 27, 2023 be approved as circulated.

CARRIED

2.0 BUSINESS ARISING FROM THE MINUTES – nil.

3.0 MATTERS REQUIRING DECISION

3.1 Proposed Executive Committee Meeting Schedule

At the March 2023 KHSC Board meeting, the proposed 2023-24 board and committee meeting schedule was endorsed. The Chair noted that the executive committee held its first meeting on April 12, 2023 to commence work on the transition plan to support changes under Ontario's Not-for-profit Corporations Act. Based on draft

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work plan presented at the meeting, it is recommended that the Executive Committee will meet on two occasions in 2023-24.

Moved by Sherri McCullough, seconded by Emily Leslie:

THAT, as recommended by the executive committee, the proposed meeting dates for the executive committee be incorporated into the Board endorsed 2023-24 master meeting schedule as approved by the Board at its March 27, 2023 meeting.

CARRIED

3.2 Proposed Executive Committee & Amended Governance Committee Work Plans

The Chair drew attention to the proposed amendments to the current 2022-23 executive and governance committee work plans. With the Executive Committee assuming oversight of the CEO and chief of staff performance evaluation processes, a draft work plan has been prepared outlining the transfer of deliverables from the governance to the executive committee. At the June 7 executive committee meeting, the main focus of discussion will be to finalize the report to the board on the 2022-23 performance evaluations for the president and CEO and chief of staff and to bring forward a recommendation to the Board on pay for performance. As well, an update on overall succession planning at the leadership and physician level has been included on the draft work plan. In terms of ONCA work, Nick Pasquino from BLG will be joining the meeting to continue discussion around the structural documents related to ONCA.

Moved by Sandy Wilson, seconded by Mélanie-Josée Davidson:

THAT, as recommended by the governance and executive committees, the revised governance committee and proposed executive committee work plans for the remainder of 2022-23 be endorsed as presented.

CARRIED

3.3 Ontario Not-for-Profit Corporations Act – Recommendations from Executive Committee

In advance of the meeting, board members received the following materials: a) copy of the proposed work plan prepared by BLG listing a number of Board deliverables; b) copy of the operating agreement between KHSC and Kingston General Health and the Religious Hospitallers of St. Joseph of the Hotel Dieu of Kingston; d) current copy of KHSC's Letters Patent; e) proposed Articles of Amendment for KHSC; f) draft KHSC Corporate By-law; g) proposed written resolutions of the Partnership Council. The Chair noted that the Board had recently passed a motion to separate the Corporate and Professional Staff By-laws. There are no changes to the Professional Staff By-laws and, as outlined in the cover email to Board members when the materials were posted, a link to the Professional Staff By-law was provided.

The briefing note provided a detailed overview of the executive committee's recent deliberations as well as a series of resolutions for the Board's consideration. It was noted that the Articles of Amendment should read that the minimum number of directors is 15 to a maximum of 21, not 25. The Chair then highlighted the board structure design changes including the need for directors to depart the meeting during a conflict of interest declaration and the implications for the cross appointed positions. The executive committee felt it was important for the cross appointees to maintain their voting status and that, if they declared a conflict and had to leave the room, a resource from the cross-appointed board organization would be invited as a resource to attend the meeting. The executive committee is recommending that the immediate past chair position be voting and that this individual would serve for a 1-year term. The Chair noted that the current KHSC Corporate By-law does not allow former staff/professional staff to sit on the Board. The executive committee is recommending updating the excluded person language to include contractors and individuals holding elected office as well as including a three-year cooling off period for staff, professional staff, and contractors. Further discussion will be needed around delegated authority and implications for committee memberships with respect to having only elected voting directors. The Chair noted that further discussion will be needed and the need for the governance committee to reflect on governing structures and decision-making. In response to a question around conflict of interest process, the Chair confirmed that all who declare conflict will be required to leave the room.

Moved by Mélanie-Josée Davidson, seconded by Emily Leslie:

WHEREAS:

- A. The Corporation was incorporated as a corporation without share capital under the *Corporations Act (Ontario)* by letters patent of incorporation dated January 27, 2017 (the "Letters Patent").
- B. The *Not-for-Profit Corporations Act, 2010 (Ontario)* (the "ONCA") was proclaimed into force on October 19, 2021 and it is in the best interests of the Corporation to update its governance documents, specifically its Letters Patent by adopting Articles of Amendment, its existing consolidated by-law by adopting a new corporate by-law based on the Ontario Hospital Association's prototype, and restating its existing professional staff by-law as a stand-alone by-law, all for the purpose of conforming to ONCA (collectively, the "Constating Documents").
- C. The operating agreement governing the Corporation dated March 30, 2017 (the "Operating Agreement") requires that amendments to the Constating Documents require approval of the Partnership Council as that term is defined in the Operating Agreement.
- D. It is further in the best interest of the Corporation to update certain of its governance policies and committee terms of reference to comply with ONCA (the "Governance Documents").

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- E. A copy of the Constatting Documents and the Governance Documents have been circulated to the Corporation's board of directors (the "Board") in advance of this meeting.

NOW THEREFORE BE IT RESOLVED THAT:

1. the Constatting Documents and Governance Documents are approved;
2. subject to the confirmation of the Constatting Documents by:
 - (a) special resolution of the Corporation's members, and
 - (b) approval by the Partnership Council under the terms of the Operating Agreement, any two (2) directors who are officers of the Corporation (the "Authorized Signatories") are together authorized and directed to execute and deliver the Constatting Documents and to do all things necessary or desirable to give effect to the Constatting Documents, with such further amendments as the Authorized Signatories may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction in respect of the Constatting Documents, without the need for further approval of the Board, the Corporation's members, or the Partnership Council, and the executed Constatting Documents shall be conclusive evidence of approval by the Authorized Signatories, and the documents so executed, delivered, and filed with governmental authorities are the Constatting Documents authorized by this resolution; and
3. any director or officer of the Corporation is authorized and directed to take all steps necessary or desirable to give effect to the Constatting Documents, the Governance Documents, and these resolutions."

CARRIED

Michele Lawford departed the meeting at 1715 hours.

4.0 MATTERS FOR DISCUSSION

4.1 President and Chief Executive Officer

Dr. David Pichora recommended that his update to the Board be provided during the closed portion of the meeting.

5.0 BOARD COMMITTEE REPORTING

5.1 Executive Committee – April Meeting Highlights

As reported earlier, the main focus of the April executive committee meeting was review of the committee's draft work plan, confirming for recommendation the committee meeting schedule, and working with BLG in the development of the constating documents.

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5.2 Governance Committee – April Meeting Highlights

Sandy Wilson, Chair of the governance committee, reported on the committee's decision to recommend Robert's Rules of Order; to discuss and recommend non-director members for committee compositions, to review and recommend the necessary adjustments to the governance committee's work plan, and to review the applications of five candidates for potential board vacancies. The governance committee was also engaged in the board officer process and a recommendation will be brought forward to the in-camera segment of the meeting.

5.3 Patient Care & Quality Committee – April Meeting Highlights

Emily Leslie, Chair of the patient care and quality committee, confirmed that committee discussed the draft annual corporate plan at the April meeting and that members had a good discussion on access and flow. The president and CEO provided an update at the last meeting and the committee reviewed the critical incident reporting process. Patient experience stories continue to be well received and the committee received an excellent report on community partnerships. David Campbell, KHSC ethicist, presented an overview of ethical dimensions of KHSC care delivery in the COVID environment.

5.4 People, Finance & Audit Committee – April Meeting Highlights

Alan Cosford, Chair of the people, finance and audit committee, highlighted the committee's engagement in reviewing the draft format for the audited financial statements. The committee was also engaged in a discussion around the annual corporate plan. Alan Cosford confirmed that discussions continue around the KGHRI financial statements. Further discussion will be needed with KPMG as well as obtaining legal advice. The committee also received an update on health human resources and on the redevelopment project.

5.5 Research Committee – April Meeting Highlights

On behalf of Michele Lawford, Chair of the research committee, Axel Thesberg provided an update on April committee deliberations. The committee discussed the KGHRI president and CEO performance evaluation process and the composition of the review committee. Committee members also received a presentation from the chief financial officer on how research is funded and how cash flows between the KGHRI and Queen's. Understanding the factors and processes around how research projects are funded and how it is determined if a specific project is KGHRI or Queen's will require further discussion. The committee continues to discuss appropriate performance measures, particularly as it relates to the annual corporate plan. Work is underway to arrange a tour of the W.J. Henderson Patient-oriented Research Centre and invitations will be extended to the KHSC board once the date/time has been confirmed.

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6.0 IN-CAMERA SEGMENT

6.1 Motion to Move In-Camera

Moved by Sandy Wilson, seconded by Martha Munezhi:

THAT the Board move into an in-camera session.

CARRIED

11.0 REPORT ON IN-CAMERA MATTERS

11.1 Motion to Report on Decisions/Discussion Approved In-Camera

The Chair invited a motion to report on the following in-camera items:

- The board in-camera minutes from the March 2023 meeting were approved;
- The board received the approved February Patient Care, People Finance and Audit and Governance committee minutes;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved a housestaff appointment;
- The board received the quality of care Q4 report;
- The board received the financial package for the month ending February 2023;
- The board approved the 2023-24 annual corporate plan and strategic performance indicators
- The board endorsed the officers for 2023-24 which will be presented and announced at the special board meeting following the AGM on June 19;
- The President and CEO provided an update on provincial/regional incident management system tables being reconstituted to address summer physician staffing challenges in small hospitals; the retirement of the President and CEO at Lennox & Addington County General Hospital; an update on labour relations; information regarding KHSC's cybersecurity structures; an overview of the impact of the recent ONA settlement; discussion around delegated authority; next steps in redevelopment project planning were discussed; and an update on the Lumeo project was provided.

11.2 Date of Next Meeting, Meeting Effectiveness Survey & Termination

The date of the next KHSC board meeting is Monday, June 19, 2023 at 1500 hours. The meeting effectiveness survey is available on the portal site. On motion of Sherri McCullough, the meeting terminated at 1845 hours.

12.0 SESSION WITH ELECTED MEMBERS AND CEO – a brief session was held.

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13.0 SESSION WITHOUT MANAGEMENT PRESENT – no session.

Axel Thesberg
Chair