

## BOARD OF DIRECTORS – OPEN MEETING – IN-PERSON

Date: Monday, June 19, 2023  
Time: 1500 – 1830 hours  
Location: <https://kingstonhsc-ca.zoom.us/j/83544009801>

Start	Time	Item	Topic	Lead	Purpose	Attachment
<b>1.0 CALL TO ORDER, QUORUM CONFIRMATION, DECLARATION OF CONFLICT, AGENDA APPROVAL</b>						
1500	10 min	1.1	Call to Order, Chair's Remarks, Quorum Confirmation, Conflict 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 Performance Reporting F23-Q4			
		1.2.1-e	Health Human Resources Recruitment Update – Focus on Inclusion			
		1.2.1-f	Access & Flow Report			
		1.2.1-g	Trillium Gift of Life Annual Report			
		1.2.1-h	Canadian Residents Matching Service Annual Report			
		1.2.1-i	Quality Improvement Plan Q4 Report			
		1.2.1-j	Meeting Effectiveness Overall Results & Approach to 2023-24			
		1.2.1-k	2023-24 Board Policy Updates <ul style="list-style-type: none"> <li>• Policy II-2: CEO Direction</li> <li>• Policy V-2: Conflict of Interest Provisions for Directors &amp; External Members</li> <li>• Policy V-3: Board Conduct</li> <li>• Policy V-A-1: Director &amp; External Member Declaration</li> <li>• Policy V-B-0: Process for Nomination of Directors</li> </ul>			
		1.2.1-l	Annual Health & Safety Report			
		1.3	Approval of Open Agenda	Thesberg	Approve/ amend	Draft agenda
		1.4	Approval of Draft Minutes – April 2023 & May 2023	Thesberg	Approve/ amend	Draft minutes
<b>2.0 BUSINESS ARISING FROM THE MINUTES</b>						
<b>3.0 MATTERS REQUIRING DECISION</b>						
1515	10 min	3.1	Approval Draft Audited Financial Statements – March 31, 2023	Cosford/ KPMG Auditors	Approve/ amend	Briefing note, draft statements & MD&A
1525	5 min	3.2	Appointment of the Auditors for Fiscal 2023-24	Cosford	Approve/ amend	Briefing note
1530	5 min	3.3	Board Education – Inclusion Training	Wilson	Approve/ amend	Briefing note

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<b>4.0 MATTERS FOR DISCUSSION</b>						
1535	5 min	4.1	President and CEO Update	Pichora	Discuss	Presentation @ meeting
<b>5.0 BOARD COMMITTEE REPORTING</b>						
1540	5 min	5.1	Executive Committee	Thesberg	Discuss	Verbal
1545	10 min	5.2	Governance Committee & Year End Report	Wilson	Discuss	Briefing note
1550	5 min	5.3	Patient Care & Quality Committee & Year End Report • Program Profile: Regional Stroke Program	Leslie	Discuss	Briefing notes + slides
1555	5 min	5.4	People, Finance & Audit Committee & Year End Report	Cosford	Discuss	Briefing note
1600	5 min	5.5	Research Committee & Year End Report	Lawford	Discuss	Briefing note
<b>6.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting)</b>						
1605	5 min	6.1	Motion to Move In-Camera	Thesberg	Inform	Verbal
<b>11.0 REPORT ON IN-CAMERA MATTERS</b>						
1815	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
<b>SESSION WITH ELECTED MEMBERS AND CEO</b>						
<b>SESSION WITHOUT MANAGEMENT PRESENT</b>						

## **BOARD OF DIRECTORS OPEN MEETING: JUNE 19, 2023**

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held by video-conference on Monday, June 19, 2023 from 1500 to 1850 hours. The following are the open minutes.

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

Ex-officio Members Present (voting): Brent Atkinson and Dr. Jane Philpott.

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

Regrets: Dr. Nazanin Alavi.

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

Guests: Lori Huber, Lead Audit Engagement Partner, KPMG pertaining to agenda item #3.1.

### 1.0 CALL TO ORDER, CONFIRMATION OF NOTICE, QUORUM, CONFLICT DECLARATIONS, AGENDA APPROVAL

#### 1.1 Call to Order, Confirmation of Quorum, Conflict Declarations, Agenda Approval

Axel Thesberg called the meeting to order, confirmed quorum and reminded members to complete the board effectiveness survey at the conclusion of today's meeting.

A board education and orientation refresh will be held on Wednesday, September 6, 2023 starting at 1600 hours. Planning is underway for an in-person event on Wednesday, September 20, 2023 starting at 1700 hours and further details on both events will be provided over the summer.

The date of the next regular KHSC board meeting is Monday, October 23, 2023 at 1600 hours.

The Chair invited declarations of conflict and advised members of his conflict relating to the appointment of the auditors, agenda item #3.2, advising members that he has a minor economic interest in the auditing firm, KPMG, as a retired partner and that Sherri McCullough will assume the Chair for this decision item. No further conflicts were recorded.

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## 1.2 Consent Agenda Items

Agenda materials were posted on the Board portal on June 14, 2023. The following items were provided as part of the consent agenda:

- Report: Chief of Staff/Medical Advisory Committee Report
- Report: University Hospitals Kingston Foundation Update
- Briefing Note: KHSC Performance Reporting F23-Q4
- Strategy Performance Report Q4
- Service Accountability Agreement Q4
- Strategy Performance Index Q4
- Briefing Note: Health Human Resources Update – Focus on Inclusion
- Briefing Note: Access and Flow Report – May 2023
- Briefing Note: Trillium Gift of Life Annual Report
- Briefing Note: Canadian Residents Matching Service Annual Report
- Briefing Note: Quality Improvement Plan Q4
- Briefing Note: Meeting Effectiveness Overall Results & Approach for 2023-24
- Briefing Note: 2022-23 Board Policy Review
- II-2 CEO Direction
- V-2 Conflict of Interest Provisions for Directors/External Members
- V-3 Board Conduct
- V-A-1 Director and External Member Declaration
- V-B-0 Process for Nomination of Directors
- Briefing Note: Annual Health and Safety Report

The Chair recognized a request to table the consent agenda item on Meeting Effectiveness Overall Results and Approach to 2023-24 to allow for further discussion at an upcoming meeting. It was felt that the peer-to-peer evaluation process required discussion by the full Board.

Moved by Laura Talbot-Allan, seconded by David Pattenden:

THAT the consent agenda be approved as amended.

CARRIED

## 1.3 Approval of Agenda

The Chair drew attention to the pre-circulated agenda and no amendments were identified.

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Moved by Alan Cosford, seconded by Jane Fitzgerald:

THAT the agenda be approved as circulated.

CARRIED

#### 1.4 Approval of Board Minutes – April 3, 2023

The draft minutes of the April 3 and May 8, 2023 meetings were circulated in advance of the meeting.

Moved by Sherri McCullough, seconded by Laura Talbot-Allan:

THAT the open minutes of the KHSC Board of Directors' meeting held April 3, 2023 be approved as circulated.

CARRIED

Moved by Anne Desgagnés, seconded by Emily Leslie:

THAT the open minutes of the KHSC Board of Directors' meeting held May 8, 2023 be approved as circulated.

CARRIED

The Chair welcomed Lori Huber, Lead Audit Engagement Partner, KPMG, to the meeting.

#### 2.0 BUSINESS ARISING FROM THE MINUTES – nil.

#### 3.0 MATTERS FOR DECISION

##### 3.1 Approval Draft Audited Financial Statements – March 31, 2023

Lori Huber thanked members of the Board for the opportunity to attend and respond to questions relating to this year's audit. New accounting and auditing standards were introduced this past year and confirmed that the financial statements were prepared by management in accordance with these standards. Particular attention was drawn to Note 18 of the statements pertaining to Bill 124; KPMG confirmed that KHSC management has reviewed the status of each collective agreement and the status of non-union wage grid adjustments under the repealed Act. Accruals have been recorded based on the information available at the time of finalizing the statements. Ms. Huber confirmed that no significant issues were identified during the audit.

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Moved by Alan Cosford, seconded by Laura Talbot-Allan:

THAT, having received the auditors' report and recommendation from the People, Finance and Audit Committee, the draft Audited Financial Statements and accompanying Notes to the statements and the related unaudited Management Discussion and Analysis for the year ended March 31, 2023 be approved by the Board of Directors.

CARRIED

Lori Huber departed the meeting at 1515 hours.

### 3.2 Appointment of the Auditors for Fiscal 2023-24

As noted earlier in the meeting, Axel Thesberg declared a conflict of interest in relation to the auditor appointment recommendation. Sherri McCullough assume the Chair and Axel Thesberg departed the meeting. Alan Cosford, Chair of the People, Finance and Audit drew attention to the Committee's recommendation. It was noted that KPMG has been the auditor of KHSC since 2017. It was noted that the contract between KHSC and KPMG was originally for a two-year term with an opportunity for an additional two-year renewal. The People, Finance and Audit Chair added that introducing a Request for Proposal this past year, while staff continued to deal with COVID as well as the change in leadership with the departure of the Chief Financial Officer, was not possible and the Committee is, therefore, recommending the continuing appointment for Fiscal 2024. Alan Cosford added that the auditing firm is familiar with the Lumeo project requirements which would also be important.

Moved by Alan Cosford, seconded by David Pattenden:

THAT, as recommended by the People, Finance and Audit Committee, the Board of Directors approve the reappointment of KPMG as the hospital's auditors for Fiscal 2024.

CARRIED

Axel Thesberg returned to the meeting and assumed the Chair and Dr. Jane Philpott joined the meeting at 1517 hours.

### 3.3 Board Education – Inclusion Training

Sandy Wilson, Chair of the Governance Committee, drew attention recommendation of the Committee relating to inclusion training for KHSC leadership. Training is intended to focus on whole-person growth and self-awareness. Comprised of three areas of focus: self-directed on-line learning; 2-hour live virtual learning event; and an optional in-person opportunity for participating in small group reflection and

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discussion, the Governance Committee is requesting participation by all KHSC Board members in this important work.

Moved by Michele Lawford, seconded by Mélanie-Josée Davidson:

In support of KHSC's strategic direction of nurturing the organization's passion for caring, leading and learning and supporting staff to live KHSC's mission of caring for patients, families and each other through the promotion of a positive, inclusive work experience:

THAT, as recommended by the Governance Committee, mandatory inclusion training being undertaken by KHSC Leadership also be undertaken by members of the KHSC Board of Directors.

CARRIED

Sandy Wilson noted that further details on the date for the 2-hour virtual learning event will be circulated to members as soon as it is available.

#### 4.0 MATTERS FOR DISCUSSION

##### 4.1 President and CEO and External Environment Update

Dr. David Pichora delivered a presentation at the meeting focusing on the recent Canadian Union of Public Employees (CUPE) and Service Employees International Union (SEIU) arbitration relating to Bill 124 and its financial impacts for KHSC in Fiscal 2023 (\$4.4M) and 2024 (\$7.4M). The CEO noted that, while KHSC had made provisions for Fiscal 2023 of \$3M, an adjustment will be required. While the CUPE/SEIU awards were higher than the Ontario Nurses' Association, management anticipates this may influence remaining arbitration negotiations as well as regular ONA negotiations going forward. Hospitals in Ontario await further direction from the government in addressing budget impact; KHSC projecting significant deficit for the current year. Discussion focused on Hospital Service Accountability Agreement sign-backs, Dr. Pichora confirming that most hospitals in the region have not sign-back their agreement. In response to a question on the employee groups impacted by the arbitration awards, Dr. Pichora confirmed that this would be registered practical nurses, extender positions, environmental services, nutrition services, geographic full time secretaries and other clerical staff.

The presentation provided updates on redevelopment plan communications with government; KHSC's recent "mock" information technology downtime exercise in early June and debrief are underway; the recent termination of an employee due to fraud; a move from mandatory masking to 'mask friendly' environment at KHSC but with a number of provisos in the emergency and urgent care centre departments and cancer program; an update on the South East Regional Cancer Program and its recent ranking as #3 (of 14) in the province on overall performance; and planned activities to support PRIDE at KHSC and in our community.

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Dr. Pichora confirmed that he recently participated in the Southeastern Ontario Academic Medical Organization (SEAMO) retreat on June 16 and a further recommendation will be coming to the Board with respect to possible incorporation of this entity. The CEO added that BLG has been retained by SEAMO to provide advice on corporate structures.

Dr. Pichora noted that the South East CEOs recently participated in a Lumeo Leadership session on June 9 and there is good progress moving the project forward. Mary Sanagan, National Industry Solutions Leader with Deloitte, will join the Board later in the meeting to provide an update.

KidsInclusive Centre for Child and Youth Development celebrated its 50<sup>th</sup> anniversary on May 27<sup>th</sup> with “The Kilometers for Kids – Run, Walk, Roll for KidsInclusive. In other fundraising events, this year’s Tim Horton’s SMILE Cookie Campaign announced a record \$230K in support for KHSC’s child and youth mental health program.

An update on Queen’s \$62.8M projected deficit for 2023-24 was provided by Dr. Jane Philpott. The government’s 10% cut for Ontario students in 2019 and subsequent tuition freeze has cost the university approximately \$179.4M to-date. Ongoing inflationary costs and a decline in international student enrolment has added to the budgetary strain. Certain programs will not be able to expand and impacts are also expected on some of the University’s research programs/centres. A number of mitigation efforts are already underway to address these fiscal challenges.

The final part of the presentation focused on media coverage for KHSC including respiratory impact of wildfire smoke; KHSC response to ONA statements about the children’s outpatient centre volume capping; commentary on hospital funding and operational challenges; the impact of Bill 60 on independent health facilities; emergency department shortages; and nursing mentorship opportunities. The CEO highlighted the current volumes in the emergency department at the KHSC site and urgent care centre at the HDH site noting that staffing will be very tight over the summer. Relating to the children’s outpatient centre, discussion focused on the status of opening the Union Street site. Dr. Pichora noted that, while this would help with patient flow, it would still now bring in sufficient capacity for the volumes that are currently being experienced. KHSC is seeing the impact of primary care shortages and that there may be opportunities to create short-term access clinics to offload ER volumes.

## 5.0 BOARD COMMITTEE REPORTING

### 5.1 Executive Committee – June Meeting Highlights

Axel Thesberg, Chair of the Executive Committee, met in early June and committee members had a generative discussion on delegated authority. BLG raised this point during ONCA transition work suggesting that the Board may wish to look at opportunities to delegate more routine decisions at the committee level. Legal counsel joined the June Executive Committee to discuss the use of consent agendas and also



confirmed that many hospital Boards are dealing with similar issues in terms of heavy agenda loads. The Committee has asked management to explore possible options and to bring forward recommendations to the Governance Committee in relation to overall governing structures this fall. Dr. David Pichora added that BLG has recently completed a peer survey exploring this issue in light of their ONCA transition work.

Axel Thesberg noted that the committee also dealt with CEO and COS evaluations, pay for performance, and discussed the performance framework for 2023-24. Another item that the Committee has requested an update on in 2023-24 is overall succession planning for the leadership team.

## 5.2 Governance Committee

Sandy Wilson, Chair of the Governance Committee, reported on the areas of focus at their May and June meetings as well as drawing attention to the committee's annual year-end report. The committee discussed the need for further development of a delivery model for board education and generative discussion based on feedback provided by Directors in meeting surveys and their 1:1 meetings with the Board Chair. The committee also brought forward terms of reference adjustments during the year as well as recommendations from the OHA Board effectiveness survey results. Going forward, the Governance Committee will continue to work on improving the timing of meetings, length of agenda packages, and to develop a written inclusion plan for the Board. The final section of the committee's annual report focused on emerging risks which include: under the auspices of partner and government relations, the committee will continue to discuss the impact of government partnerships with independent health facilities; the escalating pressures due to small hospital limiting of services/closures. The Governance Committee also identified the need for succession planning for the senior executive team and physician leadership which, as reported earlier in the meeting, the Executive Committee will now oversee. The final emerging risk identified in the report focuses on Board renewal and diversity. Sandy Wilson acknowledged and thanked Brenda Hunter for her leadership as committee chair until December 2022.

## 5.3 Patient Care & Quality Committee

Emily Leslie, Chair of the Patient Care and Quality Committee, provided a brief update on the committee's May meeting and the excellent presentation and update provided by the Regional Stroke Program. Other areas of the focus at the last meeting: an update from the CEO was provided as well as on the Lumeo project and patient story. The year-end report focused on the committee's oversight of the Quality Improvement Plan as well as the successful introduction of patient stories at each committee meeting during the year and, for 2023-24, the committee will look to receive patient stories from diverse and under-represented populations. In terms of merging risks, the committee will continue to monitor access to care, health human resource shortages, ethical dimensions of care and the proposed legislation changes to Medical Assistance in Dying as well as the continuing impact Bill 7 may have on KHSC ALC patients. The Patient Care and Quality Committee will look forward to updates on both the Lumeo and redevelopment projects.

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## 5.4 People, Finance & Audit Committee

Alan Cosford, Chair of the People, Finance and Audit Committee, reported on the May Committee meeting with the main focus being on the draft audited financial statements. Krista Wells Pearce, Vice President Planning, provided an update on the Kingston off-site dialysis unit as well as the positron emission tomography (PET) own funds project. A regular CEO update was also provided at the May meeting and the focus was on budget challenges for the next year. Sandra Carlton, Executive Vice President and CHRO provided the regular update on health human resources (HHR). The Committee was also briefed on the Lumeo project and a more detailed briefing on this item has been included as part of the closed agenda package. The annual report of the committee was circulated and covered many of the topics discussed at the May meeting. Emerging risks continue to be HHR, KGH site redevelopment, budget, and the Lumeo project.

## 5.5 Research Committee

Michele Lawford, Chair of the Research Committee, confirmed that the auditors have completed the year-end audit of the KGHRI and have confirmed a clean audit. The auditors identified one area of focus going forward being employee related liabilities with KHSC employees in relationships to the Research Institute and a further update will be provided to the Board later this year. Prior to the May meeting, a tour of the Henderson Research Centre was provided and very well received. Going forward the Committee will be looking at common branding opportunities and ways to profile the work of the Research Institute.

## 6.0 IN-CAMERA SEGMENT

### 6.1 Motion to Move In-Camera

Moved by Laura Talbot-Allan, seconded by David Fell:

THAT the Board move to an in-camera session.

CARRIED

## 11.0 REPORT ON IN-CAMERA MATTERS

### 11.1 Motion to Report on Decisions/Discussion from In-Camera Segment

The Chair provided the following report on in-camera items:

- The board approved the closed Board minutes of the May 8, 2023;
- The board received the final board committee minutes from the April Patient Care and People, Finance & Audit Committee and Governance Committee meetings;

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- The board received the Q4 patient feedback report;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved a number of housestaff appointments;
- The board approved the extension of the Head of Psychiatry;
- The board approved the recommendation of the search committee on the appointment of a permanent head for Psychiatry;
- The board approved the appointment of an interim head for the department of Pediatrics;
- The board received the Q4 patient safety and quality report;
- The board received the patient experience Q4 report;
- The board approved the annual compliance report to Partnership Council;
- The board received an update on the Lumeo project;
- The board approved the BPSAA compliance attestation;
- The board approved the KHSC board slate for recommendation to the Members at the annual general meeting;
- The board approved the 2023-24 board committee compositions and committee chair appointments for recommendation to the board at the special meeting that follows the AGM;
- The board approved the 2023-24 Patient Experience Advisor appointments to the Board committees;
- The board endorsed a recommendation of the Governance Committee to proceed with an interview panel for two new potential Patient Experience Advisors and that board policy V-C-0 be revised to require that two or more years must lapse before considering the return of a Patient Experience Advisor to board committee work;
- The board approved the UHKF Board slate and cross appointments;
- The board approved the next stage of planning to support the Kingston Dialysis Off-site dialysis unit;
- The board approved the next stage of planning to support the PET/CT scanner suite own funds project;
- The board was completed the annual performance evaluations for the CEO and COS;
- The board approved the 2022-23 pay for performance allocation for the CEO;
- The board was provided with an update on the 2023-24 performance and evaluation for the CEO and COS and a further discussion is required by the Board's Executive Committee.

## 11.2 Date of Next Meeting, Meeting Effectiveness Survey & Termination

A board education and orientation refresh will be held on Wednesday, September 6, 2023 starting at 1600 hours. Planning is underway for an in-person event on Wednesday, September 20, 2023 starting at 1700 hours and further details on both events will be provided over the summer.

The meeting terminated at 1900 hours on motion of Jane Fitzgerald.

Sherri McCullough  
Chair