

**BOARD OF DIRECTORS – OPEN MEETING –  
VIDEOCONFERENCE CALL**

Date: Monday, April 3, 2023  
 Time: 1900 – 1930 hours  
 Zoom Link: <https://kingstonhsc-ca.zoom.us/j/81358091623>

Start	Time	Item	Topic	Lead	Purpose	Attachment
<b>1.0 CALL TO ORDER, QUORUM CONFIRMATION, DECLARATION OF CONFLICT, AGENDA APPROVAL</b>						
1900	5 min	1.1	Welcome, Call to Order, Confirmation of Quorum, Conflict of Interest Declarations	Thesberg	Confirm/record	Verbal
		1.2	Approval of the Agenda	Thesberg	Approve/amend	Draft agenda
<b>2.0 MATTERS REQUIRING DECISION</b>						
1905	15 min	2.1	Recommendation on Ontario Not-for-Profit Corporations Act Transition Plan	Thesberg/Wilson Ilse	Approve/amend	Briefing note
<b>3.0 DATE OF NEXT MEETING &amp; TERMINATION</b>						
1920	5 min	3.1	Date of Next Meeting	Thesberg	Inform	Verbal
		3.2	Motion to Terminate the Meeting	Thesberg	Approve	Verbal

## BOARD OF DIRECTORS OPEN MEETING: APRIL 3, 2023

A special meeting of the Board of Directors of the Kingston Health Sciences Centre was held by video-conference on Monday, April 3, 2023 from 1900 to 1920 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, Martha Munezhi, Sherri McCullough, David Pattenden, 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), Brenda Carter, Tracey Cuddington and Dr. Renate Ilse.

### 1.0 CALL TO ORDER, QUORUM CONFIRMATION, CONFLICT OF INTEREST DECLARATION & AGENDA APPROVAL

#### 1.1 Call to Order, Chair's Remarks, Quorum Confirmation, Conflict Declarations

Axel Thesberg called the meeting to order and confirmed that participants could hear the proceedings. The Chair stated that the purpose of today's meeting was to consider two motions that had been circulated to directors on Tuesday, March 28, 2023 seeking their support, through an electronic vote, to have the Board's Executive Committee undertake the work related to the Ontario Not-for-Profit Corporations Act compliance requirements and to seek support to separate the corporate bylaw from the professional staff bylaw.

As outlined in KHSC Board Policy #V-B-5, *"if one dissenting vote is received, the Secretary will then prepare to service Notice for a meeting"* and, on Thursday, March 30, 2023, the Secretary received a dissenting vote and the recording secretary was directed to survey members' for their availability for a meeting on Monday, April 3, 2023. The Chair encouraged directors to reach out to the Chair or the Secretary if they wish to have a meeting called to discuss a matter when an e-vote is being considered. Equally important are agenda items that are placed on the consent portion of an agenda where a director would like to have further discussion; they can be easily moved to the open or closed agenda to allow for further discussion and decision.

A brief update was provided by the Chair on the Board Officer appointment process. As reported at the recent Board meeting, two candidates had expressed an interest in allowing their name to stand for election as vice chair. One candidate has confirmed that they are no longer interested leaving the remaining candidate, Michele Lawford, to be recommended at the June 2023 special meeting following the AGM when the Officers are appointed.

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The Chair confirmed quorum and no declarations of conflict were recorded.

## 1.2 Approval of Agenda

Moved by David Fell, seconded by Sherri McCullough:

THAT the agenda be approved as circulated.

CARRIED

## 2.0 MATTERS REQUIRING DECISION

### 2.1 Recommendation on the ONCA Transition Work Plan

The Chair drew attention to the recommendation of the Governance Committee and called upon Committee Chair, Sandy Wilson, and executive support, Dr. Renate Ilse, to brief the Board. The Chair noted that it was an oversight in not including this recommendation as part of the March Board agenda package.

The proposed recommendations are to move the oversight of the work to support ONCA requirements to the Executive Committee and, on the recommendation of legal counsel and supported by the Governance Committee, to separate the KHSC Corporate and Professional Staff Bylaws. Axel Thesberg reminded directors that the oversight of the CEO and COS performance evaluation process now rests with the Executive Committee as approved by the Board at its recent meeting. It was noted that the Boards of Kingston General Health and Hotel Dieu are working through the ONCA changes, and that Partnership Council will also be engaged in this process. Dr. Renate Ilse added that BLG is undertaking this work for a number of Corporations in Ontario and that management is confident in their ability to deliver the required content/changes. The Board's Executive Committee should have this work completed over the next 2-3 months and all proposed changes will be brought forward to the Board for consideration. It is recognized that this is a time-limited task.

It was noted that one of the main concerns was around the process of getting the briefing note to the Board and the decision to undertake an e-vote was not appropriate. The email that accompanied the briefing materials was lacking in content.

Moved by Sandy Wilson, seconded by Michele Lawford:

THAT, as recommended by the Governance Committee, the KHSC Board directs the Executive Committee of the Board to work in consultation with BLG on the updating and review of KHSC governing documents to ensure compliance with the Ontario Not-for-Profit Corporations Act, 2020 (ONCA), and

THAT the KHSC Corporate and Professional Staff Bylaw be separated into stand-alone documents.

CARRIED

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Dr. David Pichora provided a brief update on a recent incident resulting in increased security measures at KHSC.

### 3.0 DATE OF NEXT MEETING & TERMINATION

3.1 Date of Next Meeting: Monday, May 8, 2023 at 1400 hours; note that timing may be adjusted and further details will be provided.

### 3.2 Motion to Terminate

The meeting terminated at 1920 hours on motion of Laura Talbot-Allan.

Axel Thesberg  
Chair