

BOARD OF DIRECTORS – OPEN MEETING – IN-PERSON MEETING

Date: Monday, December 11, 2023
Time: 1600 – 1900 hours
Location: Donald Gordon Centre, Conference Room A

| Start | Time | Item | Topic | Lead | Purpose | Attachment |
|---|--------|------|--|--------------------|----------|----------------------------|
| 1.0 CALL TO ORDER, CONFIRMATION OF QUORUM, CONSENT AGENDA ITEMS & APPROVAL OF AGENDA | | | | | | |
| 1600 | 5 min | 1.1 | Welcome, Call to Order, Confirmation of Quorum, Conflict of Interest Declarations & Chair's Remarks | McCullough | Inform | Verbal |
| | | 1.2 | Opening Value Statement (Compassion, Respect, Partnership, Excellence, Innovation) | J. Fitzgerald | Inform | Verbal |
| | | 1.3 | Consent Agenda Items a) Approval of Board Open Minutes: Oct 23, 2023 b) Q2 KHSC Performance Reporting c) Patient & Family Advisory Council Annual Report d) Q2 Patient Experience Report e) Q2 Patient Safety & Quality Report f) Q2 Access & Flow Update g) Q2 Report on 2023-24 Quality Improvement Plan h) Quality Improvement Plan (QIP) Development F24 i) Q2 Media Report j) Board Communication Strategies k) Board & Committee Meeting Pack Efficiencies – Briefing Note Template | McCullough | Decision | Briefing note & Reports |
| | | 1.4 | Approval of Open Agenda | McCullough | Decision | Draft agenda |
| 2.0 BOARD EDUCATION & LEADERSHIP DEVELOPMENT | | | | | | |
| 1605 | 5 min | 2.1 | Approach to Board & Executive Education Session – January 29, 2024 | Ilse | Discuss | Verbal |
| 1610 | 5 min | 2.2 | OHA Governance Essentials Session: Governance & Management – The Crucial Partnership – October 24 | Lawford/ Rahman | Discuss | Verbal |
| 1615 | 5 min | 2.3 | Proposed Framework for Annual Board Chair 1:1 Meetings (Jan 8 th & 9 th) | McCullough | Discuss | Briefing Note |
| 3.0 BUSINESS ARISING FROM THE MINUTES | | | | | | |
| 1620 | 10 min | 3.1 | KHSC Signing Authority & Banking Resolution | Cosford | Decision | Briefing note & guidelines |
| 4.0 MATTERS REQUIRING DECISION | | | | | | |
| 1630 | 5 min | 4.1 | Board Committee Structure & Size | Wilson | Decision | Briefing Note |
| 1635 | 5 min | 4.2 | Critical Path for 2024-25 Board Nominations | Wilson | Decision | Briefing Note |
| 1640 | 5 min | 4.3 | Board Officer Process for 2024-25 | Wilson | Decision | Briefing Note |

| 5.0 MATTERS FOR DISCUSSION | | | | | | |
|--|--------|------|---|-------------|---------|----------------|
| 1645 | 10 min | 5.1 | President & CEO Report | Pichora | Discuss | To Follow |
| 1655 | 5 min | 5.2 | Chief of Staff Report & November MAC Meeting | Fitzpatrick | Discuss | Written report |
| 1700 | 5 min | 5.3 | President, Medical Staff Association | Rumbolt | Discuss | Verbal |
| 1705 | 5 min | 5.4 | UHKF President and CEO Update | Zsolnay | Discuss | Written report |
| 6.0 BOARD COMMITTEE REPORTING – PRESENTATIONS - NOVEMBER MEETING HIGHLIGHTS | | | | | | |
| 1710 | 5 min | 6.1 | Executive Committee | McCullough | Inform | Verbal |
| 1715 | 5 min | 6.2 | People, Finance & Audit Committee | Cosford | Inform | Verbal |
| 1720 | 5 min | 6.3 | Patient Care & Quality Committee • Program Profile: Cardiac Care | Leslie | Inform | Verbal |
| 1725 | 5 min | 6.4 | Redevelopment Special Board Committee | Thesberg | Inform | Verbal |
| 1730 | 5 min | 6.5 | Research Committee | Lawford | Inform | Verbal |
| 1735 | 5 min | 6.6 | Governance Committee | Wilson | Inform | Verbal |
| 7.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting/break) | | | | | | |
| 1740 | 5 min | 7.1 | Motion to Move In-Camera | McCullough | Inform | Verbal |
| 11.0 REPORT ON IN-CAMERA MATTERS | | | | | | |
| 1825 | 5 min | 11.1 | Motion to Report on Decisions Approved In-Camera | McCullough | Inform | Verbal |
| 12.0 MEETING SURVEY, DATE OF NEXT MEETING & TERMINATION | | | | | | |
| 1830 | 10 min | 12.1 | Reminder to Board members: Completion of Meeting Effectiveness Survey Date of Next Meeting: Monday, Jan 29, 2024, 1400 to 1700 hrs Motion to Terminate | McCullough | | Verbal |
| 13.0 IN-CAMERA ELECTED MEMBERS SESSION WITH CEO ONLY | | | | | | |
| 14.0 IN-CAMERA ELECTED MEMBERS SESSION WITHOUT MANAGEMENT PRESENT | | | | | | |

BOARD OF DIRECTORS OPEN MEETING: DECEMBER 11, 2023

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held in-person at the Donald Gordon Centre, 421 Union Street, Conference Room A on Monday, December 11, 2023 from 1600 to 1903 hours. The following are the open minutes.

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

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

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

Regrets: Axel Thesberg.

Staff: Tracey Cuddington (Recording Secretary), Nick Anand, Sandra Carlton, Brenda Carter, Val Gamache-O'Leary, Chris Gillies, Dr. Renate Ilse, Dr. Steve Smith, Mary Lou Toop and Tom Zsolnay.

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

Sherri McCullough called the meeting to order, confirmed quorum, noting that Leon Goonaratne will be joining the meeting for agenda item 8.2 in support of the Lumeo Update in the closed meeting. No declarations of conflict were recorded.

The date of the next regular KHSC board education session and meeting is Monday, January 29, 2024 starting at 1400 hours.

1.2 Opening Value Statement (Compassion, Respect, Partnership, Excellence, Innovation)

Jane Fitzgerald provided the opening value statement for today's meeting speaking on compassion quoting from a study from the [National Institute of Health: More than a feeling? What does compassion in healthcare "look like" to patients?](#) Patients and their families rate compassion among the most important in terms of healthcare, distinct and preferable to empathy or sympathy. It is experienced as an interpersonal connection, effective communication, of being understood. The importance of touch, of feeling safe, of authenticity and connection. This was reflected in the recent annual Patient and Family Centred Care Annual Report included in today's meeting package and outlined in the Exceptional Healer Awards selection criteria. It's the little things that staff, physicians and volunteers do that resonates with people long after they have received care at KHSC.

Anne Desgagnés and Steve Smith joined the meeting at 1637 hours.

Open Board Meeting: December 11, 2023

Page 2

1.3 Consent Agenda Items

Agenda materials were posted on the board portal on December 7, 2023. The following items were provided as part of the consent agenda:

- Minutes: KHSC Board of Directors Open Meeting October 23, 2023 - Draft
- Briefing Note: KHSC Performance Reporting for Q2
- Report: Patient & Family Advisory Council Annual Report
- Report: Patient Experience for Q2
- Report: Patient Safety & Quality for Q2
- Briefing Note: Access & Flow Update for Q2
- Report: Update on the 2023-24 Quality Improvement Plan for Q2
- Briefing Note: Quality Improvement Plan Development for 2024-25
- Report: Media Report for Q2
- Briefing Note: Board Communication Strategies
- Briefing Note: Board & Committee Meeting Pack Efficiencies – New Briefing Note Template

Moved by Laura Talbot-Allan, seconded by Jane Fitzgerald:

THAT the consent agenda be approved as circulated.

CARRIED.

1.4 Approval of Agenda

The Chair drew attention to the pre-circulated agenda.

Moved by Alan Cosford, seconded by Sandy Wilson:

THAT the agenda be approved as circulated.

CARRIED.

2.0 BOARD EDUCATION & LEADERSHIP DEVELOPMENT

2.1 Approach to Board & Executive Education Session – January 29, 2023

Sherri McCullough thanked members who provided suggestions for topics following the September education session. The Chair provided a brief verbal update on planning discussions that took place at the November Governance Committee meeting. It is hoped that the Board can meet again in person, this will be confirmed closer to the event. Dr. Renate Ilse provided an overview of the education program which will focus on cybersecurity with a walk-through of what a cyber-attack may look like, the Board's role and responsibility in the event of an attack, as well as an overview of the Ministry's capital process focusing on some of the prescribed steps for redevelopment and for installation of a large project, such as a PET scanner.

2.2 OHA Governance Essentials Sessions – Governance & Management – The Crucial Partnership

Open Board Meeting: December 11, 2023

Page 3

On October 24, 2023 Michele Lawford and Dr. Mona Rahman participated in the final session of the OHA's Essentials in Governance three-part series and provided a brief overview of the session which focused on the importance of the partnership between governance and management. Relationships between the board and management as well as relationships within the board and its committees with the key elements being trust, communication, transparency and ensuring information is at the governing level, that the board has the required information to perform its role effectively. These are the cornerstones of a good functioning board and result in a feeling of trust and confidence that emanates out to stakeholders.

2.3 Proposed Framework for the Annual Board Chair 1:1 Meetings

Sherri McCullough provided an overview of the framework for the annual board chair 1:1 fireside chats slated for January 8-9, 2024. The meetings are to garner input from individual directors on the board around ideas, opportunities for continued growth and building on the board's strengths in the coming year. Members were encouraged to consider interest in as many committees as possible when completing their expression of interest for 2024-25 to gain experience and knowledge around all the facets of the organization and in support of succession planning for future leadership roles on the board. It is hoped that these meetings can take place in-person, however video conferencing can be arranged for those who may be unable to meet in person. Tracey Cuddington will be reaching out directors to schedule a time.

3.0 BUSINESS ARISING FROM THE MINUTES

3.1 KHSC Signing Authority & Banking Resolution

Alan Cosford, Chair of the People, Finance & Audit Committee introduced discussion in follow up to the October 23, 2023 Board meeting, turning the item over to Mary Lou Toop, Vice President and Chief Financial Officer to provide an overview on the key changes to the signing authority and banking resolution guidelines to the reflect recent transition from Shared Support Services Southeastern Ontario (SSO) to Mohawk Medbuy Corporation and KHSC's decision to participate in central bargaining through the Ontario Hospital Association as outlined in the guide.

Moved by Alan Cosford, seconded by Anne Desgagnes:

THAT, as recommended by the People, Finance & Audit Committee, the KHSC Board of Directors approved the revised signing authority and banking resolution dated September 2023.

CARRIED.

4.0 MATTERS REQUIRING DECISION

4.1 Board & Committee Structure & Size

The Chair drew attention to the pre-circulated briefing note and recommendations as distributed with the meeting package. Sandy Wilson, Chair of the Governance Committee provided a brief overview key considerations discussed at the November Governance Committee around board size, committee structure and frequency of meetings for 2024-25 including overall survey results from last year's Ontario Hospital Association's (OHA) Board Effectiveness Survey, where members felt the board was the right size and enabled

Open Board Meeting: December 11, 2023

Page 4

appropriate participation by all directors; that the board had the appropriate number of committees to support the work of the board and had a well-conceived and realistic annual work plan. Board members discussed the frequency of meetings and whether there should be additional meetings throughout the summer in light of the large projects underway, noting there is the potential for additional meetings should the need arise. There was a suggestion to review hot button items at the May Board meeting to determine whether a touchpoint is July/August may be warranted.

Moved by Anne Desgagnés, seconded by Alan Cosford:

THAT the overall size of the board remain at 20 (14 elected directors and 6 ex-officio directors); and

THAT the same meeting frequency for board and committee continue for 2024-25, recognizing the potential for additional meetings if required.

CARRIED.

4.2 Critical Path for 2024-25 Board Nominations

Sandy Wilson, Chair of the Governance Committee provided an update further to the Board's endorsement at the October 23, 2023 meeting of the critical path for 2024-25 Board nominations, the committee is recommending endorsement of the draft expression of interest (EOI) survey and new individual director self reflection tool as circulated in the meeting package. Information gathered through these tools will be used to inform the annual nominations and recruitment process for the coming year and provide background for the board chair 1:1 fireside chats in January. Following today's meeting the EOI survey and Self-Reflection Tool will be available to board members to complete before January 2, 2024.

Moved by Jane Fitzgerald, seconded by Emily Leslie:

THAT the draft expression of interest survey for 2024-25 be endorsed as circulated; and

THAT the draft Individual director self-reflection tool be included as part of the expression of interest survey for directors to complete in advance of the 1:1 meetings with the board chair in early January 2024.

CARRIED.

4.3 Board Officer Process

A briefing note was circulated in advance of today's meeting. The expression of interest (EOI) assists the governance committee in understanding members interest in committee work as well as interest in committee chair roles and officer positions in support of succession planning. Sherri McCullough encouraged directors to consider as many committees as possible when completing the EOI, and to consider serving as a committee chair in the coming year or in the future appreciating the fact that several directors will reach tenure at the end of 2025-26. It is therefore important to ensure that those aspiring to future Board officer roles are well prepared, gaining experience across as many committees as possible and have an opportunity to serve as committee chair, in support of a smooth transition for new leaders.

Open Board Meeting: December 11, 2023

Page 5

5.0 MATTERS FOR DISCUSSION

5.1 President and CEO Report

A written CEO report was posted to the portal on December 8 as part of the in-camera agenda materials for review in advance of the meeting. Dr. David Pichora drew attention to items as highlighted in the report including an update on patient flow and capacity challenges and an overview of the recent code orange in response to carbon-monoxide incident in the community was provided.

5.2 Chief of Staff/Medical Advisory Committee

The written report of the Chair of the Medical Advisory Committee was circulated in advance of the meeting. Dr. Mike Fitzpatrick provided a brief summary of the main meeting discussions and outcomes from the medical advisory committee meetings held October 10 and November 14, 2023.

5.3 President, Medical Staff Association

No update at this time.

5.4 President, University Hospitals Kingston Foundation

Tom Zsolnay, President of the University Hospitals Kingston Foundation, drew attention to the written report provided to Board members in advance of the meeting. Sherri McCullough congratulated UHKF on behalf of the Board for the recent 50/50 draw results from November. Many hospitals are returning to holding fundraising gala dinners as the province emerges from the COVID-19 pandemic. It was noted that UHKF does not currently have plans for a gala event. UHKF staff continue to focus efforts on overall revenue raised through major gifts, planned annual giving, third party/special events, tributes, and memorials as well as funds raised through the 50/50 lottery. An overview was also provided on recent requests to surrounding municipalities and physician partner outreach.

6.0 BOARD COMMITTEE REPORTING

6.1 Executive Committee

Sherri McCullough, Chair of the Executive Committee, provided an overview of discussions at the November 24, 2023 meeting, including confirmation of corporate filings of article of amendment to ensure compliance with the Ontario Not-for-Profit Corporations Act (ONCA), the organizations approach to succession planning for the executive team, as well as a review of KHSC board policies for which the committee has oversight to inform the work of the committee for 2023-24. Recommendations that have been presented to the board for consideration include the approach to 2023-24 performance evaluation framework, CEO and Chief of Staff position profiles and pay for performance metrics for 2023-24.

6.2 People, Finance & Audit Committee

Open Board Meeting: December 11, 2023

Page 6

Alan Cosford, Chair of the People, Finance and Audit Committee, reported on the committee's deliberations relating second quarter reports received including the Major Capital Development & Infrastructure, Major IT projects, including regional HIS project, HSAA/MSAA agreements and financial indicators, and strategic performance reports. The committee discussions focused on Health Human Resources and psychological wellness, Q2 financial results debt obligations and repayment planning as well as an update on the Lumeo Project. The Signing Authority & Banking Resolution adjustments are being recommended to the Board today for endorsement.

6.3 Patient Care & Quality Committee

Sherri McCullough provided an update on the discussion highlights from the November Patient Care and Quality Meeting on behalf of committee chair, Emily Leslie. The committee received second quarter reporting on access and flow, patient safety, patient experience, the annual Patient & Family Advisory Council report, quality improvement plan (QIP), and the strategic performance reports. The committee discussed the patient story, the presentation on the cardiac program, critical incidents, and development of the Quality Improvement Plan (QIP) for 2024-25. A link to the cardiac program presentation was provided on today's agenda.

6.4 Redevelopment Special Committee

Dr. Renate Ilse provided an update on today's Redevelopment Special Committee meeting deliberations on behalf of Axel Thesberg, Chair of the Redevelopment Committee. The committee received an update on progress to date on redevelopment relate activities, including the Ministry of Health's capital planning process, proposed timelines for the master program/plan and bridging projects, including those which are critical and an update on government and stakeholder relations.

6.5 Research Committee

Michele Lawford, Chair of the Research Committee, provided highlights from the November meeting which included a review of second quarter strategic performance reports, and discussions around the completion of the KGHRI CEO's performance review and objectives for 2023-24. The committee also discussed the adoption of board level policies related to the research mandate versus creation of policies specific to the research foundation, delays in moving forward with strategic planning for KGHRI relative to the pending charitable status application and an operational review that is underway. Risks posed to research in the event of a cyberattack and related mitigation strategies were discussed. The committee received confirmation that research conducted at the Hotel Dieu site was in compliance with Catholic Health Ethics Guidelines. At the November committee meeting, Dr. Kerstin de Wit was profiled highlighting her research on thrombosis, bleeding, and anticoagulation in the emergency room.

6.6 Governance Committee

Sandy Wilson, Chair of the Governance Committee, drew attention to the discussion highlights from their November committee meeting. Recommendations relating to board communication strategies, new briefing note template, board committee structure and site, and the critical path for 2024-25 board nominations were presented to the as part of today's meeting package. In addition to receiving second quarter strategic performance reports, the committee discussed the framework for January board chair 1:1 meetings, the proposed board officer process for 2024-25, the approach to the January board education session and renewal of KHSC's strategic plan.

Open Board Meeting: December 11, 2023

Page 7

7.0 IN-CAMERA SEGMENT

7.1 Motion to Move In-Camera

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

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 minutes of October 23, 2023;
- The board received the final board committee minutes from the September Executive Committee, People, Finance & Audit Committee, Patient Care & Quality Committee, Research Committee and Governance Committee meetings;
- The board received confirmation of ONCA compliance and confirmation of corporate filings;
- The board approved the approach to the CEO and Chief of Staff performance evaluation process for 2023-24;
- The board approved the CEO and Chief of Staff position profiles;
- The board approved the approach to pay for performance metrics for 2023-24;
- The board received the approach to executive team succession planning;
- The board received the financial results for the month ended September 2023;
- The board received the report on debt obligations and repayment planning;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved the appointment of the head of the department of pediatrics;
- The board approved the extension of the interim head of pediatrics;
- The board approved the extension of the interim head of oncology;
- The board received an update on the Lumeo project;
- The board received an update on health human resources (HHR);
- The board received an update from the President and CEO.

11.2 Date of Next Meeting: Monday, January 29, 2024 at 1400 hours.

12.0 MEETING SURVEY, DATE OF NEXT MEETING & TERMINATION

12.1 Meeting Survey & Termination

The Chair drew attention to the survey link available on the event card and linked to the meeting agenda. Members were encouraged to complete the survey immediately following the meeting.

The meeting terminated at 1903 hours on motion of Emily Leslie.

Open Board Meeting: December 11, 2023

Page 8

Sherri McCullough
Chair