

BOARD OF DIRECTORS – OPEN AGENDA – IN-PERSON MEETING

Date: Monday, May 6, 2024

Time: 1600 – 1800 hours

Location: Donald Gordon Centre, 421 Union Street, John Deutsch Room

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	McCullough	Inform	Verbal
		1.2	Opening Value Statement (Compassion, Respect, Partnership, Excellence, Innovation)	Fitzpatrick	Inform	Verbal
		1.3	Consent Agenda Items a) Draft Minutes Open Board Meeting – March 25, 2024 b) Access and Flow Report c) HHR Recruitment Update & Initiatives d) Collective Bargaining Update e) Leadership & Talent Development Report f) Report on Ethical Dimensions of KHSC Care Delivery in the COVID Environment g) Confirmation of Rules of Order for 2024-25 h) Building Redevelopment Special Committee updated Terms of Reference	McCullough	Decision	Summary Briefing Note & Various Materials
		1.4	Approval of Open Agenda	McCullough	Decision	Draft agenda
2.0 BUSINESS ARISING						
No Business Arising from the Minutes						
3.0 MATTERS REQUIRING DECISION						
1605	10 min	3.1	KHSC Strategic Plan Extension & Annual Corporate Plan	Pichora/Ilse	Decide	Briefing Note, Draft Plan, ACP and SPI
1615	5 min	3.2	Annual Board Effectiveness Survey – Spring 2024	Ilse	Decide	Briefing Note & Sample Questions
4.0 MATTERS FOR DISCUSSION						
1620	5 min	4.1	Bill S-211 Fighting against forced labour and child labour in the supply chain	Toop	Inform	Verbal

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5.0 REPORTING & UPDATES						
1625	20 min	5.1	Board Committee Meetings (April Meeting Highlights) a) People, Finance & Audit Committee b) Patient Care & Quality Committee - Program Presentation – Medicine (Link) c) Research Committee d) Governance Committee	Cosford Leslie Thesberg McCullough	Inform/ Discuss	Verbal / Presentation at Meeting
6.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting) / BREAK						
1645	10 min	6.1	Motion to Move In-Camera	McCullough	Decide	Verbal
11.0 REPORT ON IN-CAMERA MATTERS						
1755	5 min	11.1	Motion to Rise and Report on Decisions Approved In-Camera	McCullough	Decide	Verbal
12.0 DATE OF NEXT MEETING, MEETING SURVEY & TERMINATION						
1800		12.1	Next Meeting: Monday, June 24, 2024 from 1500-1900 hours Meeting Effectiveness Survey (Link) Motion to Terminate Meeting	McCullough	Inform	Verbal
GENERATIVE SESSIONS WITH ELECTED DIRECTORS						
<i>As per policy V-B-6 Meeting without Management. At the conclusion of each Board meeting, an informal, generative session of the elected Directors, may be conducted without the presence of ex-officio, non-voting Directors, to provide an opportunity to assess board processes, and where performance can be strengthened. No decisions will be made, and no minutes will be prepared. Following the session, the Chair will discuss any matters arising with the CEO.</i>						
Elected Members Session with CEO and/or COS Only				McCullough	Discuss	Verbal
Elected Members Session without Management Present				McCullough	Discuss	Verbal

BOARD OF DIRECTORS OPEN MEETING: MAY 6, 2024

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held at the Donald Gordon Centre, 421 Union Street, Kingston, in the John Deutsch Room on Monday, May 6, 2024 from 1600 to 1800 hours. The following are the open minutes.

Elected Members Present (voting): Alan Cosford, Mélanie Josée Davidson, Anne Desgagnés, David Fell, Jane Fitzgerald, Sahiza Hossenbaccus, Emily Leslie, Sherri McCullough (Chair), Dr. Mona Rahman, Laura Talbot-Allan, Axel Thesberg 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. Steve Smith

Regrets: Dr. Danielle Rumbolt

Staff: Tracey Cuddington (Recording Secretary), Nick Anand, Val Gamache-O'Leary, Chris Gillies, Dr. Renate Ilse, Indira Naraine, 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 welcomed members to the meeting, confirming everyone was able to hear the proceedings. The meeting was called to order, quorum was confirmed, and no declarations of conflict were recorded for the open meeting.

The date of the next KHSC Board meeting is Monday, June 24, 2024 at 1500 hours at the Donald Gordon Centre. KHSC Board committees will be held May 27 and 28, 2024.

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

Dr. Mike Fitzpatrick provided the opening value statement on Excellence, the quality of being outstanding. Never easy to achieve, it requires a great deal of effort and practice, it cannot be achieved in isolation. An organization must strive towards; and surpass established benchmarks and only when it can be demonstrated that those goals are being reached consistently can an organization say it is truly achieving excellence.

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1.3 Consent Agenda Items

Agenda materials were posted on the board portal on April 30, 2024. The following items were provided as part of the consent agenda:

- a) Draft Minutes: KHSC Board of Directors Meeting – March 25, 2024
- b) Briefing Note: Access and Flow Update
- c) Briefing Note: HHR Recruitment Update & Initiatives
- d) Briefing Note: Collective Bargaining Unit
- e) Report: Leadership & Talent Development Year-End Report
- f) Report: Ethical Dimensions of KHSC Care Delivery in the COVID Environment
- g) Briefing Note: Confirmation of Rules of Order for 2024-25
- h) Briefing Note: Building Redevelopment Special Committee updated Terms of Reference

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 David Fell, seconded by Jane Philpott:

THAT the agenda be approved as circulated.

CARRIED.

2.0 BUSINESS ARISING

No business arising.

3.0 MATTERS REQUIRING DECISION

3.1 KHSC Strategic Plan Extension & Annual Corporate Plan

The draft strategic plan extension for 2024-27 and the Annual Corporate Plan for 2024-25 were circulated in advance of the meeting, having been reviewed and recommended by each of the Board's standing committees at their April meetings. Stakeholder consultation was undertaken in the spring and feedback was that the foundational goals from 2019-2024 remain relevant and will continue to serve the organization well, with a 5th strategic goal identified around Equity, Diversity and Inclusion (EDI). The Board discussed this new strategic goal and how the organization can apply the EDI lens to its work and give voice to those who may not be comfortable in speaking up.

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Moved by Emily Leslie, seconded by Mélanie Josée Davidson:

THAT, the KHSC Board of Directors endorse the proposed strategic plan extension for 2024-27 as recommended by the Board's standing committees; and

THAT, the KHSC Board of Directors endorse the Annual Corporate Plan for 2024-25 as recommended by the Board's standing committees.

CARRIED.

3.2 Annual Board Effectiveness Survey – Spring 2024

The Chair drew attention to the briefing note outlining the proposal to use Accreditation Canada's Governance Self-Assessment Tool this year in place of the OHA's Board Effectiveness Survey as part of its annual process to garner input from board members on board functioning. Sherri McCullough advised members of the various places the link to the survey has been provided for ease of access. The survey closes May 31st, it is hoped that the board will achieve 100% participation in the survey to inform development of the board and committee work plans and accreditation work for the coming year.

Moved by Anne Desgagnés, seconded by Emily Leslie:

THAT, as recommended by the Governance Committee, the KHSC Board of Directors endorses the use of the Accreditation Governance Self-Assessment Tool to inform continuous improvement of its governance functioning and to inform the organization's accreditation process in 2024-25.

CARRIED.

4.0 MATTERS FOR DISCUSSION

4.1 Bill S-211 Fighting against forced labour and child labour in the supply chain

Mary Lou Toop provided a brief overview of Bill S-211 as well as the reporting requirements for submission by May 31, 2024, the purpose of which is to ensure there is no forced labour in the supply chain. The Act came into effect as of January 2023. KHSC is working with suppliers to answer questions on how we as an organization are ensuring compliance with the act and to inform the attestation to be submitted. Management provided assurance that due diligence is being done. The briefing materials and attestation will be reviewed at the May 27th People, Finance & Audit Committee meeting for recommendation to the Board. Because the KHSC Board of Directors does not meet again until June 24th, the briefing note and proposed submission will be circulated for electronic vote by the Board immediately following recommendation of the People, Finance & Audit Committee.

5.0 BOARD COMMITTEE REPORTING

5.1 Board Committee Meetings (Highlights from April 2024)

Sherri McCullough invited each of the Committee Chairs to provide an overview of discussions and recommendations from their April meetings. KHSC Board committees are held in-camera and the minutes are provided to the Board as part of the in-camera agenda. A slide presentation was provided highlighting recent

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committee work. In addition to recommendations being brought forward today for Board endorsement. All standing committees received and endorsed the proposed strategic plan extension for 2024-27, the annual corporate plan for 2024-25 and received the Confidential CEO Report for April 2024.

- a) **Executive Committee.**
No meeting in April. Sherri McCullough confirmed the next meeting date is May 15th with an update to the June 24th Board meeting.
- b) **People, Finance & Audit Committee**
Alan Cosford, Chair of the Finance & Audit Committee reported on the activities of the People, Finance & Audit Committee. Many of the items discussed at the committee meeting were included in today's consent agenda for information. The committee received the quarterly update on collective bargaining, reviewed the draft year-end committee report for 2023-24, received updates on health human resources, recruiting, the Lumeo project. The committee discussed the February 2024 financial results. MLT provided a brief overview of February, and recent march results, Members discussed the compounding challenges from Bill 124 to capital.
- c) **Patient Care & Quality Committee**
Emily Leslie, Chair of the Patient Care and Quality Committee, provided discussion highlights from the meeting. The committee received the access and flow report, annual learning & leadership report, critical incident report for Q3/Q4 and on the ethical dimensions of KHSC's care delivery in the COVID environment. The committee discussed the patient story presented at the meeting and received a program and service presentation on the medicine program.
- d) **Research Committee**
Axel Thesberg, Interim Chair of the Research Committee provided an overview of items discussed at April's Research Committee/KGHRI meeting. The committee received the KGHRI newsletter for research engagements, and a presentation from Dr. Prameet Sheth on his area of research. The committee discussed implementation of KGHRI's charitable status, and the KHSC/Queen's affiliation agreement.
- e) **Governance Committee**
Sherri McCullough provided an update on the Governance Committees activities on behalf of Sandy Wilson. The committee received the draft board and executive education program for today's education session and confirmed the rules of order for the coming year. They discussed the annual board effectiveness survey and the draft operating agreement year-end compliance report for 2023-24. The committee is recommending several items to the Board today including an update to the membership of the Building Redevelopment Special Committee, the proposed board slate, and nominations as well as the board officer nominations for 2024-25, the selection of patient experience advisors to serve on board committees for the coming year as well as the proposed board committee compositions for 2024-25.

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6.0 IN-CAMERA SEGMENT

6.1 Motion to Move In-Camera

Moved by Jane Fitzgerald, 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 minutes of March 25, 2024;
- The board received the final board committee meeting minutes from the February People, Finance & Audit Committee, Patient Care & Quality Committee, Research Committee and the Governance Committee as well as the December Building Redevelopment Special Committee;
- The board received the financial package for the month ending February 29, 2024;
- The board received the Lumeo Status Update for April 2024;
- The board received the Quality-of-Care Review Report for Q3/Q4
- The board approved appointment of the head of the department of oncology;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved the Housestaff recommendations;
- The board approved the Operating Agreement 2023-24 Year-End Compliance Report
- The board approved the Patient Experience Advisor appointments to the Board's standing committees for 2024-25;
- The board endorsed the proposed Board Slate and Nominations for 2024-25;
- The board endorsed the Board Officer nominations for 2024-25 subject to ratification at the June 24, 2024 meeting that follows the annual members meeting;
- The board endorsed the proposed committee compositions for 2024-25.

12.0 DATE OF NEXT MEETING, MEETING SURVEY & TERMINATION

12.1 Date of Next Meeting: Monday, June 24, 2024 at 1500 hours.

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 18:05 hours on motion of Sandy Wilson.

Sherri McCullough
Chair