

BOARD OF DIRECTORS – OPEN AGENDA – IN-PERSON MEETING

Date: Monday, June 24, 2024

Timing: 1500 – 1740 hours – Regular KHSC Board Meeting
1740 – 1750 hours – Annual General Meeting of the Corporation
1750 – 1800 hours – Special KHSC Board Meeting

In-Person: Donald Gordon Centre, 421 Union Street, Conference Room A

Videoconference: <https://queensu.zoom.us/j/91680943790?pwd=NWINQ1KkEFyV2FYZW1ReC9yNlkwQT09>

Start	Time	Item	Topic	Lead	Purpose	Attachment
1.0 CALL TO ORDER, QUORUM CONFIRMATION, DECLARATION OF CONFLICT, AGENDA APPROVAL						
1500	5 min	1.1	Welcome, Call to Order, Quorum Confirmation, Conflict of Interest, Chair's remarks	McCullough	Inform	Verbal
		1.2	Opening Value Statement (Compassion, Respect, Partnership, Excellence, Innovation)	Thesberg	Inform	Verbal
		1.3	Consent Agenda Items a) Draft Minutes: Open Board Meeting – May 6, 2024 b) Electronic Vote Results – Bill S211 – May 28, 2024 c) KHSC Performance Reporting F24 Q4 - Link: Strategic Performance Report (SPR) - Link: Service Accountability Agreement Scorecard (SAA) - Link: Strategic Performance Index (SPI) d) Annual Learning & Leadership Report e) Access and Flow Report – May 2024 f) Trillium Gift of Life Network (TGLN) Annual Report g) Canadian Residents Matching Service (CaRMS) Report h) Quality Improvement Plan (QIP) F24 Q4 i) Health Human Resources Update - Inclusion j) Board Policy II-9 Whistleblower/Reporting Inappropriate Behaviours - Updated k) Update re ONCA Work – Board Policy Revisions l) Update to 2024-25 Committee Compositions m) Update to Board and Committee Schedule for 2024-25 n) Draft September 7th Board Orientation & Education Agenda o) Major Capital IT Projects Update F24 Q4 p) Employee & Labour Relations Report q) Annual Occupational Health & Safety Report r) UHKF Amendments to General Operating By-law No. 2 s) KHSC Annual Report for 2023-24	McCullough	Decide / Amend	Summary Briefing Note & Various Materials
		1.4	Approval of Open Agenda	McCullough	Decide / Amend	Draft agenda
2.0 BUSINESS ARISING						
No Business Arising from the Minutes						

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Start	Time	Item	Topic	Lead	Purpose	Attachment
3.0 MATTERS REQUIRING DECISION						
1505	10 min	3.1	Draft Audited Financial Statements – March 31, 2024 <ul style="list-style-type: none"> • Audited Financial Statement & Notes • Management Discussion & Analysis • KPMG Audit Findings Report 	Cosford/ KPMG Auditors	Decide / Amend	Briefing Note & supporting materials
1515	5 min	3.2	Appointment of the Auditors for Fiscal 2024-25	Cosford / Toop	Decide / Amend	Briefing Note
1520	5 min	3.3	Approval of Restated Articles for KHSC	Ilse	Decision	Briefing Note & Supporting Materials
4.0 MATTERS FOR DISCUSSION						
1525	10 min	4.1	President & CEO External Environmental Update	Pichora	Discuss	Verbal
5.0 REPORTING & UPDATES						
1535	15 min	5.1	Board Committee Meetings (May Meeting Highlights & Year End Committee Reports) a) Executive Committee b) People, Finance & Audit Committee c) Patient Care & Quality Committee - Program Presentation: Medical Assistance in Dying (MAiD) d) Research Committee (no meeting) e) Governance Committee f) Building Redevelopment Special Committee	McCullough Cosford Leslie Thesberg Wilson Thesberg	Inform/ Discuss	Year End Committee Reports / Verbal / Presentation at Meeting
6.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting) / BREAK						
1550	15 min	6.1	Motion to Move In-Camera	McCullough	Decide	Verbal
11.0 REPORT ON IN-CAMERA MATTERS						
1730	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						
1735	5 min	12.1	Next Meeting: Saturday, September 7, 2024, 1000-1500 hours Meeting Effectiveness Survey (Link) Motion to Terminate Meeting	McCullough	Inform	Verbal

BOARD OF DIRECTORS OPEN MEETING: JUNE 24, 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 Conference Room A, Monday, June, 24, 2024 from 1500 to 1800 hours. The following are the open minutes.

Elected Members Present (voting): Alan Cosford, Mélanie Josée Davidson, Anne Desgagnés, David Fell, Jane Fitzgerald, Emily Leslie, Sherri McCullough (Chair), Mona Rahman, Axel Thesberg and Sandy Wilson.

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

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

Regrets: Sahiza Hossenbaccus, Danielle Rumbolt and Laura Talbot-Allan

Guests: Caitlyn Cox, Senior Manager, Audit and Department of Professional Practice, KPMG, Sandra Carlton, Retired Executive Vice-President & Chief Human Resources Officer.

Staff: Tracey Cuddington (Recording Secretary), Nick Anand, Val Gamache-O'Leary, Chris Gillies, Renate Ilse, Indira Naraine, 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 welcomed members to the meeting, confirming everyone was able to hear the proceedings. Joining by videoconference were Anne Desgagnés, Mike Fitzpatrick, Chris Gillies, Jason Hann and Renate Ilse. The meeting was called to order, quorum was confirmed, Axel Thesberg declared conflict regarding agenda item #3.2 Appointment of the External Auditors for Fiscal 2025.

Members were reminded of the Board's annual orientation and education session on Saturday, September 7, 2024 at 1000 hours to be held at the Donald Gordon Centre. The next regularly scheduled Board meeting is on Monday, October 28, 2024 at 1600 hours.

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

Axel Thesberg provided the opening value statement speaking on the importance of KHSC's values. While organizations vision and mission focus on what the organization will do, our values guide us in how we go about that work. Reflecting on the development of those values at the time of integration and how they have been kept front of mind at every board and committee meeting to guide discussions and decision-making. Thank you to each member for living KHSC values through the work of the Board and its committees.

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1.3 Consent Agenda Items

Agenda materials were posted on the board portal on June 18, 2024. The following items were provided as part of the consent agenda:

- a) Draft Minutes: KHSC Board of Directors Meeting – May 6, 2024
- b) Electronic Vote: Results from May 28, 2024 re Bill S-211
- c) Report: KHSC Performance Reports for F24 Q4
- d) Annual Report: Learning & Leadership
- e) Briefing Note: Access and Flow Update
- f) Annual Report: Trillium Gift of Life Network (TLGN)
- g) Report: Canadian Residents Matching Service (CaRMS)
- h) Report: Quality Improvement Plan (QIP) F24 24
- i) Briefing Note: Health Human Resources Update – Inclusion
- j) Board Policy: Update to II-9 Whistleblowing/Reporting Inappropriate Behaviours
- k) Briefing Note: Update re ONCA Work – Board Policy Revisions
- l) Briefing Note: Update to 2024-25 Committee Compositions
- m) Briefing Note: Update to Board and Committee Schedule for 2024-25
- n) Schedule: Draft September 7th Board Orientation & Education Agenda
- o) Report: Major Capital IT Projects Update for F24 Q4
- p) Report: Employee & Labour Relations Report
- q) Report: Annual Occupational Health & Safety Report
- r) Briefing Note: UHKF Amendments to General Operating By-law No. 2
- s) Report: KHSC Annual Report for 2023-24

It was requested that consent agenda item c) KHSC Performance Reports for F24 Q4 and item r) UHKF Amendments to General Operating By-law No. 2 be placed on the regular agenda under 2.0 Business Arising for further discussion.

Moved by David Fell, seconded by Emily Leslie:

THAT the consent agenda be approved as amended.

CARRIED.

1.4 Approval of Agenda

The Chair drew attention to the pre-circulated agenda.

Moved by Alan Cosford, seconded by Jane Fitzgerald:

THAT the agenda be approved as amended.

CARRIED.

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2.0 BUSINESS ARISING

2.1 KHSC Performance Reports for F24 Q4

Clarification of the briefing summary was requested, with respect to the Lumeo strategic indicator for which the Governance Committee is the identified lead, and whether it should fall under the oversight of the People, Finance & Audit Committee in the future. Discussion focused on the many facets of the Lumeo project which touches all committees. People, Finance & Audit for the finance, people and risk elements, Patient Care and Quality for the impact to quality and patient care and Governance for the impact on partnerships.

2.2 UHKF Amendments to General Operating By-law No. 2

No concerns were identified, request was made to move this item to the regular agenda for transparency and to provide a specific motion and endorsement by the KHSC Board.

Moved by David Fell, seconded by Emily Leslie:

THAT the KHSC Board of Directors as Class B members of the Foundation in accordance with sections 4.02(b)(vii) and 11.03(b) of UHKF General Operating By-law No. 1 and section 3.01 (b) of the Operating Agreement endorse the proposed amendments to the UHKF General Operating By-law No. 2 as presented.

CARRIED.

3.0 MATTERS REQUIRING DECISION

3.1 Approval of the Draft Audited Financial Statements – March 31, 2024

Alan Cosford introduced Caitlyn Cox of KPMG who thanked the management team for their support and assistance in the audit, drawing attention to the independent audit report, highlighting a clean audit opinion, there were no significant findings and confirming that the financial statements comply in all material respects with the financial reporting framework. The financial statement audit is now complete pending the Board's approval here today of the financial statements.

Moved by Alan Cosford, seconded by Axel Thesberg:

THAT, having received the auditor's report and recommendations from the People, Finance & Audit Committee, the draft audited financial statements and accompanying notes to the statements and related unaudited Management Discussion & Analysis for the year ended March 31, 2024 be approved by the KHSC Board of Directors.

CARRIED.

Caitlyn Cox departed the meeting at 15:25 hours.

Axel Thesberg departed the meeting at 15:25 hours.

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3.2 Appointment of the External Auditors for Fiscal 2025

Alan Cosford, Chair of the People, Finance and Audit drew attention to the recommendation. It was noted that KPMG has been the auditor of KHSC since 2017 and while a change in the appointment of the external audit is typically recommended 5 years, the committee is recommending continuing with KPMG as the external auditors for fiscal 2025 given their familiarity with the project requirements of the Lumeo implementation this year, which will be important. It is however noted that the committee should consider a change for fiscal 2026.

Moved by Alan Cosford, seconded by Sandy Wilson:

THAT, as recommended by the People, Finance & Audit Committee, the KHSC Board of Directors reappoint KPMG as the Hospital's external auditors for fiscal 2025.

CARRIED.

Axel Thesberg returned to the meeting at 15:29 hours.

3.3 Approval of the Restated Articles for KHSC

The Chair drew attention to the pre-circulated briefing note and materials, seeking the Board's approval of the Restated Articles for KHSC. There are no changes to the letters patent or articles of amendment, the restated article simply to consolidate the documents for ease of reference. An update will be provided to the Partnership Council at their meeting in October for information.

Moved by Jane Fitzgerald, seconded by Emily Leslie:

WHEREAS:

It is in the best interests of the Corporation to consolidate its letters patent of incorporation dated January 27, 2017, and its articles of amendment dated August 2, 2023 into one set of articles by filing restated articles of incorporation in the form presented to the directors (the "Restated Articles"), and

Although the operating agreement governing the Corporation dated March 30, 2017 (the "Operating Agreement") requires that amendments to the letters patent of the Corporation require approval of the Partnership Council as that term is defined in the Operating Agreement, the Restated Articles do not include any amendments to the letters patent or articles of amendment and therefore Partnership Council approval is not required.

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Be it RESOLVED that:

1. the Restated Articles are hereby approved; and
2. any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Restated Articles, with such further amendments as they may determine to be necessary or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the directors of the Corporation, and to do on behalf of the Corporation all things necessary or desirable to carry out and give to effect to this resolution, including the filing of the Restated Articles with the Director appointed under the *Not-for-Profit Corporations Act, 2010 (Ontario)*.”

CARRIED.

4.0 MATTERS FOR DISCUSSION

4.1 President & CEO External Environmental Update

David Pichora provided a brief verbal update on the external environment and event this month, highlighting the recent strawberry social for staff and the great work of the People Services team and Compass for organizing events at both sites and at various time to accommodate different shifts. The Volunteer Services annual members meeting was held earlier today, attended by Sherri McCullough and David Pichora. The volunteers presented a cheque to KHSC completing their pledge of 2.5 million towards redevelopment. Pichora was invited to attend a Rotary Club luncheon this past week. A very positive meeting, they were interested in learning more about the hospital. The Annual Smile Cookie fundraising results were revealed at the KGH site last week as well, having raised \$177,000 this year for child and youth mental health services. Jason Hann and David Pichora attended the FLA OHT retreat recently. Discussions focused on governance and balancing the need for responsible governance with the limited guidance and long-term expectations of the province around the OHT structure and their direction. The FLA OHT is one of the accelerated OHTs, with a primary project of implementing a new homecare model, KHSC is the TPA for the funding for the project, more information to follow as the project unfolds. KHSC recently participated in an Ontario Health benchmarking communications session, as the province develops a benchmarking process for hospitals across the province. Based on Ministry data KHSC is one of the better performers in the province.

5.0 REPORTING & UPDATES

5.1 Board Committee Meetings (Highlights from May 2024)

Committee year-end reports were circulated in advance of the meeting in the package for information. The Board Chair invited each of the Committee Chairs to provide an overview of discussions from their May 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 committee work. In addition to recommendations being brought forward today for Board endorsement, Committee Year-End reports were

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included as part of the meeting package providing an opportunity to reflect on the accomplishments of the committees in the last year, and to inform the board and committee work plans for 2024-25.

- a) Executive Committee.
Sherri McCullough, Chair of the Executive Committee reported on the activities of the May 15, 2024 meeting including work underway with BLG to review the Board's Policy Manual, the CEO and Chief of Staff (COS) Annual Performance Review; and the overall succession plan for the Executive Team and Physician Leadership, including sudden succession planning for the CEO and COS.
- b) People, Finance & Audit Committee
Alan Cosford, Chair of the Finance & Audit Committee reported on the activities of the People, Finance & Audit Committees May 27, 2024 meeting highlighting the findings of the auditors report and the fiscal process for 2025, update on Lumeo total cost of ownership, Bill S-211 report and attestation which was endorsed by the Board by electronic vote May 29, 2024 to meet the filing deadline. There were a number of recommendations to the Board which are included in today's materials.
- c) Patient Care & Quality Committee
Emily Leslie, Chair of the Patient Care and Quality Committee, provided discussion highlights from the meeting on May 27, 2024, drawing attention to discussion regarding the CNE Report to the Board, and the program and service presentation and patient story on medical assistance in dying. A link to the presentation was provided for members on the agenda who wish to see the full presentation.
- d) Research Committee
No meeting in May.
- e) Governance Committee
Sandy Wilson, Chair of the Governance Committee reported on the May 28th meeting having discussed the meeting effectiveness survey results for the year, identifying areas where performance and processes can be strengthened, response rate continues to be low. The committee also discussed the board to the August Board and Committee Chairs planning session and September orientation and education session, in preparation for the coming board year. There were a number of recommendations to the Board which are included in today's meeting materials.
- f) Building Redevelopment Special Committee
No meeting in May.

6.0 IN-CAMERA SEGMENT

6.1 Motion to Move In-Camera

Moved by Mona Rahman, seconded by David Fell:

THAT the Board move to an in-camera session.

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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 May 6, 2024;
- The board received the final board committee meeting minutes from the November Executive Committee, and April People, Finance & Audit Committee, Patient Care & Quality Committee and the Governance Committee;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved the House staff Recommendations;
- The board received the Patient Experience Report for F24 Q4;
- The board received the Patient Safety Report for F24 Q4;
- The board received the Media Report for F24 Q4;
- The board approved the Broader Public Sector Accountability Compliance Reporting and Attestation
- The board received the HSAA & MSAA Financial Indicator Results for F24 Q4;
- The board approved the HSAA & MSAA Annual Declarations of Compliance;
- The board received the Capital Budget Update for F24 Q4;
- The board received the financial package for the month ending March 31, 2024;
- The board received the Lumeo financial update as of May 2024;
- The board approved two naming offers for UHKF;
- The board approved the UHKF Board Slate and cross-appointments;
- The board approved unrestricting internally restricted funds for Lumeo;
- The board approved the updated BMO loan agreement;
- The board has completed the annual performance evaluations for the CEO and COS;
- The board approved the 2023-24 pay for performance allocation for the CEO;
- The board approved the approach to the 2024-25 Performance and Evaluation Framework.

12.0 DATE OF NEXT MEETING, MEETING SURVEY & TERMINATION

12.1 Date of Next Meeting: Monday, October 28, 2024 at 1400 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 1720 hours on motion of Emily Leslie.

Sherri McCullough
Chair