

Meeting Book - KHSC Board of Directors - Open Meeting

Open Agenda - October 28, 2024

1600 / 05 min

1.0 CALL TO ORDER, CONFIRMATION OF QUORUM, CONSENT AGENDA & APPROVAL OF AGENDA

1.1 Welcome, Call to Order, Confirmation of Quorum, Conflict of Interest Declaration Inform
McCullough
Verbal

1.2 Indigenous Acknowledgement Reflection

We are grateful for the opportunity to meet today, and are thankful to all the generations of people who care for these lands and waters. KHSC is located on the ancestral lands and waters of the Anishinaabeg, Haudenosaunee and serve a wider geographical area that encompasses many Indigenous communities including Tyendinaga, Katarokwi as well as communities within the Weeneebayko Area Health Authority. As we partner in care, discovery and learning to achieve better health outcomes for our communities, KHSC is committed to actively advocating for and acting upon the Truth and Reconciliation Committee's calls to Action on Health.

1.3 Opening Value Statement (Compassion, Respect, Partnership, Excellence, Innovation) Inform
McCullough
Verbal

[Link: KHSC Vision Mission Values Handout](#)

1.4 Consent Agenda Items Decide/Amend
Chair

a) Briefing: Summary of Consent Items Open Agenda - October 2024

b) Draft Minutes: Open Board Meeting - June 24, 2024

c) Draft Minutes: Special Meeting following AGM - June 24, 2024

d) Briefing: Access and Flow Q1

e) Report: Quality Improvement Plan (QIP) - Q1

f) Report: Patient Safety & Quality - Q1

g) Briefing: Patient Safety Plan - Q1

h) Report: Patient Experience - Q1

i) KHSC Performance Reporting Summary - Q1

Briefing: KHSC Performance Reporting Summary 2024-25 - Q1

[Link: Strategic Performance Report \(SPR\) F25 Q1 - Full Report](#)

[Link: Service Accountability Agreement \(SAA\) F25 Q1 - Full Report](#)

[Link: Strategic Performance Index \(SPI\) F25 Q1 - Full Report](#)

j) Letter: Confirmation of UHKF Cross-Appointment to KHSC for 2024-25

k) Briefing: Board Nominations Process for 2025-26

l) Briefing: Board Officer & Committee Chair selection Process for 2025-26

m) Briefing: Framework for Board, Committee & Individual Evaluations

n) Presentation: Physician Accountability & Credentialing Process

[o\) Link: KHSC Media Report F25 Q1](#)

1.5 Approval of the Agenda
McCullough

Decide/Amend

2.0 BUSINESS ARISING

No Business Arising from the Minutes

3.0 MATTERS REQUIRING DECISION

1605 / 5 min

3.1 Committee Terms of Reference & Work Plans for 2024-25
McCullough

Decide/Amend

Briefing: Committee Terms of Reference & Work Plans for 2024-25

[Link: 2024-25 Executive Committee Work Plan \(Pending Board Approval\)](#)

[Link: 2024-25 Governance Committee Work Plan \(Pending Board Approval\)](#)

[Link: 2024-25 Patient Care & Quality Committee Work Plan \(Pending Board Approval\)](#)

[Link: People, Finance & Audit Committee Work Plan \(Pending Board Approval\)](#)

[Link: Redevelopment Special Committee Work Plan \(Pending Board Approval\)](#)

[Link: 2024-25 Research Committee Work Plan \(Pending Board Approval\)](#)

1610 / 05 min

3.2 KHSC Board of Directors Work Plan for 2024-25
McCullough

Decide/Amend

Briefing: KHSC Board of Directors Work Plan for 2024-25

[Link: 2024-25 KHSC Board of Directors Work Plan \(Pending Board Approval\)](#)

1615 / 15 minutes

3.3 Updated KHSC Board Policy Manual
Ilse / Pichora / McCullough

Decide/Amend

Briefing: Updates to KHSC Board Policy Manual

Memo: BLG to KHSC re Board Policy Manual Review & Table of Concordance

[Link: KHSC Draft Board Policy Manual \(Blackline\)](#)

[Link: KHSC Draft Board Policy Manual \(Clean\)](#)

1630 / 5 min

3.4 KHSC Signing Authority and Banking Resolution
Talbot-Allan / Toop

Decide/Amend

Briefing: KHSC Signing Authority Guidelines and Baking

Resolution

Document: KHSC Signing Authority Guidelines and Banking Resolution (Sep 2024)

4.0 MATTERS FOR DISCUSSION

1635 / 10 min	4.1 President & CEO Update Pichora	Inform/Discuss
1645 / 10 min	4.2 Chief of Staff / MAC Report - September 2024 Fitzpatrick	Inform/Discuss
1655 / 10 min	4.3 UHKF President & CEO Report - September 2024 Zsolnay	Inform/Discuss

5.0 REPORTING & UPDATES

1705 / 15 min	5.1 Board Committee - October Meeting Highlights Presentation at Meeting	Inform/Discuss
	a) Executive Committee McCullough	
	b) People, Finance & Audit Committee Talbot-Allan	
	c) Patient Care & Quality Committee McCullough on behalf of Leslie	
	Briefing: Ambulatory Care Program & Service Update	
	Link: Program Presentation: Ambulatory Care	
	d) Research Committee Cosford	
	e) Governance Committee Fell	
	f) Building Redevelopment Special Committee Desgagnés	

6.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting) / BREAK

1720 / 15 min	6.1 Motion to Move In-Camera McCullough Verbal	Decide
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10.0 REPORT ON IN-CAMERA MATTERS

1820 / 5 min	10.1 Motion to Rise and Report on Decisions Approved In-Camera McCullough Verbal	Decide
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11.0 DATE OF NEXT MEETING, MEETING SURVEY & TERMINATION

1825 / 5 min	11.1 Next Meeting: Monday, December 16, 2024 1600 to 1900 hours McCullough Verbal	Inform
	Link: Meeting Effectiveness Survey - October 2024 Board of Directors Meeting	
	Motion to Terminate the Meeting	

INFORMAL IN-CAMERA SESSION OF ELECTED DIRECTORS

As per policy II-B-6 Board Meetings. At the conclusion of each Board meeting and at the call of any two directors, an informal session of elected directors may be conducted without the presence of the ex-officio directors. The CEO and COS may be invited to participate in a part of the meeting upon the invitation of the Chair before being excused. This process provides an opportunity to the Chair to discuss areas where performance of the directors could be strengthened. Any matters pertaining to specific meeting agenda items, or all other aspects of the Board's roles and responsibilities must not be discussed in such a meeting. No decisions will be made, and no minutes will be prepared. Following the informal session, the Chair will discuss matters arising, as appropriate with the CEO and COS.

BOARD OF DIRECTORS OPEN MEETING: OCTOBER 28, 2024

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held in-person at Kingston Health Sciences Centre, Hotel Dieu Site, 166 Brock Street in the Henderson Board Room on Monday, October, 28, 2024 from 1600 to 1900 hours. The following are the open minutes.

Elected Members Present (voting): Alan Cosford, Mélanie Josée Davidson, Anne Desgagnés, Patrick Johnston, Emily Leslie, Sherri McCullough (Chair), Mona Rahman, Margaret Shepherd, Kevin Snedden, Laura Talbot-Allan, and Sandy Wilson.

Ex-officio Members Present (voting): Karen Humphreys-Blake

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

Absent: David Fell

Regrets: Jane Fitzgerald, Mike Fitzpatrick, Sahiza Hossenbaccus, Danielle Kain, and Jane Philpott

Staff: Nick Anand, Tracey Cuddington (Recording Secretary), Chris Gillies, Renate Ilse, Indira Naraine, Caroline Reid, Steve Smith, and Tom Zsolnay.

1.0 CALL TO ORDER, CONFIRMATION OF QUORUM, CONSENT AGENDA ITEMS & 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. This is the first meeting returning to the Henderson Boardroom since the start of the pandemic. The meeting was called to order, quorum was confirmed. The Chair invited any declarations of conflict for the agenda items before the Board today, no conflicts were identified.

1.2 Indigenous Acknowledgement

The Indigenous Acknowledgement was included on the agenda and read at the beginning of the meeting for Board members to reflect upon.

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

Sherri McCullough provided the opening value statement speaking on KHSC's vision, mission and values, focusing on the importance of mission, which serves as a moral compass, and is at the core of everything we do as a Board and as an organization. The Board serves an important role in leading the way in the fulfillment of KHSC's mission.

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Emily Leslie has volunteered to provide the opening value statement at the December 16th Board meeting.

1.4 Consent Agenda Items

Agenda materials were posted on the board portal on October 23, 2024. The following items were provided as part of the consent agenda:

- a) Briefing: Summary of Consent Items Open Agenda - October 2024
- b) Draft Minutes: Open Board Meeting - June 24, 2024
- c) Draft Minutes: Special Meeting following AGM - June 24, 2024
- d) Briefing: Access and Flow Q1
- e) Report: Quality Improvement Plan (QIP) - Q1
- f) Report: Patient Safety & Quality - Q1
- g) Briefing: Patient Safety Plan - Q1
- h) Report: Patient Experience - Q1
- i) Briefing: KHSC Performance Reporting Summary - Q1
- j) Letter: Confirmation of UHKF Cross-Appointment to KHSC for 2024-25
- k) Briefing: Board Nominations Process for 2025-26
- l) Briefing: Board Officer & Committee Chair selection Process for 2025-26
- m) Briefing: Framework for Board, Committee & Individual Evaluations
- n) Presentation: Physician Accountability & Credentialing Process
- o) Link: KHSC Media Report F25 Q1

Moved by Laura Talbot-Allan, seconded by Margaret Shepherd:

THAT the consent agenda be approved as circulated.

CARRIED.

1.5 Approval of Agenda

The Chair drew attention to the pre-circulated agenda.

Moved by Emily Leslie, seconded by Alan Cosford:

THAT the agenda be approved as circulated.

CARRIED.

2.0 BUSINESS ARISING

No Business Arising from the Minutes.

3.0 MATTERS REQUIRING DECISION

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3.1 Committee Terms of Reference & Work Plans for 2024-25

Circulated in advance of the meeting was a briefing note and draft copies of the 2024-25 Work Plans for each of the Boards standing and special committees. The work plans are aligned with the Board's role and annual work plan and have been reviewed by senior management, committee chairs and each of the respective committees at their meetings in early October. It was noted that work plans can be adjusted throughout the year as the need arises.

Moved by Margaret Shepherd, seconded by Laura Talbot-Allan:

THAT, the KHSC Board of Directors approve the 2024-25 committee work plans as presents / as amended.

CARRIED.

3.2 KHSC Board of Directors Work Plan for 2024-25

Further to the endorsement of the individual committee work plans, the Board reviewed its draft work plan for 2024-25, which was developed in conjunction with the committee work plans. Key governing documents used to inform the development of the Board's work plan included the Board Policy Manual, Corporate and Professional Staff By-laws, Accreditation Standards, committee terms of reference and any recommendations in the June 2024 year-end committee reports. The Boards work plan for 2024-25 was reviewed by the Governance Committee at their meeting in early October, no changes or amendments were identified.

Moved by Alan Cosford, seconded by Patrick Johnston:

THAT, as recommended by the Governance Committee, the KHSC Board of Directors approve the 2024-25 Board work plan as presented / as amended.

CARRIED.

3.3 Updated KHSC Board Policy Manual

Board members received a briefing note outlining the work of the Executive Committee to date with respect to review of the KHSC Board Policy Manual. Following review of the manual with BLG, a summary of the proposed changes to the manual was provided in the briefing materials along with a link to black line and clean copies of the proposed manual, as well as a table of concordance outlining the governance rationale for the proposed changes.

Moved by Mélanie Josée Davidson, seconded by Karen Humphreys-Blake:

THAT, as recommended by the Executive Committee of the Board, the KHSC Board of Directors approve the updated Board Policy Manual as presented at the October 28, 2024 meeting.

CARRIED.

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3.4 KHSC Signing Authority and Banking Resolution

Caroline Reid, Director of Finance joined the meeting in support of discussions. Laura Talbot-Allan, Chair of the People, Finance & Audit Committee and Caroline Reid, provided an overview of the KHSC Signing Authority and Banking Resolution as outlined in the pre-circulated materials. Members were reminded that the Board is required to review and approve the delegated signing authority and banking resolutions. Laura Talbot-Allan drew attention to the changes, including the Treasurer position being added as a corporate signing officer, removal of MMC procurement staff, the section on research has been removed as they are now a separate legal entity, and updates were made to management and executive titles as needed.

There was a brief discussion on Schedule I (f) Research to clarify signing authority as it relates to Research Contracts. These are required to be signed off by all research partners including Queen's University, KGHRI and KHSC.

Moved by Laura Talbot-Allan, seconded by Margaret Shepherd:

THAT, as recommended by the People, Finance & Audit Committee, the KHSC Board of Directors approve the KHSC Signing Authority Guidelines and Banking Resolution as presented.

CARRIED.

4.0 MATTERS FOR DISCUSSION

4.1 President & CEO Update

Further to the CEO report received at the October committee meetings, David Pichora provided a brief verbal update on recent activities, including the anticipation of further information regarding additional funding to remediate the impact of the repeal of Bill 124. A brief overview was provided on the OHA's financial dashboard of comparator hospitals, and where KHSC sits as compared to other tertiary care hospitals in the province. Recent funding initiatives include B'nai Brith's annual November gala in support of KHSC's robotic surgery program, with the Power of Hope group kindly offering to match funds raised up to \$500k. Another private donor has given 1.7 million to upgrade the facilities for a second interventional radiology suite. There continues to be a need for a third room. This donor is also interested in the interventional cardiac suite. In early December there is an announcement anticipated regarding KHSC's genomics program.

4.2 Chief of Staff / MAC Report – September 2024

The Chief of Staff report was circulated in advance of the meeting. There was a brief discussion around the draft policy relating to the use of videorecording in the three resuscitation rooms in the Emergency Department as reviewed by the Medical Advisory Committee.

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4.3 UHKF President & CEO Report – September 2024

Tom Zsolnay, President of the University Hospitals Kingston Foundation, drew attention to the written report, highlighting the upcoming Dragon's Den event on November 13 at the University Club, and invited Board members to attend, with three finalists presenting to win up to \$50,000 in funding towards their innovation proposals and five celebrity judges. UHKF will send out an email with details of the event for those interested in attending. There was a brief discussion on the feasibility study in relation to the redevelopment project.

5.0 REPORTING & UPDATES

5.1 Board Committee Meetings (Highlights from October 2024)

The Board Chair invited each of the Committee Chairs to provide an overview of discussions from their October meetings. KHSC Board committee meetings are held in-camera, and the minutes are provided to the Board as part of the in-camera agenda. Each committee received orientation to the key governing document that will guide their work for the coming year, including committee terms of reference, draft work plans for 2024-25, policies for which they have oversight and the KHSC Risk Profile. All committees received a summary report on strategic performance for Q1, including the strategic performance report (SPR), service accountability agreement (SAA), and the strategic performance index (SPI), also included in today's open consent agenda materials for information.

A slide presentation was provided, and the committee chair provided highlights of recent committee work.

- a) Executive Committee.
Sherri McCullough, Chair of the Executive Committee reported on the activities of the October 9, 2022. Primary focus for this meeting was orientation to the committees work for the coming year.
- b) People, Finance & Audit Committee
Laura Talbot-Allan, Chair of the Finance & Audit Committee reported on the activities of the People, Finance & Audit Committees October 7, 2024 meeting highlighting receipt of the Q1 reporting for Major IT Projects, Major Capital Development & Infrastructure Projects, Information Security, 2024-25 Capital Budget, HSAA/MSAA Financial Indicators and Outstanding Funding for Fiscal 2025. The committee discussed physician accountability and the credentialling process, forecast 2024-25 internal and operating capital budgets, the August 2024 financial results, received a verbal update on the 2024-25 HAPs/CAPs, and the status of the Lumeo Project, employment recruitment and inclusion initiatives, and the approach to the integrated risk management framework. Recommendations to the Board at the October meeting include the committees 2024-25 work plan and the KJHSC Signing Authority Guidelines and Banking Resolution included as part of today's meeting materials.
- c) Patient Care & Quality Committee
Sherri McCullough, reported on the activities of the Patient Care & Quality Committee, having chaired the meeting on behalf of Emily Leslie, providing highlights from the October 7, 2024 meeting. Discussion focused on the patient safety plan, physician accountability and the credentialling

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processes. The committee received a briefing, presentation and patient story on Ambulatory Care as well as an overview of the KHSC Quality structure and reporting. The committee received the Q1 reports for access and flow, the quality improvement plan (QIP), the patient safety & quality report, and the patient experience report. The committee work plan for 2024-25 has been recommended for Board endorsement. Recent change to the committee agenda includes the program pre-station follow by a patient story that aligns to the program.

d) Research Committee

Alan Cosford, Chair of the Research Committee provided an update on the committee's discussions at their October 8, 2024 meeting including committee orientation. The committee work plan for 2024-25 has been recommended to the Board for endorsement. Also included into today's closed consent agenda is a summary of the KGHRI annual members meeting activities, including the June 2024 audited financial statements and the auditor's report for KGHRI.

e) Governance Committee

Emily Leslie reported on the October 8th meeting, on behalf of David Fell, Chair of the Governance. Providing a brief overview of the survey results from the September Board Orientation/Education Session. The committee discussed the Board nominations and the Board Officer and Committee Chair Selection Processes for 2025-26, and the proposed framework for Board, Committee and Individual evaluations, the briefing notes have been included as part of today's open consent agenda. In addition to this the Governance Committee has recommended endorsement of the committee's work plan for 2024-25 as well as the Board's work plan for 2024-25.

f) Building Redevelopment Special Committee

Anne Desgagnés, Chair of the Building Redevelopment Special Committee provided an update on the committee's October 9th meeting, having received a confidential presentation on redevelopment activities, and will provide a brief update to the Board in the closed meeting. Discussion focused on the current funding climate in province for redevelopment projects, as well as funding implications for the project. The committee is recommending endorsement of its 2024-25 work plan.

6.0 IN-CAMERA SEGMENT

6.1 Motion to Move In-Camera

Moved by Laura Talbot-Allan, seconded by Emily Leslie:

THAT the Board move to an in-camera session.

CARRIED.

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10.0 REPORT ON IN-CAMERA MATTERS

10.1 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 the June 24, 2024 meeting;
- The board received the most recent final board committee minutes from the May 15th Executive Committee meeting, May 27th People, Finance & Audit Committee meeting, the May 27th Patient Care & Quality Committee, the May 28th Governance Committee meetings, the April 23rd Research Committee, and the March 11th Redevelopment Special Committee meeting.
- The board received the financial results for the month ended August 2024;
- The board received an update on the 2024-25 Internal and Operating Capital Budgets;
- The Board received an update on Employee Recruitment Initiatives;
- The Board received an update on Inclusion Initiatives;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved a number of housestaff appointments;
- The Board received an update on the KGHRI Annual Members Meeting and Related Matters;
- The board received an update on the Lumeo project;
- The Board received information on Communicable Disease Screening and Vaccine Requirements for KHSC Board of Directors and Committee members;
- The Board received an update from the Building Redevelopment Special Committee
- The Board received an update from the President and CEO.

12.0 DATE OF NEXT MEETING, MEETING SURVEY & TERMINATION

12.1 Date of Next Meeting: Monday, December 16, 2024 at 1600 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 1840 hours on motion of Margaret Shepherd.

Sherri McCullough
Chair