

Meeting Book - KHSC Board of Directors - Open Meeting

KHSC Board of Directors - Open Meeting

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

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| 1.1 Welcome, Call to Order, Confirmation of Quorum, Conflict of Interest Declaration | Inform |
| McCullough | |
| Verbal Update | |
| 1.2 Indigenous Acknowledgement | Reflection |
| McCullough | |
| 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 | 4 |
| 1.4 Consent Agenda Items | Decision |
| McCullough | |
| a) Briefing: Summary of Consent Items Open Agenda - October 2025 | 5 |
| b) Draft Minutes: Open Board Meeting - June 23, 2025 | 6 |
| c) Draft Minutes: Special Meeting following AGM - June 23, 2025 | 14 |
| d) Briefing: Access and Flow Q1 | 17 |
| e) Report: Quality Improvement Plan (QIP) - Q1 | 21 |
| f) Report: Patient Safety & Quality - Q1 | 27 |
| g) Report: Patient Experience - Q1 | 39 |
| h) KHSC Performance Reporting Summary - Q1 | |
| Briefing: KHSC Strategic Performance Reporting Summary 2025-26 - Q1 | 53 |
| Briefing: KHSC Service Accountability Agreement (SAA) Scorecard Summary 2025-26 - Q1 | 57 |
| 2025-26 Q1 - Strategy Performance Report (SPR) | 60 |
| 2025-26 Q1 - Service Accountability Agreement (SAA) Scorecard | 86 |
| 2025-26 Q1 - Strategy Performance Index (SPI) | 89 |
| i) Briefing: Board Nominations Process for 2026-27 | 91 |

j) Briefing: Board Officer & Committee Chair selection Process for 2026-27 95

k) Board Evaluation 2025-26

Briefing: Framework for Board, Committee & Individual Evaluations 98

Appendix: Board Self-Assessment Survey Sample 101

l) Presentation: Physician Accountability & Credentialing Process 106

m) Briefing: Mission Vision and Values Report 119

1.5 Approval of the Agenda McCullough

Decision

2.0 BUSINESS ARISING FROM THE MINUTES

No business arising from the minutes.

3.0 MATTERS REQUIRING DECISION

1605 / 5 min

3.1 Committee Terms of Reference & Work Plans for 2025-26 Decide/Amend
McCullough

Briefing: Committee Terms of Reference & Work Plans for 2025-26 124

Link: 2025-26 Executive Committee Work Plan (Pending Board Approval) 127

Link: 2025-26 Governance Committee Work Plan (pending Board approval Oct 2025) 130

Link: 2025-26 Patient Care & Quality Committee Work Plan (Pending Board Approval) 141

2025-26 KHSC People Finance and Audit Committee (pending Board approval Oct 2025) 151

Link: 2026-26 Redevelopment Special Committee Work Plan (Pending Board Approval) 163

Link: 2025-26 Research Committee Work Plan (Pending Board Approval) 166

1610 / 5 min

3.2 Update to People, Finance & Audit Committee Terms of Reference Decide/Amend
Leslie / Toop

Briefing: Updates to the People, Finance & Audit Committee Terms of Reference 174

Appendix: People, Finance & Audit Committee Terms of Reference - September 2025 176

1615 / 5 min

3.3 KHSC Board of Directors Work Plan for 2025-26 Decide/Amend
McCullough

Briefing: KHSC Board of Directors Work Plan for 2025-26 183

Link: 2025-26 KHSC Board Work Plan (pending Board approval Oct 2025) 184

1620 / 5 min

3.4 KHSC Signing Authority and Banking Resolution Decide/Amend
Leslie / Toop

Briefing: KHSC Signing Authority Guidelines and Banking Resolution 201

Appendix: KHSC Signing Authority and Banking Resolution 203

4.0 MATTERS FOR DISCUSSION

1625 / 10 min

4.1 President & CEO Update Inform/Discuss
Pichora
Verbal

| | | | |
|---------------|----------------------------------------------------------------------------------------------------------------------|----------------|-----|
| 1635 / 10 min | 4.2 Chief of Staff / MAC Report - September 2025 Fitzpatrick | Inform/Discuss | 219 |
| 1645 / 10 min | 4.3 UHKF President & CEO Update – October 2025 Zsolnay Briefing: Philanthropy Update - October 2025 | Inform/Discuss | 223 |
| | Briefing: UHKF Campaign Readiness Report | | 234 |

5.0 REPORTING & UPDATES

| | | | |
|---------------|------------------------------------------------------------------|----------------|-----|
| 1655 / 15 min | 5.1 Board Committee - October Meeting Highlights | Inform/Discuss | |
| | Presentation at Meeting | | |
| | a) Executive Committee McCullough | | |
| | b) People, Finance & Audit Committee Leslie | | |
| | c) Patient Care & Quality Committee Shepherd | | |
| | Briefing: Patient Safety, Quality and Clinical Risk | | 237 |
| | Program Presentation - Patient Safety, Quality and Clinical Risk | | 241 |
| | d) Research Committee Davidson | | |
| | e) Governance Committee Fell | | |

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

| | | | |
|---------------|-------------------------------------------------------------|--------|--|
| 1710 / 35 min | 6.1 Motion to Move In-Camera McCullough Verbal | Decide | |
|---------------|-------------------------------------------------------------|--------|--|

10.0 REPORT ON IN-CAMERA MATTERS

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|--------------|-----------------------------------------------------------------------------------------------|--------|--|
| 1735 / 5 min | 10.1 Motion to Rise and Report on Decisions Approved In-Camera McCullough Verbal | Decide | |
|--------------|-----------------------------------------------------------------------------------------------|--------|--|

11.0 DATE OF NEXT MEETING, MEETING SURVEY & TERMINATION

| | | | |
|--------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--|
| 1740 / 5 min | 11.1 Next Meeting: Monday, December 15, 2025 1600 to 1900 hours McCullough Verbal Link: Meeting Effectiveness Survey - October 2025 Board of Directors Meeting | Inform | |
|--------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--|

Motion to Terminate the Meeting

BOARD OF DIRECTORS OPEN MEETING: OCTOBER 27, 2025

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, 27, 2025 from 1600 to 1900 hours. The following are the open minutes.

Elected Members Present (voting): Mélanie Josée Davidson, David Fell, Alfred Hendry, Patrick Johnston, Emily Leslie, Sherri McCullough (Chair), Ben McIlquham, Suzanne McGurn, Mona Rahman, and Margaret Shepherd.

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

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

Regrets: Parham Daneshvar, Anne Desgagnés, Laura Talbot-Allan, Kevin Snedden, Lisa Tannock and Sandy Wilson

Staff: Nick Anand, Tessa Devos (Recording Secretary), Valerie 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. The meeting was called to order, quorum was confirmed. The Chair announced that Tom Zsolnay, President and CEO of UHKF, will retire effective May 31, 2026, and acknowledged his significant contributions since 2019.

Members were then invited to declare any conflicts of interest, noting the importance of early disclosure given Kingston's interconnected community and affiliations. No conflicts were identified at this time.

1.2 The Indigenous Acknowledgement was included on the agenda for members to reflect upon.

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

Sherri McCullough delivered the opening value statement, highlighting KHSC's vision, mission, and values as guiding principles for the organization. She reflected on the recent KHSC Long Service Award event on October 23, noting that the remarks shared about award recipients illustrated KHSC's commitment to its mission and values, and the many ways staff embody them in their work every day.

Emily Leslie volunteered to provide the opening value statement at the December 15th Board meeting.

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1.4 Consent Agenda Items

Agenda materials were posted on the board portal on October 20, 2025. The following items were provided as part of the consent agenda:

- a) Briefing: Summary of Consent Items Open Agenda - October 2025
- b) Draft Minutes: Open Board Meeting - June 23, 2025
- c) Draft Minutes: Special Meeting following AGM - June 23, 2025
- d) Briefing: Access and Flow Q1
- e) Report: Quality Improvement Plan (QIP) - Q1
- f) Report: Patient Safety & Quality - Q1
- h) Report: Patient Experience - Q1
- i) Report: KHSC Performance Reporting
 - Briefing: KHSC Performance Reporting F26 Q1
 - Briefing: KHSC Service Accountability Agreement (SAA) Scorecard Summary
 - Link: Strategy Performance Report (SPR)
 - Link: Strategy Performance Index (SPI)
 - Link: Service Accountability Agreement Scorecard (SAA)
- j) Briefing: Board Nominations Process for 2026-27
- j) Briefing: Board Officer & Committee Chair selection Process for 2026-27
- k) Briefing: Framework for Board, Committee & Individual Evaluations
- l) Presentation: Physician Accountability & Credentialing Process
- m) Briefing: Mission, Vision, Values Report

Moved by Margaret Shepherd, seconded by Mélanie Josée Davidson:

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 Karen Humphreys Blake, seconded by Emily Leslie:

THAT the agenda be approved as circulated.

CARRIED.

2.0 BUSINESS ARISING

No Business Arising from the Minutes

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3.0 MATTERS REQUIRING DECISION

3.1 Committee Terms of Reference & Work Plans for 2025-26

Circulated in advance of the meeting was a briefing note and draft copies of the 2025-26 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 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 Alfred Hendry, seconded by David Fell:

THAT, the KHSC Board of Directors approves the 2025-26 committee work plans as presented.

CARRIED.

3.2 Updated People, Finance and Audit Committee Terms of Reference

As part of the meeting package, members received a briefing note and an updated draft of the People, Finance & Audit Committee Terms of Reference. The People, Finance, & Audit Committee currently oversees both People-related and audit matters, however, the existing Terms of Reference permit auditors to attend all meetings, raising concerns about their presence during confidential People-related discussions. To address this, it was recommended by both the Governance and People, Finance & Audit Committee's that future agendas be divided into two sections with the People & Finance matters separate from the Audit ones, with auditors attending only the audit portion. This change aims to maintain compliance with ONCA requirements, which guarantee auditors access to audit committee meetings, while ensuring confidentiality for Board members during People-related discussions.

Moved by Emily Leslie, seconded by Patrick Johnston:

THAT as recommended by the Governance and People, Finance & Audit Committees, the KHSC Board of Directors endorse the proposed revisions to the People, Finance & Audit Committee's Terms of Reference, clarifying that external auditors will attend only the audit-related portions of committee meetings.

CARRIED.

3.3 KHSC Board of Directors Work Plan for 2025-26

Further to the endorsement of the individual committee work plans, the Board reviewed its draft work plan for 2025-26, 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 2025 year-end committee reports. The Boards work plan for 2025-26 was reviewed by the Governance Committee at their meeting in early October, no changes or amendments were identified.

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Moved by Margaret Shepherd, seconded by Ben McIlquham:

THAT, as recommended by the Governance Committee, the KHSC Board of Directors approve the 2025-26 Board work plan as presented.

CARRIED.

3.4 KHSC Signing Authority and Banking Resolution

Emily Leslie, on behalf of Laura Talbot-Allan, Chair of the People, Finance & Audit Committee, and Mary Lou Toop presented an overview of the KHSC Signing Authority and Banking Resolution as outlined in the pre-circulated materials. Members were reminded of the Board's responsibility to review and approve delegated signing authority and banking resolutions. Mary Lou highlighted updates including title changes reflecting Indira Naraine's new role and signing authority on behalf of KHSC, and an amendment to Schedule 1B on page 6 requiring any budget deviations to be reported to the Board promptly.

Moved by Emily Leslie, 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 presented at the October committee meetings, David Pichora provided a verbal update on recent activities. He noted the recent passing of Bob Stewart, founding and long-serving President of Catholic Health International, and advised that details on the search for a successor will follow.

Next, consultant work was conducted by Ross March to assess the readiness of UHKF to embark upon a major capital fundraising campaign, potentially for as much as \$300 million, for the first phase of the redevelopment. Ross will present an overview of this work at the December 1, 2025 Redevelopment Special Committee meeting, with an invitation extended to all Board members. Additionally, on October 28, 2025, a lunch will be hosted by Brit Smith's family to commemorate his passing and his role with the hospital. A small group of KHSC leaders will be speaking and honouring the legacy of gifts he has provided and the future he has enabled. Brit Smith's donations to KHSC currently exceed \$32 million, with an additional \$20 million pledge towards redevelopment, and approximately \$5 million still to come.

Additional updates included David Pichora's participation in the Institute of Corporate Directors course on AI Governance; installation of new signage at the Hotel Dieu site, with work on the Kingston General site to follow; confirmation of accreditation surveyors for April 2026; current low flu and COVID activity at KHSC; and a recent Globe and Mail article on a unique cardiac case performed earlier this year.

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4.2 Chief of Staff / MAC Report – September 2025

The Chief of Staff's report was circulated in advance of the meeting. Mike Fitzpatrick noted summer staffing shortages in Otolaryngology due to two unexpected leaves, resulting in only two physicians to cover call shifts, requiring internal medicine to cover the remaining shifts. A third physician has now joined however, due to SEAMO constraints, direct replacements cannot be hired unless new positions are approved, which takes time. In addition, the Department of Medicine is creating a dedicated hospitalist division, separate from internal medicine to reflect differences in scheduling and academic responsibilities. This change aims to clarify roles and strengthen hospital-wide coverage, though staffing remains a challenge. The Board then discussed the role and scope of a hospitalist.

Mike Fitzpatrick commented on the phased development of a neurosurgical critical care unit, which currently includes two (2) beds with expansion to eight (8) beds expected by Spring 2026. The unit is staffed by intensivists with neurocritical care training. Stroke patients will continue to be cared for in the neurocritical care unit on Kidd 7. Concerns about program expansion amid budget constraints were discussed. KHSC leadership emphasized the importance of strategic growth tied to return on investment, while maintaining efficiency, avoiding unnecessary spending, and ensuring staff do not develop a contractual mindset.

Additional updates included the activation of a second DaVinci Robot in the operating room; the Patient Safety, Quality and Risk Team's showcase of more than 70 Quality Improvement posters this week; and the continued success of SeamlessMD, which has improved patient self-management, shortened hospital stays, and reduced emergency visits and readmissions for elective surgeries. Mike Fitzpatrick also highlighted the formation of the Lumeo Health Informatics Council, led at KHSC by Dr. John Drover, with physician champions from each division joining to surface frontline issues and bring solutions back to clinical teams. Finally, KHSC received an urgent request for support from Moose Factory after an anesthesiologist fainted mid-procedure, and options for future assistance in similar situations are being explored.

4.3 UHKF President & CEO Report – October 2025

Tom Zsolnay, President of the University Hospitals Kingston Foundation, referred to the written report and highlighted several upcoming fundraising initiatives, including door-to-door canvassing, telemarketing, and text-to-donate campaigns. These efforts are part of the Foundation's strategy to raise \$200 million in new funding. A key focus is expanding donor engagement across the broader Kingston area and building awareness and support for KHSC as a regional tertiary care facility, complementing local healthcare organizations.

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5.0 REPORTING & UPDATES

5.1 Board Committee Meetings (Highlights from October 2025)

The Board Chair invited each of the Committee Chairs to provide an overview of discussions from their October meetings. Each committee received their terms of reference, draft work plans for 2025-26, policies for which they have oversight, the KHSC Risk Profile and the performance reports (Strategic Performance Report (SPR), Service Accountability Agreement (SAA), and Strategic Performance Index (SPI)).

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 October 8, 2025 meeting.

Discussions included KHSC's approach to leadership succession planning, confirmation that pay-for-performance for Fiscal 2025 had been completed and recommended updates to Policies III-1 and III-3.

b) People, Finance & Audit Committee

Emily Leslie provided an update on behalf of Laura Talbot-Allan, Chair of the People, Finance & Audit Committee, summarizing the October 6, 2025 meeting. The committee received Q1 updates on major IT projects, capital development and infrastructure, information security, and the 2025-26 capital budget. Additional reports included Fiscal 2026 operational priorities aligned with the Employee & Volunteer Strategic Plan, payroll compliance attestation, and Q1 scorecards for Human Resources and Occupational Health & Safety. The committee also reviewed August 2025 financial results, HSAA/MSAA financial indicators, and the performance reports. Discussions covered physician accountability and credentialing, the Lumeo Project, integrated risk management, accreditation criteria, and workforce highlights. Recommendations to the Board included approval of the committee's Terms of Reference and Work Plan for 2025-26, as well as the KHSC Signing Authority Guidelines and Banking Resolution.

c) Patient Care & Quality Committee

Margaret Shepherd, Chair of the Patient Care & Quality Committee, reported on the October 6, 2025 meeting. The committee received reports on access to care, Q1 Quality Improvement Plan, physician accountability and credentialing, KHSC's education strategy, the KHSC/Queen's Affiliation Agreement, updates on Hospital Standardized Mortality Ratio (HSMR) and integrated risk management.

Discussions included patient rights and responsibilities, KHSC's quality structure and reporting, and accreditation preparations. The committee reviewed Board Policies IV-1 and IV-3, received a program presentation on Patient Quality, Safety & Clinical Risk, and heard a patient story. Recommendations to the Board include the committee's Terms of Reference and Work Plan for 2025-26.

d) Research Committee

Mélanie Josée Davidson, Chair of the Research Committee, reported on the October 7, 2025 meeting.

Discussions included orientation to the committee's scope, KHSC-Queen's events, the affiliation agreement, innovation and commercialization updates, and a researcher profile on Dr. Siddartha

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Srivastava. Recommendations to the Board include the committee's Terms of Reference and Work Plan for 2025–26, reports on the June 2025 KGHRI election of directors, audited financial statements, auditor's report, and confirmation of the auditor's appointment.

e) Governance Committee

David Fell, Chair of the Governance Committee, reported on the October 7, 2025 meeting. Discussions included a debrief from the September Board Orientation Session, review of Board Policy II-A-3, and processes for Board nominations and officer/committee chair selection for 2026–27. The committee also reviewed the January Board Education draft agenda, accreditation criteria, and Board exit interview results. Recommendations to the Board include the committee's Terms of Reference and Work Plan for 2025–26, the Board Work Plan for 2025–26, the framework for Board, Committee and Individual Evaluations, and a naming recommendation for the Outpatient Clinic Room – Burr 1 at the KGH Site.

f) Building Redevelopment Special Committee

No meeting in October.

6.0 IN-CAMERA SEGMENT

6.1 Motion to Move In-Camera

Moved by Emily Leslie seconded by Mona Rahman:

THAT the Board move to an in-camera session.

CARRIED.

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 23, 2025 meeting;
- The board approved the closed minutes of the September 13, 2025 meeting;
- The board received the most recent final board committee minutes:
 - Executive Committee (June 4th and August 27th),
 - People, Finance & Audit Committee (May 26th and September 9th),
 - Patient Care & Quality Committee (June 2nd),
 - Governance Committees (June 3rd and September 9th),
 - Research Committee (June 3rd)
- The board received the financial results for the month ended August 2025;
- The board received the Q1 H-SAA / M-SAA Financial Indicators;
- The Board received the Workforce Highlights Report;

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- The Board received an update on the People Dashboards;
- The board approved a number of appointments and reappointments to the professional staff;
- The board approved a number of housestaff appointments;
- The board approved the appointment of Dr. Renee Fitzpatrick as Deputy Head of the Department of Psychiatry;
- The board received an update on the KHSC-RI Annual Members Meeting and Related Matters;
- The board approved the naming recommendation from UHKF for the Outpatient Clinic Room on Burr 1 at the KGH Site;
- The board received the Q1 Information Security Update;
- The board received an updated Integrated Risk Management Approach for 2025-26;
- The board received an update on the Internal Controls Review;
- The board received an update on the Lumeo project;
- 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 15, 2025 at 1600 hours.

The Chair drew attention to the Governing Body Assessment survey. Members were encouraged to complete the survey immediately following the meeting.

The meeting terminated at 1815 hours on motion of Margaret Shepherd.

Sherri McCullough
Chair