

## BOARD OF DIRECTORS – OPEN MEETING – VIDEOCONFERENCE CALL

Date: Monday, October 25, 2022  
Time: 1600 – 1900 hours  
Zoom Link: <https://kingstonhsc-ca.zoom.us/j/87632765612>

Start	Time	Item	Topic	Lead	Purpose	Attachment
<b>1.0 CALL TO ORDER, CONFIRMATION OF QUORUM, CONFLICT OF INTEREST DECLARATIONS</b>						
1600	10 min	1.1	Chair's Welcome 1.1.1 Confirmation of Quorum 1.1.2 Declarations of Conflict	Thesberg	Confirm	Verbal
		1.2	Consent Agenda Items 1.2.1 Briefing Note – Consent Agenda 1.2.1-a Draft Minutes – Board of Directors – June 20, 2022 1.2.1-b Draft Minutes – Board of Directors – Special Meeting following AGM – June 20, 2022 1.2.1-c Briefing Note – UHKF Changes to Articles of Incorporation & Operating Bylaw No 2 1.2.1-d Briefing Note: KHSC Bylaw Amendments 1.2.1-e Briefing Note: Board & Committee Work Plans 2022-23 + Terms of Reference 1.2.1-f Briefing Note: Next Steps – Board Vacancies 2022-23 & Nominations Process 2023-24 1.2.1-g Report: Annual Occupational Health & Safety Update 1.2.1-h Report: Talent Management Update 1.2.1-i Briefing Note: KHSC performance Report Fiscal 2023 – Q1 1.2.1-j Q1 Strategy Performance Presentation	Thesberg	Approve/ Amend	Briefing note
		1.3	Approval of Open Agenda	Thesberg	Approve/ Amend	Draft agenda
<b>2.0 DECISION ITEMS</b>						
1610	5 min	2.1	KHSC Updated Signing Authority & Banking Resolution	Cosford/Bansal	Approve/ Amend	Briefing note & guidelines
1615	5 min	2.2	Selection process for Governance Chair Role – Jan 2023 to June 2023	Hunter/Ilse	Approve/ Amend	Briefing note
1620	5 min	2.3	Appointment of Independent Director & Patient Advisors + Terms of Reference Amendments – Research	Hunter/Lawford Ilse	Approve/ Amend	Briefing note & draft TOR
<b>3.0 REPORTING &amp; UPDATES</b>						
1625	10 min	3.1	President and CEO Report + Q1 Media Report	Pichora	Discuss	Presentation @ meeting
1635	5 min	3.2	Chief of Staff/Medical Advisory Committee – June and September MAC Meetings	Fitzpatrick	Discuss	Written report
1640	5 min	3.3	President, Medical Staff Association	Alavi	Discuss	Verbal

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<b>3.0 REPORTING &amp; UPDATES</b>						
1645	5 min	3.4	Update from University Hospitals Kingston Foundation <ul style="list-style-type: none"> <li>• UHKF President &amp; CEO Report</li> <li>• KHSC – Year in Review 2022</li> </ul>	Zsolnay	Discuss	Written report
1650	15 min	3.5	Health Human Resources Update – September People Finance & Audit Committee	Cosford/Carlton	Discuss	Written Report
<b>4.0 BOARD COMMITTEE REPORTING</b>						
1705	5 min	4.1	Governance Committee	Hunter	Inform	Verbal
1710	5 min	4.2	Patient Care & Quality Committee <ul style="list-style-type: none"> <li>• Program Profile: Cancer Program</li> </ul>	Leslie	Inform	Briefing note + slides
1715	5 min	4.3	People, Finance & Audit Committee	Cosford	Inform	Verbal
1720	5 min	4.4	Research Committee	Lawford	Inform	Verbal
<b>5.0 IN-CAMERA SEGMENT (Members of the Public/Guests depart meeting)</b>						
1725	5 min	5.1	Motion to Move In-Camera	Thesberg	Inform	Verbal
<b>9.0 REPORT ON IN-CAMERA MATTERS</b>						
1855	5 min	9.1	Motion to Report on Decisions Approved In-Camera	Thesberg	Inform	Verbal
		9.2	Date of Next Meeting & Termination	Thesberg	Inform	Verbal
<b>ELECTED MEMBERS SESSION WITH CEO ONLY</b>						
<b>ELECTED MEMBERS SESSION WITHOUT MANAGEMENT PRESENT</b>						

## **BOARD OF DIRECTORS OPEN MEETING: OCTOBER 25, 2022**

A regular meeting of the Board of Directors of the Kingston Health Sciences Centre was held by video-conference on Tuesday, October 25, 2022 from 1600 to 1910 hours. The Board Chair and Secretary determined, in advance of the meeting, that it was important to hold the meeting by videoconference in light of the government's directives for self-isolation and social distancing in response to the COVID-19 pandemic. The following are the open minutes.

Elected Members Present (voting): Alan Cosford, Mélanie-Josée Davidson, Anne Desgagnés, Jane Fitzgerald, Brenda Hunter, Michele Lawford, Emily Leslie, Sherri McCullough, David Pattenden, Laura Talbot Allan, Axel Thesberg (Chair).

Ex-officio Members Present (voting): Brent Atkinson.

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

Regrets: David Fell, Dr. Jane Philpott and Sandy Wilson.

Staff: Rhonda Abson (Recording Secretary), Amit Bansal, Sandra Carlton, Brenda Carter, Val Gamache-O'Leary, Rayanne Gazdar, Dr. Renate Ilse, Dr. Steve Smith, Krista Wells Pearce and Tom Zsolnay.

### 1.0 CALL TO ORDER, CONFIRMATION OF QUORUM, CONSENT & AGENDA APPROVALS

#### 1.1 Call to Order, Confirmation of Quorum, Conflict of Interest Declarations

Axel Thesberg called the meeting to order and confirmed that participants could hear the proceedings. The Chair confirmed quorum and welcomed Dr. Nazanin Alavi, President of the Medical Staff Association, to the meeting. No declarations of conflict recorded.

The Chair thanked members of the Board for accommodating the date change for the meeting. At the September Board education session, it was suggested that members of the KHSC, Providence Care and the University Hospitals Kingston Foundation Boards might come together in December - based on rising COVID-19 numbers, there was agreement that this would not be possible. At the conclusion of the Board meeting, members are asked to complete the meeting effectiveness survey.

#### 1.2 Approval of Consent Agenda

Agenda materials was posted on the Board portal on October 19, 2022. The following items were provided as part of the consent agenda:

- Draft Minutes: KHSC Board of Directors Meeting – June 20, 2022

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- Draft Minutes: KHSC Board of Directors Special following AGM – June 20, 2022
- Briefing Note: UHKF Changes to Articles of Incorporation & Operating Bylaw No. 2
- Briefing Note: KHSC Bylaw Amendments
- Briefing Note: Draft Board & Committee Work Plans 2022-23 + Terms of Reference
- Briefing Note: Next Steps Board Vacancies 2022-23 & Nominations Process 2023-24
- Report: Annual Occupational Health & Safety Update
- Report: Talent Management Update
- Briefing Note: KHSC Performance Reporting Fiscal 2023 – Q1

The Chair invited changes to the consent agenda.

Moved by seconded by Alan Cosford, seconded by Jane Fitzgerald:

“THAT the consent agenda be approved as circulated.”

CARRIED

### 1.3 Approval of Open Agenda

Moved by David Pattenden, seconded by Emily Leslie:

“THAT the agenda be approved as circulated.”

CARRIED

## 2.0 DECISION ITEMS

### 2.1 KHSC Updated Signing Authority & Banking Resolution

Alan Cosford, Chair of the People, Finance & Audit Committee, advised that the signing guidelines have been updated to reflect changes in executive leadership/organizational redesign.

Moved by Alan Cosford, seconded by Emily Leslie:

THAT the Board of Directors approves the revised signing authority and banking resolution dated September 2022.

CARRIED

### 2.2 Selection Process for Governance Chair Role – January 2023 to June 2023

Brenda Hunter, Chair of the Governance Committee, recused herself from the discussion and Axel Thesberg, Chair of the Board, presented the committee’s recommendation. The briefing note circulated to Board members outlined the selection process.

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Moved by Anne Desgagnés, seconded by Sherri McCullough:

“THAT Sandy Wilson be appointed as Chair of the Governance Committee for the remainder of the 2022-23 board year, effective January 1, 2023 to June 19, 2023.

CARRIED

## 2.3 Appointment of Independent Director & Patient Advisors to the Research Committee for 2022-23 & Terms of Reference Amendments

Brenda Hunter, Chair of the Governance Committee and Michele Lawford, Chair of the Research Committee, drew attention to the pre-circulated briefing note outlining the selection process. At the time of reaching out to the Patient Experience Advisors to express an interest in serving on a KHSC board committee, both patient experience advisors being recommended identified an interest in serving on the Research Committee. For the selection of the Independent member on the Research Committee, the briefing note outlined the application process. Michele Lawford noted that further amendments may be required to the committee terms of reference to clarify whether the Patient Experience Advisors will also be Directors of the KGHRI Board. Regarding the independent director recommendation, Michele Lawford reported that the potential for conflict was raised with both Dr. Steve Smith, executive lead supporting the committee, as well as Dr. Pichora appreciating that Dr. Stewart is the Executive Vice President Research at The Ottawa Hospital. At the Board meeting, Dr. Smith highlighted the operational and strategic benefits that Dr. Stewart would bring to the work of the committee and that any conflict issues could be managed.

Moved by Brenda Hunter, seconded by Jane Fitzgerald:

“THAT Duncan Stewart be appointed as the independent director on the Research Committee for the remainder of the 2022-23 board year; and

THAT the Research Committee Terms of Reference be updated to reflect that up to (2) Patient Experience Advisors will be invited to serve a one-year term, with the possibility of renewal consistent with Board Policy V-C-O; and

THAT Rachel Koven be appointed to the Research Committee as a Patient Experience Advisor representative for the remainder of the 2022-23 year; and

THAT Hans Vorster be appointed to the Research Committee as a Patient Experience Advisor representative for the remainder of the 2022-23 board year.

CARRIED

Mélanie-Josée Davidson joined the meeting at 1620 hours.

## 3.0 REPORTING & UPDATES

### 3.1 KHSC President and CEO + External Environment Update

- Q1 Media Report

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Dr. David Pichora delivered an update on COVID-19 infection rates adding that the rise of flu and respiratory syncytial virus cases in the community are of concern leading into the winter months. KHSC continues to experience increased hospital outbreaks and is seeing an uptick in staff illness and higher acuity levels in critical care areas. Overall staffing challenges continue not only for KHSC but across the province. Executive Vice President Sandra Carlton noted that the team continue to implement a number of strategies for recruitment and retention as well as staff wellness initiatives. KHSC recently participated with representatives from the Ontario Nurses Association on an Independent Assessment Committee focused on the mental health program; the report expected sometime in December.

### 3.2 Medical Advisory Committee/Chief of Staff Report

The written report of the Chief of Staff was circulated to the Board in advance of the meeting. Dr. Fitzpatrick described the current physician shortages in the region and impacts on KHSC care delivery. The Southeastern Ontario Academic Medical Organization (SEAMO) three-year HHR plan for 2022-25 calls for a total of 47 full-time positions over the next three years. Dr. Fitzpatrick described the process to identify physician positions for Ministry consideration. At the recent MAC meeting, Dr. Jaeger presented an update from the Physician Wellness Committee.

### 3.3 President of the Medical Staff Association

Dr. Nazanin Alavi provided a verbal report on the activities of the Association. The next meeting is scheduled for November 2, 2022 focusing on the MSA awards for Outstanding Clinician of the Year; Clinician Innovator; Nursing Colleague and Allied Health Care Colleague of the Year. The MSA has received a number of nominations for each of the categories. The MSA Executive Committee continues to identify physician leaders to present at upcoming meetings and work is underway to introduce a hybrid meeting platform.

### 3.4 UHKF President and CEO Update

In advance of the meeting, the written report of Tom Zsolnay was circulated and provided an overview the funds raised as of September 30, 2022. A Campaign Advisory Committee was recruited at the beginning of the fiscal year to provide advice and guidance to UHKF. The Chairs of KHSC and Providence Care Boards are participating to ensure that the needs of the organizations are well represented along with Vice Chair Sherri McCullough. As outlined in the report, third party events have returned in the community and it has been a record year! Discussion focused on UHKF's role in fundraising for Hospice Kingston. Tom Zsolnay confirmed that funds raised by Hospice have been transferred to UHKF but the Hospice Campaign Committee remains in place to continue fundraising efforts with UHKF only receipting gifts. Axel Thesberg added that a joint committee of Board Chairs and CEOs has been formed and one of the elements currently being reviewed are the deliverables in the UHKF/KHSC/Providence Care Operating Agreement including the sharing formula as well as the scope to support fundraising. Another question raised was the proportion of gifts received by UHKF as donations from securities. Tom Zsolnay to forward this information at the next Board meeting.

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### 3.4 Health Human Resources Update

Alan Cosford, Chair of the People, Finance and Audit Committee, drew attention to the recent HHR update provided at the September committee meeting. The report provided an overview of current recruitment and retention initiatives including what KHSC is doing to retain talent and hire new employees. The report included an overview of government programs and partnerships that support students, personal support workers, nurses, respiratory therapists, and personal care assistants. Recent decisions by regulatory colleges to look at how to support internationally trained health care providers is positive and KHSC will continue discussions on opportunities with agency nursing. Alan Cosford reported on management's update at the committee on KHSC's collective bargaining participation.

### 4.0 BOARD COMMITTEE REPORTING

#### 4.1 Governance Committee

Chair Axel Thesberg reported that the Governance Committee will continue to look at ways to streamline the Board package content and standardize reporting from the Committees to avoid duplication.

Brenda Hunter, Chair of the Governance Committee, provided a brief update and drew attention to Committee minutes provided as part of the closed agenda package. A briefing note on the September Board education session will be discussed as part of the in-camera agenda.

Discussion focused on the overall content contained in the October Board package and whether the Governance Committee might explore using executive summary reports or a presentation to highlight key and important information. Some suggested areas of focus might include: Opportunities to analyze/reflect on the reports that are being prepared taking into consideration the Board's role? How briefing notes or summary reports get to the key elements of what really matters? The Governance Committee could reflect on the risks of using the Board portal to simply post-up reports and information. Are there opportunities to further summarize the reports that are provided as part of the consent agenda? It was noted that the level of detail, for new board members, is appreciated. Repetitiveness still remains in Board package materials. Exploring how key decision items are presented requires further discussion and incorporating hyperlinks so that the reader can elect to read the detailed background materials should be considered. Continuing discussions will take place at the November Governance Committee meeting.

#### 4.2 Patient Care & Quality Committee

- Program Profile: Cancer Care

Emily Leslie, Chair of the Patient Care and Quality Committee, provided highlights from their September meeting where seven new committee members were welcomed to their first meeting. The Committee's first patient story was well received thanks to Angela Morin, Lead for Patient and Family Centred Care at KHSC who has developed this framework. Cancer care at KHSC was the September program profile and a copy of

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the presentation deck and briefing note were included in the Board package. Response rates to the meeting effectiveness survey remains low. The committee also had a good discussion around Bill 7.

#### 4.3 People, Finance & Audit Committee

Alan Cosford, Chair of the People Finance & Audit Committee, reported on their September meeting noting that the committee also discussed Bill 7. Vice President and Chief Financial Officer, Amit Bansal, presented an update on KHSC finances at the September committee meeting and projections at year end may result in a surplus. Committee members were briefed on management's approach to the hospital and community annual planning submissions expected to be submitted to the Ministry by the end of November.

#### 4.4 Research Committee

Michele Lawford, Chair of the Resources Committee, confirmed that orientation to research by Dr. Steve Smith was delivered at the September meeting. The committee discussed research as a strategic goal of KHSC and members reviewed the committee's first draft, integrated work plan aligned with the deliverables associated with the KGHRI. An update on the review of the current KHSC/Queen's Affiliation Agreement was provided and the need to have a catalogue and understanding of the research that takes place around the hospital was discussed. The Committee discussed how research funding is reported and the types of performance indicators and strategic research goals that might be considered in future.

The Chair thanked Committee Chairs for their reports and confirmed that the in-camera segment would commence at 1715 hours following a brief break.

#### 5.0 IN-CAMERA SEGMENT

##### 5.1 Motion to Move In-Camera

Moved by Sandy Wilson, seconded by Michele Lawford:

THAT the Board move into an in-camera session.

CARRIED

#### 8.0 REPORT ON IN-CAMERA MATTERS

##### 8.1 Motion to Report on Decisions Approved In-Camera

The Chair reported on the following in-camera decisions and discussion:

- The electronic vote results approving the May 16 and May 19, 2022 in-camera Board minutes will be filed to the corporate record;
- The electronic vote results approving the appointment of Dr. Stephanie Baxter as Head of the Department of Ophthalmology will be filed to the corporate record;

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- The minutes of the in-camera KHSC board meetings held June 20 and September 14, 2022 were approved;
- The final minutes of the May 30, July 14 and August 31, 2022 Governance Committee meetings were received;
- The final minutes of the May 30, 2022 Patient Care and Quality Committee and People, Finance and Audit Committee were received;
- The board received the Q1 Patient Safety Report;
- The board received the Q1 Patient Feedback Report;
- The board received the briefing note on the 2021-22 pay for performance – confirmation of completion;
- The board received the financial package for the period ending July 31, 2022;
- The board received a presentation from the President and CEO;
- The board discussed the recent committee deliberations relating to the implementation of Bill 7 – More Beds, Better Care Act, 2022;
- The board discussed the September 14, 2022 education session held and discussed next steps;
- The board received a presentation on the KHSC – KGH site redevelopment project;
- The board approved appointments and reappointments to the professional staff;
- The board approved housestaff appointments;
- The board was briefed on a confidential partnership matter.

## 8.2 Date of Next Meeting & Termination

The date of the next KHSC Board meeting is Monday, December 12, 2022 at 1600 hours.

The meeting terminated at 1910 hours on motion of Alan Cosford.

## 9.0 MEETING WITHOUT MANAGEMENT – CEO ONLY

No session was held.

## 10.0 MEETING WITHOUT MANAGEMENT

No session was held.

Axel Thesberg  
Chair